

Singapore Human Resources Institute

Constitution & Code of Professional Ethics

Contents

Article I	-	NAME	2
Article II	-	OBJECTS	2
Article III	-	DEFINITIONS	3
Article IV	-	MEMBERSHIP	4
Article V	-	ENTRANCE FEE AND SUBSCRIPTION	10
Article VI	-	ADMINISTRATION	11
Article VII	-	DUTIES AND POWERS OF OFFICERS	13
Article VIII	-	FINANCIAL YEAR	16
Article IX	-	GENERAL MEETING	16
Article X	-	APPOINTMENT OF TRUSTEES	18
Article XI	-	AMENDMENTS TO THE CONSTITUTION	19
Article XII	-	GENERAL	19
Article XIII	-	ADVISORY BOARD	23
Article XIV	-	FINANCE AND INVESTMENT COMMITTEE	25
APPENDIX A			27
APPENDIX B			27
APPENDIX C			28

SINGAPORE HUMAN RESOURCES INSTITUTE

CONSTITUTION

Article I – NAME

1. The name of the institute shall be the “Singapore Human Resources Institute” (hereinafter called “the Institute”). The short name of the Institute shall be SHRI.
2. The address and place of business of the Institute shall be as specified in Appendix A of this Constitution or such other place as shall be decided by the Council from time to time subject to the approval of the Registrar of Societies.

ARTICLE II – OBJECTS

1.
 - a) To be the leading organization representing human resource professionals and persons concerned with and interested or involved in all aspects of human resource management and development, and to help them pro-actively advance their professionalism and contribute to the HR profession and organisational goals.
 - b) To undertake broad categories of activities, including but not limited to the following, in order to achieve the above:
 - (i) Service quality
 - (ii) Holistic approach to human resource management and development
 - (iii) Relationships to increase influence and impact
 - (iv) Infrastructure to support vision
2. To foster and promote effective human resource management and development practices.
3. To develop a body of knowledge of the art and science of human resource management and development by providing facilities for the study of, and inquiry and research into human resource management and development.
4. To stimulate interest in the importance of effective human resource management and development by encouraging and promoting the exchange of information and ideas by the bringing together of persons, representatives of organisations or associations interested in human resource management and development.
5. To maintain a roll of members (hereinafter called “the Roll”), including details of experience and specialised knowledge or qualifications.
6. To promote and safeguard the interests of the Institute and its members.

7. To encourage appropriate professional standards and attitudes of members.
8. To promote a spirit of unity amongst members through educational, social, cultural and recreational activities.
9. To associate with any organization whose main object is the promotion of one or more aspects of management training.
10. To invest money of the Institute into fixed deposits and bonds for better return on investment.

Article III – DEFINITIONS

1. The following expressions shall, unless the context otherwise requires, have the following meanings respectively assigned to them:

- a) “human resource management” means that part of management which, including industrial relations, is concerned with people at work and their relationship within an enterprise and, is also concerned with the human and social implications of change in internal organisations, methods of working, and of economic and social changes in the community.

Its aim is to bring together and develop into an effective organisation the men and women who make up an enterprise and, having regard for the well-being of the individual and of working groups, to enable them to make their best contribution to its success. Human resource management is concerned with the formulation, development and application of sound policies, programmes, procedures and techniques relating to:

- (i) recruitment, selection and placement;
- (ii) learning, training, development, promotion and transfer;
- (iii) workplace safety and health;
- (iv) terms of employment, methods and standards of remuneration;
- (v) working conditions, employee services and discipline;
- (vi) formal and informal communication and consultation both through the representatives of employers and employees, and at all levels throughout the enterprise;
- (vii) negotiation for an application of agreements on wages and working conditions;

- (viii) procedures for resolving grievances and settling disputes;
 - (ix) management – union relations;
 - (x) employee engagement;
 - (xi) organisational matters;
 - (xii) surveys and research
- b) “Institute” means the Singapore Human Resources Institute;
 - c) “Constitution” means the Constitution of the Institute;
 - d) “the Executive Council” or “the Council” means the administrative body of the Institute constituted under Article VI herein;
 - e) “member(s)”, unless otherwise defined, means member(s) of the Institute;
 - f) “persons” means individuals;
 - g) “the Roll” means roll of members;
 - h) “year” means a year reckoned according to the Gregorian calendar.
2. Words expressing the plural shall include the singular and the masculine gender shall include the feminine gender, or vice versa.
 3. In the event of any question on which the Constitution has not expressly provided for or is silent, the Council shall have the power to interpret or determine and exercise its discretion, and any decision made shall be valid unless otherwise rescinded at a general meeting.

Article IV – MEMBERSHIP

1. Types of Membership

- (i) Patron
- (ii) Honorary Life, *Hon. MSHRI*
- (iii) Fellow, *FSHRI*
- (iv) Professional, *MSHRI / Accredited Professional, HRP, SHRP*

- (v) Associate
- (vi) Affiliate
- (vii) Student
- (viii) Social

a) Patron

- (i) The President or the Council may appoint a maximum of six (6) Patrons.
- (ii) Patrons are persons who support the vision and initiatives of the Institute. In turn, the Institute wishes to recognise such persons and acknowledge their role as benefactors who provide support of time, sponsorship, initiative or efforts.
- (iii) The period of the appointment shall be for a period of at least one year or for such longer period as may be decided by the President or the Council.
- (iv) Patrons must agree to accept the appointment.
- (v) Patrons will be accorded the same privileges as any Accredited Professional member or Professional member, except that the Patrons will not be required to pay the entrance fee and annual subscription.
- (vi) A Patron may be appointed or removed from office by a resolution passed by simple majority at a Council Meeting.

b) Honorary Life

- (i) Honorary Life membership may be conferred by the Institute on any person who has rendered distinguished service to the Institute and/or the community.
- (ii) Proposal of a person for Honorary Life membership shall be made by the Council and such person shall be elected only at a general meeting, the agenda of which shall specify the election of such person.
- (iii) A person conferred with Honorary Life membership shall not be required to pay an entrance fee and annual subscription.
- (iv) An Honorary Life member shall be issued with an Honorary Life membership certificate and shall be entitled to use the designation "Honorary Life Member of the Singapore Human Resources Institute (Hon. MSHRI)".

c) Fellow

- (i) The Council shall be empowered to confer fellowship upon any Professional member who has achieved eminence in the practice of human resource management and/or development or has distinguished himself by contributing to the body of knowledge relating to human resource management and/or development.

- (ii) Nominations for fellowship shall be made by not less than two members of the Council. Any decision on conferment of fellowship shall be taken at a meeting of the Council called for the purpose and such conferment shall be made only with the approval of not less than two thirds of the Council membership.
- (iii) The number of Fellows shall be determined by the Council. The number to be conferred in any one year shall also be determined by the Council.
- (iv) A Fellow shall be issued with a fellowship certificate and shall be entitled to use the designation “Fellow of the Singapore Human Resources Institute (FSHRI)”.

d) Professional

- (i) Any person
 - (1) who is a “Professional” SHRI Member
 - (2) who possesses the requisite qualifications and requirements for the “Accredited Professional” under SHRI’s Competency and Accreditation Framework for the HR Profession
 - (3) and is not in arrears of subscription shall be eligible for Accredited Professional membership status.

Any person who is an Associate member with at least three years of membership with the Institute and who possesses the requisite qualifications for Professional membership under Article IV c)(iii) and who is not in arrears of subscription shall be eligible for Professional membership and the re-classification fee as mentioned in Article IV 1 c)(v) shall be waived.

- (ii) Any person who has been conferred fellowship by the Council shall continue to be a Professional member.
- (iii) A person may qualify for Professional membership if he has had not less than three years of approved professional experience in human resource management and/or development as prescribed by the Council and has passed the Institute’s prescribed examinations, provided that the Council, on receiving an application in writing, exempts a person from the examinations either in whole or in part if he satisfies the Council that he has the knowledge, experience, application and attitudes in human resource management and/or development comparable to the level of the Institute’s prescribed examinations.

Application for Professional membership shall be submitted by the applicant on the prescribed form to the Council and shall be accompanied by the prescribed entrance fee.

- (iv) Upon the applicant qualifying for Professional membership in accordance with the provisions of (i) to (iii) above, the Honorary Secretary shall notify the successful applicant accordingly and the applicant's name shall be entered in the Roll of Members as a Professional member when the prescribed fee is paid.
- (v) Every applicant for Professional membership from Associate membership shall be required to pay the prevailing re-classification fee or such sum as may be decided by the Council from time to time. Such fee shall be in addition to any fee that may be payable in respect of the prescribed examinations.

The Council may approve or reject any application without having to give a reason.

- (vi) A Professional member shall be issued with a Professional membership certificate and shall be entitled to use the designation "Member of the Singapore Human Resources Institute (MSHRI)".
- (vii) A Professional member having retired from full-time business activity and occupation, having reached the prevailing retirement age, and having been a member of the Institute for at least 10 years, shall upon application in writing, be eligible for a reduced subscription fee as may be decided by the Council.

c) Associate

- (i) Any person who is an Associate member, Affiliate member, or an approved Licentiate member, who is not in arrears of subscription as at (date of AGM or date prescribed) shall be an Associate member.
- (ii) Any person who does not qualify for Professional membership, but, in the ordinary course of his business, profession, vocation, employment, or postgraduate studies, is concerned with or involved in human resource management and/or development in a junior, executive, academic or advisory capacity acceptable to the Council shall be eligible for Associate membership.
- (iii) Applicants for Associate membership shall submit the prescribed application form with the prescribed entrance fee to the Council.
- (iv) Applications for Associate membership shall be proposed by a Professional member and seconded by another Professional member.
- (v) The Council may approve or reject any application without having to give a reason.
- (vi) Upon the applicant qualifying for Associate membership in accordance with the provisions of (i) to (v) above, the Honorary Secretary shall notify the successful applicant accordingly and the applicant's name shall be entered in the Roll as Associate member when the prescribed fee is paid.

- (vii) An Associate member who possesses the requisite qualifications for Professional membership under Article IV 1 c)(iii) shall apply for transfer to Professional membership. The application shall be evaluated in accordance with the qualification provisions governing Professional membership.
- (viii) An Associate member who possesses the requisite qualifications for Professional membership under Article IV 1 c)(iii) and who has been an Associate member for at least three years shall be upgraded to Professional member status, upon which the relevant prescribed fee shall be payable. In such instances, the prevailing reclassification fee as mentioned in Article IV 1 (c)(v) shall be waived.

d) Affiliate

- (i) Any person who is a member of a partner organization and is not in arrears of subscription shall be eligible for Affiliate membership status.

e) Student

- (ii) Any person who is a Licentiate member and who is not in arrears of subscription (as at date of AGM or date prescribed) shall be a Student member, unless that member qualifies for Associate or Professional membership.
- (iii) Any person who is undergoing (either on a full-time or part-time basis) an undergraduate course of study (defined as studying at or below bachelor degree level) in human resource management and/or development at SHRI, or at an institution recognized by SHRI, is eligible for Student membership.
- (iv) Applications for Student membership shall submit the prescribed application form with the prescribed entrance fee to the Council.
- (v) The Council may approve or reject any application without having to give a reason.
- (vi) Upon the applicant qualifying for Student membership in accordance with the provisions of (i) to (iv) above, the Honorary Secretary shall notify the successful applicant accordingly, and the applicant's name shall be entered in the Roll as Student member when the prescribed fee is paid.
- (vii) A Student member shall be required, upon completion of his course of study, to apply for transfer to Associate/Professional membership. The application shall be evaluated in accordance with the qualification provisions governing Associate/Professional membership. In the event that a Student member has finished his course of study but does not qualify for any other type of membership, he shall remain a Student member until such time as he qualifies for one category of membership.

2. Rights and Privileges of Members

- a) Any Accredited Professional member or Professional member who is Singaporean Citizen or Permanent Resident shall:
 - (i) have the right to propose or second an applicant for Associate membership, nominate or second a candidate for election and stand for elections;
 - (ii) have a right to speak and vote at general meetings of the Institute;
 - (iii) have such other privileges as may be decided at general meetings of the Institute.
- b) Student, Associate and Honorary Life members shall:
 - (i) have all the rights and privileges and benefits of Professional membership except the right conferred on Professional members under Article 2 a)(i) above and the right to vote at general meetings of the Institute;
 - (ii) have such other privileges as may be decided at general meetings of the Institute.
- c) Social members shall:
 - (i) be admitted into the recreational facilities and premises of the Institute but shall not be admitted into the rights and privileges of the Student, Associate, Professional or Honorary Life members as stated in Article IV 2(a) and 2(b) above;
 - (ii) have such other privileges as may be decided at general meetings of the Institute.
- d) The spouse and/or child under 21 years of age of a member shall be entitled to use the Institute's facilities subject to such member being responsible for the proper conduct of or any debt or liability incurred/caused by such spouse and/or child.
- e) Any member who has at least 30 years of membership with the Institute shall be conferred with life time membership status.

3. Resignation

Any member may resign his membership by giving the Honorary Secretary notice in writing to that effect and paying all monies due and returning any certificate of membership to the Institute.

4. Suspension and Expulsion of Members

- (a) The Council may suspend a member for such period as it shall determine or may expel a member if he:-
 - (i) is convicted of a criminal offence which in the opinion of the Council is a serious nature or, is a bankrupt;
 - (ii) has conducted himself, whether on the Institute's premises or elsewhere, by word or act, in a manner, which in the opinion of the Council is prejudicial to the interests of the Institute or its members and/or injurious to its reputation.

Provided that such member has been given the opportunity to present his case in person before the Council, and that such member may within thirty days from the date of the Council's decision or such extended period as may be approved by the Council, lodge a notice of appeal against the Council's decision to the Appeals Board provided under Article XII 1, whose decision, after hearing the appellant in person, shall be final.

- (b) The Council shall, through the Honorary Secretary, not later than seven days, notify in writing to such member its decision and/or the decision of the Appeals Board to suspend or expel him from membership.
- (c) The name of any person who has been expelled from membership and who has lodged his notice of appeal within thirty days from the date of the Council's decision or such extended period as may be approved by the Council, or whose appeal against the Council's decision to the Appeals Board has been unsuccessful, shall be removed from the Roll.

5. Reinstatement of Members

A person whose name has been removed from the Roll may apply at any time to the Council for reinstatement and such a person may be reinstated conditionally or unconditionally as the Council may at its discretion deem fit. The Council shall not be bound to reinstate him nor assign any reason thereof.

- 6. All members of the Institute shall abide by the provisions of the Constitution and not act in any way inconsistent with the objects of the Institute and its Code of Professional Ethics (as per Appendix B).

Article V - ENTRANCE FEE AND SUBSCRIPTION

1. Entrance fee

- a) The entrance fee for membership shall be set out in Appendix C, or such amount as may be decided by a general meeting from time to time, payable on application and shall accompany the prescribed application form for membership.

- b) Such entrance fee shall not be refundable except when an application for membership is rejected.

2. Subscription

- a) The subscription for the year, payable in advance, shall be such sum as may be decided by a general meeting of the Institute.
- b) Where a member is re-classified in accordance with the provision of this Constitution and has paid the prescribed re-classification fee, he shall not be liable for any further subscription for that year.
- c) The name of the person whose application has been approved shall not be entered into the Roll and he shall not qualify as a member until his subscription is paid except as provided for under Article V 2(b).
- d) A person approved as a member on or after January 31st shall only be required to pay the proportionate amount of the prescribed subscription for that year. A period of less than one month is to be treated as a full month.

3. Arrears of Subscription

- a) A member who has not paid his up-to-date subscription by 31st March of the following year shall cease to be a member and his name shall be removed from the Roll.
- b) A Professional member who is in arrears of subscription shall not be eligible to propose or second an application for membership, nominate or second a candidate for election, stand for elections, vote in elections, vote at general meetings of the Institute or enjoy any other rights of a member.

Article VI - ADMINISTRATION

- 1. a) The Administration of the Institute shall be vested in the Council consisting of the following to be elected at an annual general meeting once in every two years:
 - (i) The President
 - (ii) Seventeen other Council members
- b) At the first meeting of the elected Council, the duly elected President shall then appoint the following office bearers:
 - (i) Three Vice Presidents
 - (ii) The Honorary Secretary

- (iii) The Assistant Honorary Secretary
 - (iv) The Honorary Treasurer
 - (v) The Assistant Honorary Treasurer
- c) The President may propose and the Council may co-opt up to seven Accredited Professional Members or Professional members at its discretion.
2. a) A candidate for election to the Council:
- (i) must be proposed and seconded by two Accredited Professional members or Professional members of the Institute;
 - (ii) must have been a member of the Institute for at least 12 months before nomination;
 - (iii) shall not have any criminal record nor is an undischarged bankrupt,
- b) The name of the candidate must be submitted in writing to the Honorary Secretary and every candidate for election shall signify in writing, his consent to his nomination.
- c) The list of candidates for election shall be closed seven consecutive days before the date of the annual general meeting.
3. The Council shall be responsible for carrying out the objects of the Institute.
4. The Council may:-
- a) co-opt such Professional members as may be needed to fill any casual vacancy in the Council to serve until the next election is due at the annual general meeting;
 - b) appoint special committees with such powers and duties as the Council may determine;
 - c) invite any person to be present at any Council meeting and to participate at such a meeting provided that such a person shall not have the right to vote.
5. Meetings of the Council
- a) The Council shall meet at least once in two months.

- b) The Honorary Secretary shall give not less than seven consecutive days' notice of such meetings.
- c) A meeting of the Council shall be convened by the Honorary Secretary at the request of the President or the written request of at least five members of the Council.
- d) Half of the number of the Council shall constitute the quorum, in the event that there is no quorum, no business shall be transacted by the Council members present.
- e) Any member of the Council who absents himself from three consecutive meetings without submitting a written explanation shall automatically cease to be a member of the Council, unless at the fourth meeting, a written explanation for his absence is submitted. The Council shall consider such explanation and decide by a simple majority vote whether or not the absent member shall be reinstated in the Council.
- f) Motions shall be carried out by a simple majority vote except when taking a decision on the conferment of a fellowship as provided for under Article IV.

Article VII - DUTIES AND POWERS OF OFFICERS

1. President

- a) The President shall be the chairman of the Council and of all general meetings of the Institute.
- b) The President shall have the right to call general meetings of the Institute.
- c) The President shall be eligible for re-election and shall not be entitled for re-election for a fourth consecutive term.
- d) The President shall have the power to interview and recommend persons to the Council for consideration for appointment by the Council, as the Council may deem fit, as Executive Director, General Manager or Accountant respectively in the Institute.
- e) The President shall have the power to recommend the terms and conditions of employment for the foregoing 3 key posts or the appointees or holders thereof for the consideration and approval of the Council.
- f) All persons employed by the Institute and holding the foregoing 3 key posts (whether substantially or in an acting or officiating capacity or temporarily in the absence of the incumbents) shall report to and be accountable to the President in the performance and discharge of their duties and responsibilities. For this purpose, the President shall have the power to give directions and guidance from

time to time to the persons appointed as the Executive Director, General Manager and Accountant respectively in the Institute (whether substantially or in an acting or officiating capacity or temporarily in the absence of the incumbents).

- g) The President shall have the power to recommend to the Council the termination of the employment of any persons employed by the Institute in the abovementioned 3 key posts. The decision on termination shall be vested in the Council.
- h) The President shall have the power to recommend the trustees who are to hold immovable properties or any other properties in trust for SHRI thereof for the consideration and approval of the Council, on such terms and conditions as may be determined by the Council. The trustees shall not effect any sale or mortgage of property without the prior approval of the General Meeting of members.

2. Vice-Presidents

a) General

All duties, powers and responsibilities of the President shall, in his absence, devolve upon one of the Vice-Presidents so elected as Acting-President by the Council.

b) Vice-President (HR Accreditation)

The Council may nominate one of the Vice-Presidents to focus on the function of HR Accreditation. The Council will from time to time decide upon and articulate the specific scope and duties to be undertaken under this function of HR Accreditation. The Vice-President so nominated shall report to the President and to the Council.

3. Honorary Secretary

The Honorary Secretary shall:

- a) have charge of the Institute's records and shall conduct the correspondence of the Institute;
- b) be responsible for convening all general and Council meetings of the Institute;
- c) keep minutes of all general and Council meetings;
- d) submit to the Council any matter for discussion received from members of the Institute;
- e) keep the Roll up to date.

4. Assistant Honorary Secretary

The Assistant Honorary Secretary shall:

- a) assist the Honorary Secretary in the performance of his duties;
- b) assume the duties and responsibilities of the Honorary Secretary in the event of his absence;
- c) succeed the Honorary Secretary in the event of the event of his position becoming vacant.

5. Honorary Treasurer

The Honorary Treasurer shall:

- a) keep all the accounts of the Institute;
- b) receive on behalf of the Institute all monies due to the Institute and deposit these into the banking accounts of the Institute within 7 working days, provided that the Honorary Treasurer shall at any given time be allowed to retain a sum not exceeding S\$300.00 in cash or such sum as may be decided by the Council from time to time for petty expenses; such amount to be kept on the imprest system;
- c) sign all cheques of the Institution in conjunction with the President or the Honorary Secretary of the Institute;
- d) submit the account books of the Institute to the Council for inspection at any time;
- e) submit on behalf of the Council a financial report for the year at the annual general meeting:

In the event of the Council going out of office before the completion of its term of office, close all accounts and submit a financial report covering its period of office to the Honorary Treasurer of the incoming Council within four weeks.

- f) not be entitled for re-election as Honorary Treasurer for a third consecutive term without the consent from the Registrar of Societies;
- g) submit the accounts to the auditors at least eight weeks before the annual general meeting;
- h) keep a record of all members in arrears of subscription or other monies due to the Institute and shall be responsible for issuing the reminders to members under Article V Rule 3(a).

6. Assistant Honorary Treasurer

The Assistant Honorary Treasurer shall:

- a) assist the Honorary Treasurer in the performance of his duties;
- b) assume the duties and responsibilities of the Honorary Treasurer in the event of his absence;
- c) succeed the Honorary Treasurer in the event of his position becoming vacant.

7. Executive Council Members

- a) The Council members shall perform such duties and exercise such powers as may be assigned to them by the Council.
- b) In the absence of the President and the two Vice-Presidents, members of the Council shall elect a person amongst themselves to perform and exercise the duties, powers and responsibilities of the President in the interim.
- c) Any Council member who at anytime, has a criminal record or is an undischarged bankrupt shall resign or relinquish his membership from the Institute.

8. Auditors

- a) Two auditors shall be elected at the annual general meeting and they shall audit the accounts of the Institute at the end of each financial year or at such other time as the President may require, and shall present their reports at the next annual general meeting or to the Council as the case may be.
- b) The two auditors elected at an annual general meeting shall not be eligible for re-election as auditors for two consecutive years.
- c) In the event at the annual general meeting a professional auditor or firm of professional auditors is appointed, sub-rules (a) in so far as election is concerned and (b) above shall not apply.

Article VIII - FINANCIAL YEAR

The financial year of the Institute shall be January 1st to December 31st of each year.

Article IX - GENERAL MEETING

- 1. General meetings of the Institute shall be convened by the Honorary Secretary and shall be:

- a) the annual general meeting;
 - b) the extraordinary general meeting;
- 2.
- a) The annual general meeting shall be held within three months of the closing of the financial year.
 - b) Notice of the annual general meeting shall be posted to members not less than 28 consecutive days before the date of the meeting.
 - c) The agenda shall consist of:
 - (i) Annual report
 - (ii) Financial report
 - (iii) Election of Council members (when election falls due)
 - (iv) Election or appointment of auditors
 - (v) Any other matter of which notice in writing has been given to the Honorary Secretary at least seven consecutive days before the meeting.
3. The extraordinary general meeting of the Institute shall be convened by the Honorary Secretary:
- a) on the instructions of the Council;
- or
- b) on the written application of the Honorary Secretary of at least one quarter of the Professional members, together with a statement of the objects for which the meeting is desired. Such a meeting shall be held within 21 days upon the receipt of the application.
- 4.
- a) Notice of an extraordinary general meeting shall be posted to members not less than 10 consecutive days before the date of the meeting.
 - b) Only the object for which the extraordinary general meeting is called shall be on the agenda.
- 5.
- a) At least 20% of the Professional members or 60 Professional members, whichever is the lesser number, shall be present at the commencement of the annual general meeting to constitute a quorum, provided that if the required quorum is not obtained, such meeting shall be adjourned for half an hour and should the number

then present be insufficient to form the quorum, those present shall constitute a quorum, but they shall have no power to amend the Constitution.

- b) At least 20% of the Professional members or 60 Professional members, whichever is the lesser number, shall be present at the commencement of the extraordinary general meeting to constitute a quorum, failing which, the meeting shall not proceed and the chairman shall dissolve the meeting.
- 6.
- a) No member shall vote by proxy.
 - b) Voting at all general meetings shall be by secret ballot. Voting by show of hands may be taken with the unanimous consent of the Professional members present.
 - c) Except as in hereinafter provided, motions at general meetings of the Institute shall be carried by a simple majority vote.
7. A vote of censure or of no confidence in the Council or any member or members of the Council may be taken at any general meeting provided that it has been tabled on the agenda for the meeting.

Article X - APPOINTMENT OF TRUSTEES

1. If the Institute at any time acquires any immovable property, such property shall be vested in trustees, subject to the declaration of trust. Any trustee may at any time resign from his trusteeship. If the trustee dies or becomes a lunatic or of unsound mind or moves abroad permanently or is absent from the Republic of Singapore for a period of one year, he shall be deemed to have resigned from his trusteeship. If a trustee is guilty of misconduct of such a kind as to render it undesirable that he continues as a trustee, a general meeting may remove him from his trusteeship.
2. Vacancies in the trusteeship may be filled at a general meeting but the number shall not be more than four or less than two.
3. Notice of any proposal to remove a trustee from his trusteeship or to appoint a new trustee to fill a vacancy must be given by affixing on the premise of the Institute a document containing such proposal at least two weeks before the meeting at which the proposal is to be discussed.
4. The result of such meeting shall be made known to the Registrar of Societies. The Institute shall inform the Registrar of Societies the name of its trustees and such subsequent changes as shall take place from time to time and the address of its immovable property.

Article XI - AMENDMENTS TO THE CONSTITUTION

1. Amendments to the Constitution shall be made only at an annual general meeting or at an extraordinary general meeting.
2. Proposed amendments to the Constitution shall be submitted in writing by one Professional member and seconded by another Professional member to the Honorary Secretary at least 21 consecutive days before the general meeting. The Honorary Secretary shall then refer such proposed amendments to the Council which shall make its recommendation to the members at the general meeting.
3. Amendments to the Constitution shall be carried by a two-third (2/3) majority vote of the Professional members present and shall only come into force after the approval of the Registrar of Societies has been obtained.

Article XII – GENERAL

1. Appeals Committee
 - a) The Appeals Committee referred to in Article IV 4 shall be appointed by the Council from a panel hereinafter provided. The Appeals Committee shall consist of three persons who shall elect a chairman amongst themselves.
 - b)
 - (i) The panel referred to in Article XII 1 (a) shall consist of six to twelve persons who shall be appointed by the Council within two months from the date of the first Council meeting following upon the last annual general meeting or as soon as possible thereafter.
 - (ii) A panel member shall not be a person who is:
 - (1) a member of the Council or an auditor of the Institute;
 - or
 - (2) an executive officer of the Institute;
 - (3) a member of any ad-hoc Disciplinary Committee appointed by the Council;
 - (iii) The term of office of a panel member shall be from the date of his appointment to the date of the annual general meeting after his appointment, unless he resigns sooner, but shall be eligible for re-appointment.

Provided that the panel member who resigns or whose appointment expires during the course of any proceedings before the Appeals Committee in

which he is a member shall for the purposes of such proceedings and until their determination be deemed to remain a panel member of the Appeals Committee of which he is a member.

- (iv) The Council shall remove from the panel a person who:-
 - (1) is a bankrupt;
 - (2) has been convicted in any court of law for any offence of a serious nature;
 - (3) has declined to constitute the Appeals Committee when appointed by the Council to do so or has absented himself, when appointed, from the Appeals Committee, unless he has shown reasonable cause for so declining or absenting himself;
 - (4) is himself subject to disciplinary action by the Council.
 - (v) Any member of the panel who subsequently becomes disqualified by sub-rule (b)(ii) thereof shall cease to be a panel member.
- c) The Appeals Committee shall consider such appeal that may be referred to it by the Council and it shall have access to all relevant information pertaining to the appeal in question. After hearing the appellant in person, its decision in writing shall be conveyed to the Council within two weeks.

2. Press and Public Statements

All press and public statements for and on behalf of the Institute shall be made by the President or the Honorary Secretary or such other members as shall be authorized by the Council.

3. Dissolution

- a) Dissolution of the Institute shall be discussed at a general meeting convened for the purpose.
- b) The Institute shall not be dissolved except with the consent of not less than four-fifths (4/5) of the registered Professional members for the time being present in Singapore, expressed, either in person at an extraordinary general meeting specially convened for the purpose or by postal vote.
- c) In the event of the Institute being dissolved as provided above, all debts and liabilities lawfully incurred on behalf of the Institute shall be fully discharged, and the remaining funds and/or other assets shall be donated to a charitable organisation as decided at the general meeting.

- d) Notice of dissolution shall be given to the Registrar of Societies within seven (7) days of the dissolution.

4. Prohibitions

- a) The Institute shall not restrict or in other manner interfere with trade or prices or engage in any trade union activity as defined in any written law relating to trade unions for the time being in force in Singapore.
- b) The Institute shall not hold any lottery, whether confined to its members or not, in the name of the Institute or its office bearers, Council or members, unless with the prior approval of the relevant authorities.
- c) The Institute shall not associate itself with any political activity or allow its funds and/or premises to be used for political purposes.

5. Disputes

In the event of any disputes arising amongst members, members may attempt to resolve the dispute at an extraordinary general meeting in accordance with the Constitution. They may also refer the matter in writing to the Council for resolution in accordance with the following procedures:

- (i) The member concerned (“the Complainant”) shall write under confidential cover to the Hon. Secretary, with a copy to the Executive Director.
- (ii) The Council shall hear the Complainant and the disputing party/parties and give its decision in writing within three weeks from the date of the hearing, or if the hearing is for more than one day, from the last day of the hearing.

Should the members and the Council fail to resolve the matter, they may bring the matter to a court of law for settlement.

6. Corporate Friends/Supporters of the Institute Scheme

- a) Purpose
 - (i) To enable corporations/organisations/companies and interested bodies supporting the objects of the Institute to have an active partnership and association with the Institute.
 - (ii) To enable the Institute to be relevant and be better to foster, stimulate and promote its objects amongst corporations/organisations/ companies and interested bodies through closer ties with these bodies.

(iii) To provide a vehicle to facilitate mutual benefits and value-added contributions through the sharing and promulgation of 'best' practices in human resource management and development practices.

b) Annual Contribution Payable

(i) The Scheme provides for an annual contribution to the Institute at such rate or rates as the Council may from time to time decide provided that such contribution per nominee shall not be less than the prevailing fee for Professional membership.

(ii) A member introducing a guest ("the introducer") shall fill in the particulars of the guest in a guest register provided for the purpose.

c) Benefits

In respect of the annual contribution made, a Corporate Friend/Supporter is eligible for benefits including but not limited to the following:

(i) Nomination of the HR Director, Manager or Executive Director or other person of similar status for Associate/Professional membership status in accordance with the Institute's membership criteria. The ensuing rights and privileges that go with the respective membership category shall be accorded to the individual only.

The number of nominations shall be in accordance with the prevailing schedule of annual contribution as determined by the Council.

(ii) Special rates for conducting in-house courses/seminars/programmes/workshops organised by the Institute.

(iii) Special discounted member's rate for employees of the Corporate Friend/Supporter when they enrol for the Institute's academic core programmes and short courses/workshops.

d) Withdrawal

In the event of any withdrawal under the scheme, the membership status accorded to the individual shall be in effect so long as the membership status is not in arrears.

7. Guests

(i) A member may introduce a guest to use the Institute's recreational facilities in accordance with this article and any by-laws that may be in force from time to time.

- (ii) A member introducing a guest (“the introducer”) shall fill in the particulars of the guest in a guest register provided for the purpose.
- (iii) The introducer shall be responsible for the proper conduct of the guest as well as for any debt or liability incurred/caused by such guest. The introducer is deemed to have acquainted a guest of the provisions in this article and of by-laws governing the use of the Institute’s recreational facilities.
- (iv) The Institute or its authorized representative may at its discretion at any time withdraw the use of its recreational facilities from a guest without having to assign any reason.
- (v) No person from whom the use of the recreational facilities has been withdrawn may be introduced as a guest without the prior written consent of the Institute or its authorized representative.
- (vi) No person who has been suspended or expelled in accordance with Article IV (4) or from whom the privileges have been withdrawn under Article 7(iv) above may be introduced as a guest.

Article XIII – ADVISORY BOARD

1. Purpose

- a) In recognition of the distinguished services of past Presidents and members of the Council of the Institute, to provide a formal structure to engage them to serve and contribute further to the Institute.
- b) In recognition of the importance of knowledge and experience learning and sharing, to provide an additional platform for information dissemination, sharing and discussion on critical matters of strategic concerns affecting the Institute, and to tap on the vast experience, skills and knowledge of the Board members of their advice, thought-leadership and contribution towards building strategic relations and partnerships, locally and regionally, that will further enhance the standing of the Institute.
- c) In recognition of the need to safeguard the Institute’s reserves, assets, investments and future liabilities, to put in place a process to seek the support of the Board members.

2. Appointment of the Advisory Board by The Council

- a) The Advisory Board shall consist of a minimum of 3, and up to a maximum of 15 persons who shall be appointed by the Council within two months from the date of the first Council meeting upon the last annual general meeting or as soon as

possible thereafter. The Advisory Board shall elect a Chairman, Deputy Chairman and Secretary among themselves.

- b) The term of office of a Board member shall be from the date of his appointment to the date of the general meeting after his appointment, unless the member resigns sooner, but shall be eligible for re-appointment.
- c) The Council shall remove from the Advisory Board a member who has been convicted in any court of law for a criminal offence or who has exhibited conduct detrimental to or inappropriate with the objectives of the Institute. A Board member so removed may, within one month from the date of receipt of notification of his removal from the Advisory Board, appeal to the general meeting of members against the decision of the Council. The decision of the general meeting of members shall be final.

3. Composition of the Advisory Board

The Board members shall be drawn from:

- a) The Institute's past Presidents, Council members and Professional members and Accredited Professional members of good standing who have rendered long and distinguished services and made contributions to the Institute; and
- b) suitable, competent and distinguished individuals of good community and professional standing who, in the opinion of the Council, can help the Institute achieve its objectives and long term vision.
- c) The individuals to be appointed shall be a member of the Institute.

4. Meetings of the Advisory Board

The Advisory Board shall conduct its business as follows:

- a) The Advisory Board shall meet at least three times in a year.
- b) A meeting of the Advisory Board shall be convened by the Chairman.
- c) The Secretary shall give not less than seven consecutive days' notice of such meetings.
- d) More than half of the members of the Board shall constitute the quorum. In the event that there is no quorum, no business shall be transacted by the Board members present.
- e) Any member of the Advisory Board who absents himself from two consecutive meetings without submitting a written explanation shall automatically cease to be a member of the Board unless at the third meeting, a written explanation for his

absence is submitted. The Board shall consider such explanation and decide by a simple majority vote whether or not absent member shall be reinstated as a member of the Board.

5. Duties and Powers of the Advisory Board

- a) The Board shall be kept informed of all major policy decisions of the Council including key issues and matters of strategic concerns to the Institute as outlined under Article XIII (1) above.
- b) If there is a request or proposal from the Council
 - (i) to use the Institute's fund from its reserves for investments in properties or in a business activity; or
 - (ii) to dispose off any of the Institute's immovable assets or investments,

the Advisory Board shall consider such application or proposal and if thought fit, to support it. The Advisory Board shall not unnecessarily or unreasonably withhold its decision on such application / proposal, as the primary objective is to safeguard the Institute's financial resources.
- c) While the Advisory Board serves to add value and give a second opinion to the considered view of the Council on matters pertaining to the Institute's financial resources and strategic thrusts, in the event of a dispute or deadlock, the matter shall first be resolved professionally among the Board and Council members. If this fails, the Advisory Board shall cause the Council to convene, and the Council shall convene, an extra-ordinary general meeting within one month from the date of such request and place before the general membership the merits of their case for the consideration and decision of the general meeting which decision shall be final.
- d) The Advisory Board members shall form the Panel under Article XII (1)(b)(i) from which the Appeals Committee members shall be constituted.

Article XIV – FINANCE AND INVESTMENT COMMITTEE

1. Power to Invest

- a) The Executive Council may appoint a Finance and Investment Committee ("**FIC**") consisting of 2 or more Council members on such terms, conditions and restrictions as may be imposed by the Executive Council in the best interest of the Institute.
- b) The composition of the FIC (including any appointment made thereto and any termination of any appointment) shall be determined by the Executive Council.
- c) The FIC is authorised to invest the money of the Institute and deal with the investments made in the name and on behalf of the Institute.

- d) The FIC may make investments of the money of the Institute only in any one or more of the followings, in Singapore dollars:-
 - (i) fixed deposits with banks licensed by the Monetary Authority of Singapore to carry out banking business in Singapore;
 - (ii) bonds issued by the Government of Singapore;
 - (iii) bonds issued by statutory bodies established in Singapore by Acts of Parliament or government linked corporations.
- e) Proper accounts and books shall be kept by the FIC at the office of the Institute and in accordance with sound accounting principles and practices and such accounts and books shall at all times be open to inspection by Council members and, upon written request made to the FIC, by Professional members of the Institute.
- f) The accounts and books to be kept by the FIC shall be audited and certified annually by the appointed auditors of SHRI.
- g) Any investment transaction exceeding S\$600,000 shall be subject to the prior written approval of the Executive Council and such approval shall be given only by a resolution to be passed by the Executive Council.

2. Power to Borrow – Transacting in Bankers’ Guarantee

- a) The FIC shall have the power to transact in bankers’ guarantee.

APPENDIX A

The Office of the Institute shall be located at:

2 Serangoon Road
Level 6 Tekka Mall
Singapore 218227

With effect from 15 April 2004.

APPENDIX B

SINGAPORE HUMAN RESOURCES INSTITUTE CODE OF PROFESSIONAL ETHICS

Every member of the Institute is expected to be bound by the Code of Professional Ethics of the Singapore Human Resources Institute, the Articles of which are as follows:

1. To maintain at all times the highest standards of personal integrity and conduct in the performance of professional duties.
2. To respect the dignity of any person in the course of professional services and dealings with employers, employees and the community.
3. To perform all professional duties with the respect for the rights of employers, employees and the respective trade unions in the interests of industrial peace and social justice, and the economic and social development of the nation.
4. To initiate and promote progressive and forward-looking human resource policies and practices.
5. To hold in trust all confidential information received.
6. To promote at all times the aims and objects of the Institute and not to act in any manner prejudicial or detrimental to the reputation or interests of the Institute or any of its members.

APPENDIX C

ENTRANCE FEE, SUBSCRIPTION AND RE-CLASSIFICATION FEE

Entrance Fee	Before 1/7/98	Effective 1/7/98	Effective 1/6/01
Affiliate	\$200.00	*1	
Associate	\$200.00	\$200.00	
Ordinary *4	\$200.00	Professional \$200.00	
Student	\$120.00	\$120.00	
Retired	Nil	*2	
Licentiate	\$120.00	*3	
Social			\$30.00

Subscription Fee	Before 1/7/92	Before 1/7/98	Effective 1/7/98	Effective 1/6/01
Affiliate	\$100.00	\$100.00	*1	
Associate	\$100.00	\$100.00	\$100.00	
Ordinary	\$140.00	\$140.00	Professional \$140.00	
Student	\$20.00	\$50.00	\$50.00	
Retired	25% of the subscription from the respective category		*2	
Licentiate		\$60.00	*3	
Social				\$24.00

Classification Fee	Before 1/7/98	Effective 1/7/98
Student to Associate	\$50.00	Student to Associate/Professional \$50.00
Student to Licentiate	\$50.00	-
Licentiate to Associate/Ordinary	\$50.00	-
Affiliate to Associate	\$50.00	-
Associate/Affiliate to Ordinary	\$50.00	Associate to Professional \$50.00
Retired	Nil	-

*1 Subsumed under 'Associate'

*2 Subsumed under 'Professional'

*3 Subsumed under 'Student' unless qualify for 'Associate'/'Professional'

*4 Renamed 'Professional'