

# Changes to Constitution

Two-thirds ( $\frac{2}{3}$ ) majority is required to pass the motion for change(s) to the Constitution

Proposal & Vote  
March 2022

# Breakdown of changes

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- Membership Qualification and Rights
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## Simplification

- Management and Committee

# Clarification of Terms - Membership Qualification and Rights

| Rule No. | Existing  | Proposed   | Explanation    |
|----------|---|--|----------------|
| 4.2      | Ordinary Members are financial technology (FinTech) companies that have been registered in Singapore and have a purpose of developing, promoting or selling financial technology. | Ordinary Members are financial technology (FinTech) companies that have been registered in Singapore and have a purpose of developing, promoting or selling financial technology. <b>FinTech companies do not include banks, insurance companies, finance companies or trust companies regulated by the Monetary Authority of Singapore and do not include technology, consulting, investors, professional services and other organisations whose primary purpose is not financial technology.</b> | To add clarity |

# Clarification of Terms - Membership Qualification and Rights

| Rule No. | Existing  | Proposed  | Explanation    |
|----------|---|---|----------------|
| 4.3      | Associate Members are companies, societies, cooperative societies or bodies corporate that are part of the FinTech ecosystem or that have a strong interest in financial technology, other than those entitled to apply for ordinary membership of the Association. | Associate Members are companies, societies, cooperative societies or bodies corporate that are part of the FinTech ecosystem or that have a strong interest in financial technology, other than those entitled to apply for ordinary membership of the Association. <i>Such entities shall include banks, insurance companies, finance companies or trust companies regulated by the Monetary Authority of Singapore, and technology, consulting, investors, professional services and other organisations whose primary purpose is not financial technology.</i> | To add clarity |
| 4.4      | Individual Members must be resident in Singapore and must show strong interest in financial technology and wish to be a part of the FinTech ecosystem in Singapore.   | Individual Members <i>are natural persons,</i> must be resident in Singapore and must show strong interest in financial technology and wish to be a part of the FinTech ecosystem in Singapore.   | To add clarity |

# Clarification of Terms - Supreme Authority and General Meetings

| Rule No. | Existing   | Proposed  | Explanation           |
|----------|--|---|-----------------------|
| 7.1      | <p>The supreme authority of the Association is vested in a General Meeting of the voting members. Each voting member shall have one (1) vote and save as otherwise specified in this Constitution or required by law, all decisions at the General Meeting shall be passed when a simple majority of voting members present at a General Meeting has voted in favor of the matter.</p> | <p>The supreme authority of the Association is vested in a General Meeting of the voting members. Each voting member shall have one (1) vote and save as otherwise specified in this Constitution, <b>the relevant by-laws</b> or required by law, all decisions at the General Meeting shall be passed when a simple majority of voting members present at a General Meeting has voted in favor of the matter.</p> | <p>To add clarity</p> |

# Clarification of Terms - Management and Committee

| Rule No. | Existing   | Proposed   | Explanation  |
|----------|--|--|--|
| 8.1      | <p>The administration of the Association shall be entrusted to a Committee consisting of the following:</p> <p>A President<br/>A Vice President<br/>A Secretary<br/>A Treasurer</p> <p>Seven (7) Ordinary Committee Members (which shall include an Immediate Past President)</p> <p>Unless with the prior approval in writing of the Registrar or an Assistant Registrar of Societies, a majority of the Committee Members shall be Singapore Citizens or permanent residents. In addition, the President, Secretary, and Treasurer must be Singapore citizens or permanent residents. Foreign Diplomats shall not serve as Committee Members. The Committee shall be elected at the General Meeting in accordance with this paragraph 8.</p> | <p>The administration of the Association shall be entrusted to a Committee consisting of the following:</p> <p>A President<br/>A Vice President<br/>A Secretary<br/>A Treasurer</p> <p>Seven (7) Ordinary Committee Members (which <b>(save as set out in paragraph 8.3)</b> shall include an Immediate Past President)</p> <p>Unless with the prior approval in writing of the Registrar or an Assistant Registrar of Societies, a majority of the Committee Members shall be Singapore Citizens or permanent residents. In addition, the President, Secretary, and Treasurer must be Singapore citizens or permanent residents. Foreign Diplomats shall not serve as Committee Members. The Committee shall be elected at the General Meeting in accordance with this paragraph 8.</p> | <p>To add clarity</p> <p><b>8.3</b> Names for the positions on the Committee set out above (save for the position of the Immediate Past President), shall be proposed and seconded at the General Meeting and election will follow on a simple majority vote of the members. The position of Immediate Past President will not be subject to an election. The immediate past President who has completed his/her term as President may at his/her discretion choose to occupy the position of Immediate Past President for one (1) term. The term of office of each Committee Member (other than the Immediate Past President) is two (2) years. All persons holding any position on the Committee, except the Treasurer, may be re-elected to, or hold, any position on the Committee for a maximum of two (2) consecutive terms, except that the one (1) term period of an Immediate Past President shall not be counted towards the two (2) term period mentioned in this paragraph 8.3. A new Treasurer must be elected after each term.</p> |

# Clarification of Terms - Management and Committee

| Rule No. | Existing   | Proposed  | Explanation    |
|----------|--|---|----------------|
| 8.2      | <p>Only one representative of any member company may be elected to the Committee. At least half of the Committee members must be representatives of Ordinary Members. No more than two (2) Committee members may be from a bank or insurance company or finance company or trust company <b>registered with</b> the Monetary Authority of Singapore.</p> | <p>Only one representative of any member company may be elected to the Committee. At least half of the Committee members must be representatives of Ordinary Members. No more than two (2) Committee members may be from a bank or insurance company or finance company or trust company <b>regulated by</b> the Monetary Authority of Singapore.</p> | To add clarity |

# Clarification of Terms - Duties of Committee Members

| Rule No. | Existing  | Proposed   | Explanation           |
|----------|---|--|-----------------------|
| 9.3      | <p>The Secretary shall keep all records, except financial, of the Association and shall be responsible for their correctness. He or she will keep minutes of all General and Committee meetings. He or she shall maintain an up-to-date register of members at all times.</p> | <p>The Secretary shall keep all records, except financial <b>records</b>, of the Association and shall be responsible for their correctness. He or she will keep minutes of all General and Committee meetings. He or she shall maintain an up-to-date register of members at all times.</p> | <p>To add clarity</p> |
| 9.4      | <p>The Treasurer shall keep all funds and collect and disburse all moneys on behalf of the Association and shall keep an account of all monetary transactions and shall be responsible for their correctness.</p>   | <p>The Treasurer shall keep all funds and collect and disburse all moneys on behalf of the Association and shall keep an account of all monetary transactions and shall be responsible for their correctness (<b>including but not limited to financial records</b>).</p>                    | <p>To add clarity</p> |



# Clarification of Terms - Limitation of Liability

| Rule No. | Existing   | Proposed   | Explanation   |
|----------|--|--|---|
| 16.1     | <p>No suit or other legal proceedings shall lie:</p> <p>a) against the Association from any member; or</p> <p>b) against any member of the Committee or any other person nominated, appointed or employed in connection with the management, administration, implementation or enforcement of this Constitution or any by-laws of the Association, for any act or omission in the performance or intended performance of any duty or exercise of any power pursuant to this Constitution or any by-laws, as long as such act or omission was done in good faith.</p> | <p>No suit or other legal proceedings shall lie:</p> <p>a) against the Association from any member; or</p> <p>b) against any member of the Committee or any other person nominated, appointed or employed in connection with the management, administration, implementation or enforcement of this Constitution or any by-laws of the Association, for any act or omission in the performance or intended performance of any duty or exercise of any power pursuant to this Constitution or any by-laws, as long as such act or omission was done in good faith, including in respect of any services provided by third party vendors (whose provision of services may have been arranged or facilitated by the Committee, members of the Committee and/or the SFA) to any member.</p> | <p>This is to clarify that SFA's limitation of liability extends to activities involving our vendor partnerships.</p> |

# Addressing a Gap and Simplification of Process - Management and Committee

| Rule No. | Existing  | Proposed   | Explanation  |
|----------|---|--|--|
| 8.4      | <p>Election will be by secret ballot, electronic voting or show of hands, at the option of the Committee members. In the event of a tie, <b>a revote shall be taken and if it still results in a tie</b>, a lot shall be drawn to determine who shall be the successful candidate unless the contesting candidate(s) <b>withdrew in favour of one of themselves</b>.</p>  | <p>Election will be by secret ballot, electronic voting or show of hands, at the option of the Committee members. In the event of a tie, a lot shall be drawn to determine who shall be the successful candidate unless <b>one of</b> the contesting candidate(s) <b>withdraws</b>.</p>  | <p>To simplify the process due to limitation of time and cost minimisation considerations.</p>   |
| 8.6      | <p>Any member of the Committee absenting himself or herself from three (3) meetings consecutively without satisfactory explanations shall be deemed to have withdrawn from the Committee and a successor may be co-opted by the Committee <b>to serve until the next Annual General Meeting</b>. Any changes in the Committee shall be notified to the Registrar of Societies within two (2) weeks of the change.</p> | <p>Any member of the Committee absenting himself or herself from three (3) meetings consecutively without satisfactory explanations shall be deemed to have withdrawn from the Committee and a successor may be co-opted by the Committee <b>(pursuant to the procedure set out in clause 8.7) to serve for the remainder of the term of office of the Committee member that is being replaced</b>. Any changes in the Committee shall be notified to the Registrar of Societies within two (2) weeks of the change.</p> | <p>To add clarity to the duration for which the replacement ExCo member will serve.</p> <p><b>8.7</b> The duty of the Committee is to organise and supervise the daily activities of the Association, which shall include (but not limited to) the promulgating, making, repealing and amending by-laws and codes of conduct as are necessary for implementing the objectives and managing the activities of the Association. The Committee may not act contrary to the expressed wishes of the General Meeting without prior reference to it and shall always remain subordinate to the General Meetings.</p> |

# Addressing a Gap - Management and Committee

| Rule No.     | Existing | Proposed   | Explanation   |
|--------------|----------|--|---|
| (NEW)<br>8.7 |          | <p>Upon the removal (pursuant to clause 8.6), the elevation of an Ordinary Committee member to a position of an office bearer (pursuant to clause 8.9 or clause 8.10) or the resignation of an Ordinary Committee member, the Committee has the discretion to have the position (of Ordinary Committee member) filled. Should the Committee exercise such discretion, the position should be filled by the candidate (from the most recent election for such position) who received the next highest number of votes (the "immediate candidate"), subject to the immediate candidate's decision to take up the position. Should the immediate candidate decline to take up the position, the position will be offered to the next candidate (after the immediate candidate) who obtained the next highest number of votes. Should such candidate decline to accept the position, this process will apply to the next candidate that obtained the next highest number of votes. Should all 3 candidates decline to accept the position, the Committee, through a majority vote (the President shall be given the veto vote in event of a tie), has the discretion to offer the position to a suitable representative from an Ordinary Member or Associate Member.</p> | <p>Introducing a procedure for replacing any ExCo member.</p> |

# Addressing a Gap - Management and Committee

| Rule No.     | Existing | Proposed   | Explanation  |
|--------------|----------|--|--|
| (NEW)<br>8.8 |          | Whenever clause 8.7 is exercised, the candidate that fills the position will occupy the post for the remainder of the term of office of the Committee member that is being replaced.   | Introducing a procedure for replacing any ExCo member. |
| (NEW)<br>8.9 |          | In the event that the President is removed (pursuant to clause 8.6) or resigns, the Vice President shall step up to take the role of the President. The Committee shall appoint, through a majority vote (the President shall be given the veto vote in event of a tie), a candidate amongst the existing Ordinary Committee members to take up the role of the Vice President. The remaining position left vacant amongst the Ordinary members (due to the replacement of the Vice President) shall then be filled via the process set out in paragraphs 8.7 and 8.8. | Introducing a procedure for replacing any ExCo member. |

# Legal Compliance - Audit and Financial Year

| Rule No. | Existing  | Proposed   | Explanation                  |
|----------|---|--|------------------------------|
| 10.1     | The Committee shall appoint an accounting entity to be the auditors of the Association. | A firm of Public Accountants and Chartered Accountants shall be appointed as Auditors at each Annual General Meeting for a term of one year and shall be eligible for reappointment. | To adopt RoS recommendation. |

# Legal Compliance - Other Activities

| Rule No.      | Existing | Proposed   | Explanation   |
|---------------|----------|--|---|
| (NEW)<br>18   |          | <u>OTHER ACTIVITIES</u>  | Insertion of new header to clarify content of new Section |
| (NEW)<br>18.1 |          | Should the Association wish to establish any branch (or other entity), it shall do so in accordance with the applicable and ensuring that the rules of the branch of the Association make it adequately under the control of the Association). | This is required by section 9 of the Societies Act.       |

# Legal Compliance - Other Activities

| Rule No.      | Existing | Proposed   | Explanation   |
|---------------|----------|--|---|
| (NEW)<br>18.2 |          | The Association shall not engage in activities outside Singapore which are not in accordance with the laws of the foreign country.   | This is required by paragraph 3.1 (e) of the Code of Governance for Registered Societies. |
| (NEW)<br>18.3 |          | Visitors and guests may be admitted into the premises of the Association, but they shall not be admitted into the privileges of the Association. All visitors and guests shall abide by the Association's rules and regulations. | This is required by paragraph 3.7 of the Code of Governance for Registered Societies.     |