



CONSTITUTION

Incorporating amendments up to April 2016

National Council of Churches of Singapore

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HISTORICAL STATEMENT

The Malayan Christian Council, which was established in 1948 to promote Christian unity among the Churches and Christian organizations in Malaya and Singapore, was succeeded in 1961 by the Council of Churches of Malaysia and Singapore. Later, in view of Malaysia and Singapore having separated and become independent sovereign nations, it was considered desirable to have separate Councils of Churches for each nation and, therefore, the National Council of Churches of Singapore was duly constituted in Singapore on 24th July, 1974 to carry on and fulfill the vision and aspirations of the founders.

ARTICLE 1:

NAME

The name of the organization shall be "NATIONAL COUNCIL OF CHURCHES OF SINGAPORE" (hereinafter referred to as "the Council").

ARTICLE 2:

PLACE OF BUSINESS

The place of business of the Council shall be "1 Coleman Street #B1-27 The Adelphi Singapore 179803" or such other address as the Council may from time to time decide and approved by the Registrar of Societies and the Commissioner of Charities.

ARTICLE 3:

BASIS OF ASSOCIATION

Believing that Christians everywhere are called by God the Father through His Son, our Saviour Jesus Christ, and the Holy Spirit, to be the redeemed and to the redeeming community in the world, dedicated to the service of God and mankind, and humbly grateful to God for the growing sense of unity in Christ among the Churches and Christian organisations in Singapore, the Council is founded :

- (i) on a common belief that God has revealed His eternal purpose for mankind in His Son, Jesus Christ, through the Holy Spirit, that the scriptures of the Old and New Testaments are the supreme standard of Christian faith and practice, and that the Apostles' and Nicene Creeds express our historical common faith;
- (ii) on the acceptance of the principle that the Church is engaged in the Christian enterprise, that the local congregation is the basis to its life and witness, and that worship, Christian nurture, evangelism and social outreach are its primary tasks;
- (iii) as an association of Churches and other Christian organizations, each believing that it is Christ's will that His Body, the Church, should be visibly one, and each desiring to work towards this end; and
- (iv) as an association of co-operating members, each of which determines its own policy and action.

ARTICLE 4:

OBJECTIVES

The objects the Council are:

- (i) To offer itself as an instrument or agency to the Churches and other Christian organizations in Singapore whereby they can more and more do together everything, except what irreconcilable differences of sincere conviction compel them to do separately.
- (ii) To show forth among its members Christian unity, which is God's gift to His people in Jesus Christ.
- (iii) To promote discussion and action among Churches in Singapore towards Church Union.
- (iv) To, by common prayer, study, consultation and action, prompt the Church's mission in Singapore and the world.
- (v) Through mutual consultation and action to form Christian public opinion and to bring it to bear on the moral, social, national and international issues of the day, particularly those which may affect the life and welfare of the people of Singapore.
- (vi) To provide an agency through which the Government of the Republic of Singapore may consult the Council on matters of common concern to its members.
- (vii) To maintain fellowship with other Christian Councils or Councils of Churches of other countries, and with such ecumenical bodies as the Council may decide.

ARTICLE 5:

MEMBERSHIP

- (i) Every Church and Christian organization duly registered in Singapore which accepts and subscribes to the Basis of Association and Objects of the council set forth in Articles 3 & 4 hereof, may become a member upon the Council's acceptance of its application for membership.
- (ii) The Membership of the Council shall comprise Founder Members, Full Members, Congregational Members and Associate Members as hereinafter defined:
 - a) **Founder Members:**
 - The Anglican Diocese of Singapore
 - The Presbyterian Church in Singapore
 - The Lutheran Church in Singapore
 - The Methodist Church in Singapore
 - The Salvation Army
 - Mar Thoma Syrian Church
 - St. Thomas Orthodox Syrian Church

- b) **Full Members:**
Any Christian denomination with a central governing body having authority over its constituent churches and duly registered in Singapore.
 - c) **Congregational Members:**
Any individual Christian Congregation duly registered in Singapore.
 - d) **Associate Members:**
Any Christian organization duly registered in Singapore.
- (iii) (a) **Approval of Application for Membership:**
In considering any application for membership, the Council, acting on the recommendation of the Executive Committee, shall have full and absolute discretion and the decision of the Council shall be binding.
- (b) **Termination of Membership:**
Membership in the Council may be terminated at any time either:
 (1) upon the written request of the member; or
 (2) by action of the Council upon the affirmative vote of at least two-thirds (2/3) of the representatives and members present and voting at the meeting.
- (c) **Rights and Privileges:**
- (1) Only representatives of Founder, Full and Congregational Members shall be eligible to vote at the Annual General Meetings and Extraordinary General Meetings of the Council, and the meetings of the General Committee, and to be elected officers of the Council.
 - (2) Except for issues or matters concerning the Constitution, policies and procedures, doctrinal or positional statements which require the affirmative votes of the Founder Members, all resolutions or decisions of an Annual General Meeting or an Extraordinary-General Meeting of the Council, shall be decided by a majority vote of the representatives present at such meeting. In the event of an equality of votes, the Chair of the Meeting shall have a casting vote.
 - (3) Representatives of the Associate Members shall be entitled to attend the Annual General Meeting and Extraordinary General Meetings of the Council and the meetings of the General Committee, but without the right to vote. They shall not be eligible to be elected as officers of the Council, but representatives of the Associate Members may serve in any of the other committees appointed by the General Committee, as mentioned in Article 11(vi) hereof.

ARTICLE 6:

REPRESENTATION

Representation of the Council at the Annual General Meeting and Extraordinary General Meetings shall be as follows:

- (i) Founder, Full and Congregational Members shall be represented by their duly appointed representatives or their nominated alternates who shall be chosen with due regard to their ability to contribute to the work of the Council and the need to ensure adequate representation of the clergy, lay men and women, and young people.
- (ii) The number of representatives of a Founder Member to the Council shall be based on its total membership as follows: -

First 500 members or part thereof: 1 (one) representative.
Every additional 1,000 members or part thereof: 1 (one) additional representative.

However the total number of representatives of any Founder Member shall not exceed ten (10).
- (iii) Every Full Member shall be entitled to be represented by three (3) representatives.
- (iv) Every Congregational Member shall be entitled to be represented by one (1) representative.
- (v) Every Associate Member shall be entitled to be represented by one (1) representative but without the right to vote.

ARTICLE 7:

ORGANISATION

- (i) **The Council:**
The Council shall comprise the members' representatives as mentioned in Article 6 hereof.
- (ii) **Annual General Meetings:**
 - (a) An Annual General Meeting of the Council shall be held before the 30th day of April each year at such time and place as the General Committee may determine.
 - (b) **Business:**
The following matters shall be transacted at the Annual General Meeting:
 - (1) Receive the minutes of the previous Annual General Meeting and all Extraordinary General Meetings (if any) held since then, the audited Balance Sheet, the Statement of Income and Expenditure and Annual Report of the Council for the financial year ended.
 - (2) Approve the budget for the next financial year.
 - (3) Where applicable, elect the officers of the Council from those nominated by the Executive Committee on Nominations and from the floor.
 - (4) Appoint the Council's auditors and Trustee.
 - (5) Transact all such other business as are committed to it hereon or by the General Committee or as it may deem expedient.
 - (c) **Notice of Annual General Meeting:**
Notice of an Annual General Meeting stating the date, the time and the place of the meeting, together with its Agenda, copies of the minutes of the previous Annual General Meeting and all Extraordinary General

Meetings held since then, the Audited Balance Sheet and Accounts, proposed budget and reports of the other Committees, shall be sent by the General Secretary to every Head of the Founder, Full and Congregational Members and each member of the Council not less than fourteen (14) days before the date fixed for the meeting.

(d) **Notice of Resolutions and Motions:**

Every notice or resolution and motion to be tabled at the meeting shall be delivered to the General Secretary in writing not less than seven (7) days before the date fixed for the meetings.

(e) **Copies of Documents:**

The General Secretary shall forward to every Head of the Founder, Full and Congregational Members and each member of the Council not less than five (5) days before the meeting, copies of notices of resolutions and motions (if any) to be tabled at the meeting. Copies of these documents shall also be made available upon request at the Council's office and at the meeting.

(iii) **Extraordinary General Meetings:**

Extraordinary General Meetings of the Council may be convened in the interim between the Annual General Meetings, as may be determined by at least two-thirds of the representatives present and voting at the General Committee, to transact the business stated in the call fixed by the Extraordinary General Meeting.

(iv) **Quorum : Annual General Meetings and Extraordinary General Meetings:**

(a) A simple majority of twenty-five (25) percent of representatives or thirty (30) representatives eligible to vote, whichever is the lesser, shall constitute a quorum.

(b) In the event of there being no quorum at the commencement of an Annual General Meeting or Extraordinary 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 powers to amend any of the existing provisions in the Constitution.

ARTICLE 8:

OFFICERS

(i) The officers of the Council are:

- (a) President
- (b) Three Vice Presidents, one of whom shall be the immediate past President
- (c) The General Secretary, and
- (d) The Honorary Treasurer

(ii) **Qualification:**

Only a representative and member in good standing of a Founder Member shall be eligible to be President. Representatives and members in good standing of the of the Founder Members, Full Members and Congregational Members of the

Council shall be eligible to be elected as Vice President, General Secretary and the Honorary Treasurer.

- (iii) Elections and Appointments:
 - (a) The President, Vice Presidents and Honorary Treasurer shall be elected at the Annual General Meeting of the Council, and the General Secretary shall be appointed by the General Committee.
 - (b) The Commissioner of Charities and the Registrar of Societies shall be notified of any removal of officer from the Council within two weeks of the change.
 - (c) The Commissioner of Charities and the Registrar of Societies shall be notified of any changes in officer from the Council within two weeks of the change.
- (iv) Re-election and Re-appointment:
 - (a)(i) The President shall be elected for a term of two (2) years. He shall not be eligible to be re-elected to a consecutive term.
 - (a)(ii) The Vice Presidents shall be eligible for re-election.
 - (b) The General Secretary may be appointed by the General Committee and the terms of appointment and terms of reference of the General Secretary shall be determined by the General Committee.
- (c) The Honorary Treasurer may be elected for a term of two years and shall be eligible to serve up to a maximum of two two-year consecutive terms. He/she may only be re-elected subsequently after a lapse of at least two years.
- (v) Interim Vacancies:
 - (a) A vacancy occurring in the interim, in the office of the President shall be filled by a Vice President who (is) a representative and member of a Founder Member appointed by the General Committee to act as President until the next Annual General Meeting.
 - (b) A vacancy occurring in the interim, in the office of a Vice President, Honorary Treasurer or General Secretary shall be filled by an officer appointed by the General Committee. The Officer so appointed shall hold office until the next Annual General Meeting.

ARTICLE 9:

DUTIES OF OFFICERS & EXECUTIVE SECRETARY

- (i) **President:**

The President shall preside at the Annual General Meeting, Extraordinary General Meetings, and the meetings of the General Committee and also perform such other duties and functions as may from time to time be assigned to him by the Annual General Meeting or the General Committee
- (ii) **Vice Presidents:**

The Vice Presidents shall perform all the duties and functions of the President in his absence as well as such other duties and functions as may from time to time be assigned to them by Annual General Meeting or the General Committee. The elected Vice Presidents shall take precedence over the immediate past President in deputizing as President.

(iii) **General Secretary:**

The General Secretary shall at all times perform his duties subject to the oversight of the General Committee, in accordance with the Constitution.

He shall:

- (a) subject to Article (9)(v) and the appointment of a Programme Coordinator, administer the total work of the Council and to co-ordinate the work of its various committees;
- (b) present comprehensive reports annually to the Annual General Meeting, setting forth the Council's accomplishments, programmes, plans, opportunities and needs;
- (c) liaise with members, duly designated leaders, and also visit the congregations of members churches, to better promote the work, programmes and interest of the Council; and
- (d) perform all such other duties and functions as are provided herein and as may be assigned to him from time to time by the Annual General Meeting, Extraordinary General Meetings or the General Committee.

(iv) **Honorary Treasurer:**

The Honorary Treasurer shall be responsible for all the financial matters of the Council.

He shall:

- (a) be responsible for keeping proper accounts of all the financial transactions of the Council;
- (b) make payments approved by the Annual General Meeting or authorized by the General Committee or the Executive Committee;
- (c) together with the President or the General Secretary sign or be a co-signatory to all cheques issued by the Council;
- (d) prepare the annual statement of Income and Expenditure and Balance Sheet of the Council for the financial year ended and cause them to be duly audited by the auditors appointed by the Council at its Annual General Meeting; and
- (e) present at each Annual General Meeting the Council's duly audited Balance Sheet and Statement of Income and Expenditure for the year ended and its proposed budget for the ensuing year. He shall also regularly present at the meetings of the General Committee the monthly Statement of Income and Expenditure of the Council;

- (f) issue all official receipts on behalf of the Council, which receipts shall be signed by the Honorary Treasurer or if so authorized by the General Committee, by the General Secretary or Executive Secretary.
- (v) **Executive Secretary:**
 - (a) The General Committee may, upon the recommendation of the Executive Committee, employ a suitably qualified person as the Executive Secretary.
 - (b) Subject to the guidelines laid down by the Executive Committee, the Executive Secretary shall be responsible for the day-to-day administration and management of the Council's office and shall implement and execute the policies and decisions of the General Committee.
 - (c) The Executive Secretary shall be accountable to the Executive Committee.

ARTICLE 10:

GENERAL COMMITTEE

- (i) General Committee shall comprise the following members:
 - (a) the officers of the Council
 - (b) a representative each for every 2,000 members or part thereof of the Founder Members, not exceeding in the aggregate 7 members from any Founder Members, three (3) representatives from each Full Member and one (1) representative from each Congregational Member.
 - (c) a representative from each Associate Member.
- (ii) The terms of reference of the General Committee shall be as follows:
 - (a) It shall manage and supervise the affairs, work and programmes of the Council.
 - (b) It shall meet at least four (4) times in a year.
 - (c) A simple majority of representatives or twenty (20) representatives eligible to vote, whichever is the lesser, shall constitute a quorum.
 - (d) It may from time to time, upon the recommendation of the Executive Committee, employ such paid personnel as may be needed for carrying out the work of the Council, upon such terms and conditions as it deems appropriate. All such appointments and their terms of employment shall regularly be reported to the Annual General Meeting.
 - (e) Notice of meetings shall be given in writing to all members at least fourteen (14) days in advance.
 - (f) Except for issues or matters concerning the Constitution, policies and procedures, doctrinal or positional statements which require the affirmative votes of the Founder Members, all resolutions or decisions of

a meeting of the General Committee, shall be decided by a majority vote of the representatives present at such meeting. In the event of an equality of votes, the Chair of the Meeting shall have a casting vote.

- (g) Whenever a member of the General Committee in any way, directly or indirectly, has an interest in a transaction or project or other matter to be discussed at a meeting, the member shall disclose the nature of his interest before the discussion on the matter begins. The member concerned should not participate in the discussion or vote on the matter, and should also offer to withdraw from the meeting and the General Committee shall decide if this should be accepted.

ARTICLE 11:

COMMITTEES

- (a) The Executive Committee shall comprise the following members:
 - (i) Officers of the Council.
 - (ii) Up to six other members who shall be representatives of Founder, Full Members or Congregational members, appointed by the General Committee.
- (b) The duties of the Executive Committee shall be as follows:
 - (i) to execute the decisions of the Council made at its Annual General Meeting or Extraordinary General Meeting, as may be assigned to it by the General Committee;
 - (ii) to act on behalf of the General Committee in the best interest of the Council in all such matters which in the opinion of the President, cannot await the convening of a meeting of the General Committee; and
 - (iii) to regularly report to the General Committee at its meetings all decisions made, actions taken, in the interim between the meetings of the General Committee.
 - (iv) To recommend nominations of candidates for election as office bearers at the Annual General Meeting.
 - (v) to process applications for membership for recommendations to the General Committee.
 - (vi) The General Committee or the Executive Committee, may from time to time appoint such ad hoc and other committees as it deems necessary for better carrying out the work of the Council or its objects, or such other purpose as it may deem necessary.

ARTICLE 12:

FINANCE

- (i) Every member of the Council shall pay an annual membership fee, which shall be determined from time to time by the General Committee.
- (ii) The financial year of the Council shall be from 1st January to 31st December.
- (iii) The General Committee may adopt an interim budget for the period extending from the end of its immediately past financial year to the adoption of the budget for the next financial year, and the same shall be incorporated into the Annual Budget to be adopted.
- (iv) The Council shall have powers to raise, borrow or otherwise secure funds for its administration and furtherance of its objectives in such manner and upon such terms as the General Committee deems appropriate and, subject to the approval of the Annual General Meeting or an Extraordinary General Meeting, to mortgage or charge its undertakings and property or any part thereof, whether outright or as security for any debt, liability or obligation of the Council.
- (v) The Council has powers to invest any funds not immediately required for its purposes.
- (vi) The Council shall have a banking account or accounts. The funds of the Council shall be deposited by the Treasurer in such account or accounts as may be determined by the Council.

ARTICLE 13:

AMENDMENTS

- (i) Amendments to this Constitution may originate from representatives of Founder, Full or Congregational Members, or the General Committee, and be adopted at the Annual General Meeting or an Extraordinary General Meeting of the Council convened specially for this purpose.
- (ii) Notices of motion to amend, duly signed by the proposer and seconder, together with the rationale for the proposed amendment shall be submitted in writing to the General Secretary not less than thirty (30) days before the date of the Annual General Meeting or the Extraordinary General Meeting convened for this purpose, and copies thereof shall forthwith be served by the General Secretary on every head of the Founder, Full and Congregational Members and each member of the Council. Notice of intention to support or oppose a motion together with the reasons therefore, shall be submitted in writing to the General Secretary at least fifteen (15) days in advance of the meeting at which the motion is to be considered and copies thereof shall be circulated by the General Secretary to every Head of Founder, Full and Congregational Members and each Member of the Council at least seven (7) days before the meeting.
- (iii) Articles 3 and 4 of the Constitution shall not be amended, except upon the affirmative vote of at least three fourths (3/4) of the representatives present and voting at the meeting. Save as aforesaid any other part of this Constitution may be amended upon the affirmative vote of at least two thirds (2/3) of such representatives.

- (iv) No amendment shall be valid unless the same is also approved by the Registrar of Societies and the Commissioner of Charities, Singapore.
- (v) Amendments to the Constitution approved by the Registrar and the Commissioner of Charities shall forthwith be published by the General Secretary to every Head of the Founder, Full and Congregational Members and each member of the Council, and the same shall take effect from the date of such approval.

ARTICLE 14:

TRUSTEE

- (i) All investments and immovable properties of the Council shall be held in trust for the Council either by a trust corporation duly licenced in Singapore (herein referred to as "Trust Corporation") or by natural persons (herein referred to as "Individual Trustees" and each as an "Individual Trustee") duly appointed by the Council at its Annual General Meeting, upon such terms and conditions as may be agreed upon between the Council and the Trust Corporation or Individual Trustees so appointed (and the Trust Corporation or Individual Trustees so appointed shall hereinafter be referred to as "the Trustee(s)"). The Trustee(s) so appointed shall hold office for such period as may be so agreed or until such appointment is terminated by the Council by notice in writing to the Trustee(s) concerned.
- (ii) If the Trustee(s) are Individual Trustees, they shall not be more than four (4) and not less than two (2) in number.
- (iii) The Trustee(s) shall deal with the Council's investments and immovable properties as the Trustee(s) may from time to time be instructed by the General Committee on behalf of the Council, but not without the prior approval of the General Meeting of members.
- (iv) The office of the Trustee(s) concerned shall be vacated :-
 - (a) If an Individual Trustee appointed as the Trustee(s) dies or becomes a lunatic or of unsound mind;
 - (b) If an Individual Trustee appointed as the Trustee(s) is absent from the Republic of Singapore for a period of more than one (1) year;
 - (c) If the Trustee(s) is guilty of misconduct of such a kind as to render it undesirable that the Trustee(s) continues as a trustee;
 - (d) If the Trustee(s) submits notice of resignation from the trusteeship;
 - (e) If an order is made or an effective resolution is passed for the winding up of the Trust Corporation or if it ceased to be duly licenced in Singapore.
- (v) Notice of any proposal to remove Trustee(s) from the trusteeship or to appoint new Trustee(s) to fill a vacancy must be circulated by the General Secretary to every Head of Founder, Full and Congregational Members and each member of the Council at least two (2) weeks before the General Meeting at which the proposal is to be discussed. The result of such General Meeting shall then be notified to the Registrar of Societies and the Commissioner of Charities.
- (vi) The address of each immovable property, name of the Trustee(s) and any subsequent change must be notified to the Registrar of Societies and the Commissioner of Charities.

ARTICLE 15:

DISSOLUTION

- (i) The Council may be dissolved by the concurrence of not less than three-fourths (3/4) of its entire Founder, Full and Congregational Members duly affirmed at an Extraordinary General Meeting convened for this purpose.
- (ii) Notice in writing of the motion for dissolution, duly endorsed by at least fifty percent (50%) of all the representatives of the Founder, Full and Congregational Members for the time being of the Council, and the grounds thereof, shall be served on the General Secretary.
- (iii) Copies of the motion and the grounds thereof shall be forwarded by the General Secretary to every Head of the Founder, Full and Congregational Members and each member of the Council at least forty five (45) days before the date of the Extraordinary General Meeting fixed by the General Committee to consider the motion.
- (iv) Notice in writing of intention to support or oppose a motion (if any) shall be given to the General Secretary at least thirty (30) days before the Extraordinary General meeting and he shall serve copies thereof on all the representatives at fifteen (15) days before the meeting.
- (v) In the event that the Council is dissolved in the manner provided above, all debts and liabilities legally incurred on behalf of the Council shall be fully discharged, and the remaining funds and assets of the Council, shall be donated to not less than four (4) other ecumenical Christian organizations which are registered under the Charities Act whose objectives are similar to those of the Council, chosen by the Extraordinary General Meeting, in such proportions as the meeting might determine.
- (vi) Certificate of Dissolution shall be given by the General Secretary to the Registrar of Societies and the Commissioner of Charities within seven (7) days of dissolution.

15A CESSATION OF CHARITY STATUS

In the event the Council ceases to be a registered charity under the Charities Act, all debts and liabilities legally incurred on behalf of the Council shall be fully discharged, and the remaining funds and assets of the Council, shall be donated to not less than four (4) other ecumenical Christian organizations which are registered under the Charities Act and whose objectives are similar to those of the Council, chosen by the Extraordinary General Meeting, in such proportions as the meeting might determine.

ARTICLE 16:

INTERPRETATION

In the event of any question or dispute arising in respect of anything contained herein, the interpretation thereof or anything omitted herein, the same shall be decided by the

Executive Committee whose decision thereon shall be binding till the next Annual General Meeting which shall review all such decisions of the Executive Committee and affirm, modify and reverse the same. All such decisions of the Annual General Meeting shall thereafter be binding upon the Council.