

SINGAPORE CORPORATE COUNSEL ASSOCIATION LTD
(UEN 201938558E)
(the “Company” or “SCCA”)
BY-LAWS

INTERPRETATION

Terms defined in the Constitution of the Company have the same meaning herein.

“**Board**” has the meaning set out in paragraph 5.1

“**Committees**” has the meaning set out in paragraph 5.2 of these By-Laws and “**Committee**” means any one of them.

“**Statutory Member**” has the meaning set out in paragraph 2.2 of these By-Laws

“**SCCA Member**” has the meaning set out in paragraph 1.1:

1. SCCA Membership Qualification and Rights

1.1 A SCCA member shall be defined as any person joining the Company on an annual subscription basis (except Honorary Members) as a member of any category, as applicable, as defined in the categories set out in paragraph 1.2 of these By-Laws (hereinafter referred to as “**SCCA Member**”). Such person shall submit their particulars to the Company’s office, via the official SCCA website on prescribed form.

1.2 The following are the categories of memberships for a SCCA Member:

- (a) Ordinary Membership;
- (b) Associate Membership ;
- (c) Corporate Membership ;
- (d) Corporate Associate Membership; and
- (e) Honorary Membership.

1.3 Ordinary Membership is open to:

- (a) all in-house legal counsel in Singapore, including legal counsel on a secondment contract within an SME, MNC, public listed company or government organizations as corporate or in-house legal counsel and legal counsel who are engaged in compliance or intellectual property right activities;
- (b) All in-house legal counsel, including those engaged in compliance or intellectual property right activities, in the Asia-Pacific Region;
- (c) All in-house legal counsel, including those engaged in compliance or intellectual property right activities, elsewhere in the world who possess, in the opinion of the Board, a connection to Singapore, having their present employers’ headquarters or other operations in Singapore or having resident status in Singapore; and
- (d) any person engaged in the provision of data protection/data privacy role or other related activities within an SME, MNC, public listed company or government organizations as the Board may in its absolute discretion deem appropriate.

Persons who qualify under this paragraph 1.3 need not be legally qualified (that is, possessing legal education or training, e.g. called to the Bar or a law degree) provided there is a sufficient connection or nexus to the legal industry. The following job titles (or reasonable variations thereof) qualify under this limb –

- Legal Counsel
- Chief Compliance Officer
- Data Protection Officer
- Chief Privacy Officer

For the avoidance of doubt, persons who do not qualify under this paragraph 1.3 include

- lawyers in private practice
- legally qualified persons (that is, possessing legal education or training, e.g. called to the Bar or a law degree) but whose primary job function is not a legal role e.g. persons working in recruitment agencies who happen to have a law degree but whose primary job function is that of a recruiter.

1.4 Associate Membership is open to:

- (a) members of the academic staff of the Faculty of Law, National University of Singapore, or the School of Law, Singapore Management University or any other faculty or school of law approved by the Board;
- (b) lecturers and tutors in law in any faculty or school in the National University of Singapore, Singapore Management University, or Nanyang Technological University, or any other institution of higher learning in Singapore, including polytechnics as approved by the Board;
- (c) students pursuing a course of study in law in the National University of Singapore or the Singapore Management University or any other institution of higher learning in Singapore, including polytechnics, or elsewhere in the world (subject to approval by the Board);
- (d) any non-in-house person who, in the opinion of the Board, has provided significant contributions and experience, in the in-house legal community to Singapore (subject to approval by the Board); and
- (e) such other persons engaged in the provision of paralegal services administration, or corporate secretarial services within an SME, MNC, public listed company or government organizations supporting legal departments.

1.5 Corporate Membership is open to any corporation or organisation which employs three or more persons who qualify for Ordinary Membership. Each Corporate Member may nominate employees who qualify for Ordinary Membership, as nominees of the Corporate Member. The maximum number of nominees per Corporate Member shall be determined by the Board.

1.6 Corporate Associate Membership is open to any corporation or organisation which employs three or more persons who qualify for Associate Membership. An Associate Member may nominate employees who qualify for Associate Membership, as nominees of the Corporate Associate Member. The maximum number of nominees per Corporate Associate Member shall be determined by the Board.

1.7 Associate Members, Corporate Associate Members shall not have a right to vote and/or to hold office in or to chair any Committees.

1.8 Honorary Membership may be awarded at the sole discretion of the Board to persons who have made exceptional contributions to the Company and the in-house legal community and

who otherwise may not be qualified under any other membership category. Honorary Members are members for life and do not need to pay annual subscriptions.

- 1.9 The Board, or any Committee nominated by the Board, will decide on any application for membership in accordance with the Constitution and these By-Laws.
- 1.10 SCCA Members shall be entitled to access a copy of the Constitution, these By-Laws and any regulations, policies and procedures upon payment of all specified fees, including entrance fees and subscriptions then applicable.

2. Clarification on Statutory Members of the Company and the Statutory AGM

- 2.1 For the avoidance of doubt and for ease of administration purposes, there shall be a limited number of statutory members of the Company comprising those persons who are (a) registered with the Company having their particulars in the prescribed form entered in the Company's register of Statutory Members and (b) registered and identified in the Accounting and Corporate Regulatory Authority records as being 'members' of the Company ("**Statutory Members**").
- 2.2 Where the term "member(s)" or "Member(s)" appears in the Constitution of the Company, it shall be construed as being a reference to the Statutory Members. References in these By-Laws shall be specifically to either SCCA Members or Statutory Members, as the case may require. As of the date of incorporation, there are three (3) Statutory Members of the Company. Statutory Members may resign at any time, and new Statutory Members may join upon decision of the Board.
- 2.3 For the purpose of compliance with applicable laws and regulations, there shall be statutory annual general meetings of the Company held on an annual basis in accordance with Article 16 of the Constitution ("**Statutory Members AGM**"). The Statutory AGM shall be different from the SCCA Members AGM or SCCA Members EGM as defined below.
- 2.4 All documents that are required to be filed with the Accounting and Corporate Regulatory Authority shall relate to the Statutory Members and to the Statutory Members AGM and be carried out by the Company Secretary within the statutory time frames.

3. SCCA Members Entrance Fees, Subscription and Other Dues

- 3.1 Any entrance fees and subscriptions shall be determined at the SCCA Members Annual General Meeting on recommendations from the Board from time to time.
- 3.2 Annual subscriptions for SCCA Members are payable in advance within the first month of the fiscal year. If a member falls into arrears with their subscription or other dues, they shall be informed immediately by the Company. If they fail to settle their arrears within four (4) weeks of such arrears becoming due, the Board, or any Committee nominated by the Board, may order that their name be posted on the Company's notice board and that they be denied the privileges of membership until they settle their account. If such member falls into arrears for more than three (3) consecutive months, they will automatically cease to be a member and on the recommendation of the Board or any Committee nominated by the Board, the Company may take legal action against them provided that the Board is satisfied that they have received due notice of their debts.
- 3.3 Any additional funds required for special purposes may only be raised from SCCA Members with the consent of a General Meeting of the SCCA Members, or otherwise obtained by the Board, or any Committee nominated by the Board, on behalf of the Company through other legitimate sources.

4. The SCCA Members AGM/EGM

- 4.1 The SCCA Members shall hold an SCCA Members' annual general meeting on a yearly basis and such SCCA Members annual meeting shall be held latest by 31st August of each applicable year ("**SCCA Members AGM**" or "**SCCA Members Annual General Meeting**"). The quorum is 20% of the total voting rights of SCCA Members holding Ordinary Membership or as a nominated member under Corporate Membership. In the event that the quorum is not reached, the meeting shall be adjourned for half an hour and should the number then be insufficient to form a quorum, those present shall form a quorum and the meeting shall proceed.
- 4.2 The rights and privileges of an SCCA Member shall include: (a) subject to paragraph 4.3A below, the right to nominate, vote and elect SCCA Members (who have Ordinary Membership or are a nominated member under a Corporate Membership) to be members of the Board of the Company ("**Board Members**"), at SCCA Members AGMs or EGMs; (b) the right to vote for or against all matters and resolutions tabled at an SCCA Members AGM or EGM, including resolutions to raise funding from the SCCA Members; and (c) through participation in committees set up by the Board, the right to exercise all other powers, and enjoy all other benefits, which are customarily vested in the members of a Company within the ambit of the Company's Constitution.
- 4.3 Each SCCA Member who has Ordinary Membership or who is a nominated member under a Corporate Membership, and who has fulfilled the criteria pursuant to paragraph 4.9 of these By-Laws to be a Director of the SCCA, shall subject to paragraph 4.3A below, be entitled to stand for election to the Board at the SCCA Members AGM pursuant to Article 46(2) of the Company's Constitution and paragraph 5.1 of these By-Laws. The maximum number of Board Members shall be twelve (12).
- 4.3A The Company shall establish a Nomination Committee, which shall be an independent body responsible for evaluating the eligibility of candidates nominated for election to the Board of the Company. The Nomination Committee shall consist of a minimum of three (3) persons comprising of two (2) Past Presidents of SCCA and/or any other Board members as may be appointed by the Board no later than two (2) weeks before nominations are due. Nominations are due no later than one (1) week before the date of the SCCA Members AGM or SCCA Members EGM, as the case may be. The Nomination Committee shall review the qualifications, experience, and eligibility of candidates based on the criteria set out in the Company's Constitution and By-Laws, and taking into account any feedback from the past President(s), the management staff and such other persons as the Nomination Committee may deem fit to seek feedback from. At the SCCA Members AGM or SCCA Members EGM, as the case may be, the Nomination Committee shall present the list of candidates eligible for election to the Board. The decision of the Nomination Committee regarding the eligibility of candidates shall be final.
- 4.4 An Extraordinary General Meeting of the SCCA Members can be called at any time by the order of the Board or by written request of at least 20 SCCA Members ("**SCCA Members EGM**"). The notice in writing shall be given by the Secretary setting forth the business that is to be transacted. The SCCA Members EGM shall be convened within twenty-one (21) days from the date of receipt of request to convene the SCCA Members EGM.
- 4.5 In the event the SCCA Members EGM is not held within a period of twenty-one (21) days after the date of receipt of the written request proceed to convene the SCCA Members EGM, the Board shall convene the SCCA Members EGM by giving ten (10) days written notice to the SCCA Members and simultaneously posting the agenda on the Company's website.
- 4.6 At least fourteen (14) days' notice shall be given of the SCCA Members AGM and at least ten (10) days' notice of a SCCA Members EGM. Notice of the applicable meeting stating the date, time and place of the meeting shall be sent by the Secretary to all SCCA Members. The details

of the agenda shall be sent to the registered email addresses of all SCCA Members and at the same time posted on the Company's website.

- 4.7 An election of Board Members may only be held at a SCCA Members AGM or a SCCA Members EGM. Following the election of Board Members by the SCCA Members, the Board shall, no later than 7 days thereafter, conduct its own election to elect the office bearers of the Board which shall be at minimum as follows: 1 President, 1 Vice President, 1 Secretary and 1 Treasurer. For the avoidance of doubt, the Board shall be entitled to establish such additional office-bearing positions as may be deemed necessary, and to elect Board Members to such positions accordingly.
- 4.8 All office bearers, other than the Treasurer, may be re-elected to the same post or related post for the term of the office indicated below. The term of office of the Board shall be for a period of three (3) consecutive years pursuant to Article 49 of the Company's constitution. The commencement of the term of office shall be upon the completion of the relevant SCCA Members AGM, where necessary. The expiry of the term of office shall be at the end of the three (3) consecutive years following the appointment of new office bearers from the then applicable SCCA Members AGM.
- 4.9 For the avoidance of doubt, all Board Members shall have been (i) SCCA Members for a period of at least two (2) years and have contributed to SCCA for a period of at least one (1) year to SCCA; or (ii) be present SCCA Members who have contributed to SCCA for a period of at least two (2) years. Notwithstanding the aforesaid, the Board, or its appointed committee, shall be entitled to waive the aforesaid requirements in the event it is in SCCA's interest to do so.
- 4.10 The President of the Company shall chair all meetings, including the SCCA Members AGM, the SCCA Members EGM and all Board meetings. He or she shall represent the Company in its dealings with external parties.
- 4.11 The Vice President of the Company shall assist the President and deputise for him or her in his/her absence.
- 4.12 The Secretary of the Company shall keep all records, other than financial records, of the Company, and shall be responsible for the correctness of the records. He or she shall keep records of all general meetings of the Company (including the SCCA Members AGM, the SCCA Members EGM) and the board meetings.
- 4.13 The Treasurer of the Company shall assist the Board relating to the financial matters of the Company.
- 4.14 The Board may extend invitations to invitees to attend its board meetings, the SCCA Members AGM and/or the SCCA Members EGM from time to time as deemed necessary.

5. The Board and other Committees

- 5.1 In accordance with Article 46(2) of the Company's constitution, the Company shall have at least three (3) directors (two (2) of whom must be citizens or Permanent Residents of Singapore) and there shall not be more than twelve (12) directors on the board of the Company. Any term referencing to the "Board" in the Company's constitution shall have the meaning as set out in this paragraph 5.1 and shall be construed accordingly.
- 5.2 The Board shall establish Committees as may be required or desirable for the management of Company activities, membership matters and the general affairs of the Company, as may be necessary or appropriate, including in the following areas:
 - (a) Governance;

- (b) Sponsorship;
- (c) Digital Initiatives;
- (d) Membership;
- (e) Education and Training;
- (f) Industry and General Chapters (such as but not limited to Real Estate, BAFIS, Well-Being, Pro Bono and Peers, etc.)
- (g) SCCA Annual Black Tie; and/or

such other areas as may be deemed necessary or desirable by the Board from time to time (“**Committees**”).

- 5.3 The Board shall issue terms of reference binding on the Committees (all such terms of reference shall be available for inspection by the SCCA Members) setting out the composition, function and other relevant terms governing any and all Committees and sub-Committees established under these By- Laws.
- 5.4 The Board shall review and monitor multi-year operating budgets of the Company, the strategic controls and accountability for cashflow of funds and financial irregularity for the applicable fiscal year at the SCCA Members Annual General Meeting of the Company or such other General Meetings as may be called by the Company from time to time.
- 5.5 For the avoidance of doubt, the Board shall have the political and economic power in the management of the Company (including, but not limited to, paragraphs 5.2 to 5.4 as set out above). The Statutory Members of the Company (as defined in the Constitution), who may or may not be Board Members, shall provide the necessary support to the Company as may be required from time to time, by the Board. For the avoidance of doubt, whether or not the Statutory Members of the Company are Board Members, such Statutory Members shall be entitled to request to sight all Board minutes as may be relevant to such Statutory Member’s rights and liabilities.

6. General Rules for the Board, Committees and sub-Committees

- 6.1 Terms of Reference for Committees issued by the Board pursuant to these By-Laws (if any) may be reviewed by the Board, from time to time and, when appropriate, revised in accordance with the changing requirements of the Company and/or external developments.
- 6.2 Save as otherwise provided in the Constitution, these By-Laws or any applicable Terms of Reference, the following shall apply to Committees and their sub-Committees (if any):
 - (a) Heads of the Committees shall be appointed by the Board for terms of up to two (2) consecutive years commencing on the date of appointment. The Board may appoint Heads from time to time either to fill a vacancy or as an additional Head subject to any maximum number of Heads as stated in the Terms of Reference. The Board shall notify the SCCA Members of the appointments made to Committees at each SCCA Members Annual General Meeting.
 - (b) Nominations by SCCA Members to Committees shall be submitted to the Board not less than thirty (30) days before the SCCA Members Annual General Meeting each year. Nominees must confirm the willingness to be proposed prior to such nomination.
 - (c) A Head of the Board and/or any Committee shall cease to be a Head on:
 - (i) giving advance written notice of at least thirty (30) days of their resignation, or less if waived by the Board;
 - (ii) if a director, on ceasing to be a director unless otherwise determined by the Board; or
 - (iii) being removed as a member by the Board.

- (d) The quorum for any meeting of the Board or any Committee shall comprise of a minimum of three (3) members of the Board or relevant Committee.
- (e) The Board shall appoint a Head of each Committee from those appointed to such Committee. The Head so appointed shall determine the procedures to be adopted by the Committee (to the extent that such procedures are not set out in these By-Laws or the relevant Terms of Reference) and shall be responsible for its administration and operations.
- (f) The Board shall appoint one of its members as a secretary to the Board, who will be responsible for:
 - i. circulating an agenda and relevant documents to the members of the Board not less than 3 days prior to a meeting;
 - ii. (ii) keeping accurate minutes of each meeting of the Board; and
 - iii. circulating copies of the minutes to the members of the Board.

Each Committee shall follow the process above, with necessary changes being made.

- (g) Decisions shall be made by way of majority vote of those members of the Board and Committees present at the meeting. In the event of an equality of votes, the chairpersons of the Board and Committees, respectively, shall have a second casting vote.
- (h) Meetings of the Board and Committees may be held by means of telephone or video conference facilities or other technology-enabled communication facilities, provided that all those participating confirm that they can sufficiently hear all other participants and are otherwise sufficiently enabled to participate.
- (i) Any resolution evidenced in writing (including by electronic means) by all members of the Board entitled to vote at a meeting of the Board shall be valid and effective as if it had been passed at a meeting of the Board duly convened and held.
- (j) Committees are not required to pass written resolutions but are strongly encouraged to keep written minutes of their meetings for timely and regular submission to the Board.
- (k) The members of the Board, Honorary Secretary or such other persons as the Board may consider appropriate may attend Committee meetings, provided they shall not thereby be considered to be members of the Committees and shall not be entitled to vote at any meetings of the Committees.
- (l) For the avoidance of doubt, all Board, Committee Members and SCCA Management team shall ensure that they retain confidentiality of all SCCA matters, abide by all SCCA rules, regulations and directions that may be issued from time to time, and conduct themselves with due regard, which shall include no professional conflicts of interest, and proper decorum at all times, so as not to bring SCCA into any disrepute.

7. Discipline

- 7.1 Where applicable, the Board may appoint a Disciplinary Inquiry Committee to enquire and determine an outcome into any alleged breach of acceptable conduct, breach of the By-Laws, or other actions or failure to act that bring SCCA into disrepute (collectively “**Misconduct**”) to determine whether it is of Sufficient Concern, and the complaint of such Misconduct be referred to as the “**Complaint**”, as may be reported to the Board or has come to its notice. For clarity,

“Sufficient Concern” means any degree of concern which in the opinion of the Board, may likely contain merits or independent verifiable information and justify further investigations.

On determination of such Complaint or upon notice of such matter of Sufficient Concern, the Board shall within seven (7) working days appoint a Disciplinary Inquiry Committee of at least three (3) SCCA Members who has been called to the Bar of any Commonwealth countries and who are independent of and not connected in any way with the subject matter of the Complaint, and who shall convene within a further seven (7) working days.

- 7.2 The Disciplinary Inquiry Committee may seek documentation, reports or representations as it deems fit. The member(s) or person(s) against whom the allegation has been made shall have the right to be heard by the Disciplinary Inquiry Committee.
- 7.3 The Disciplinary Inquiry Committee shall determine whether the said member has committed the Misconduct and report its findings to the Board. Other than as provided in the Bye Laws, such Disciplinary Inquiry Committee shall not be bound by any formal rules of evidence and/or procedure.
- 7.4 The Board shall have the power to take disciplinary action against any member found by the Disciplinary Inquiry Committee to have committed the Misconduct. The Board may (i) by resolution passed by a simple majority of the Board impose a warning and/or, a reprimand; and/or (ii) by resolution passed by two thirds or more of Board suspend or expel the member from the SCCA. Whether or not it imposes a sanction under the foregoing, the Board may by resolution passed by simple majority require the member to pay for such costs, losses, fines or expenses otherwise arising out of or relating to the Misconduct, and the reasonable costs incurred by the SCCA in respect of the disciplinary proceedings before the Disciplinary Inquiry Committee in an amount determined by the Board.