

DOVER PARK HOSPICE – TABLE OF AMENDMENTS

S/N	New Clause No.	Original Clause	Proposed Amendment	Reasons / Comments on Proposed Amendment (other than minor or editorial amendments)
1.		<p>"Hospice Care" means the holistic care of the terminally ill and/or their families, made available either on an in-patient or out-patient basis and includes, but is not limited to, medical care, symptom control, emotional support, home care, counseling and follow-up bereavement support for the family</p>	<p>"Hospice Care" means the holistic care of the terminally ill and/or their families, made available either on an in-patient or out-patient basis and includes, but is not limited to, medical care, symptom control, emotional support, home care, counseling and follow-up bereavement support for the family;</p> <p><u>"Palliative Care" means the active holistic care of individuals across all ages with serious health-related suffering due to severe illness and especially of those near the end of life, which aims to improve the quality of life of patients, their families and their caregivers;</u></p>	Adoption of new definition of "Palliative Care" to replace "Hospice Care" to bring this in line with more current terms used within the medical fraternity.
2.	Article 2	-	<p><u>"Executive Committee" means the committee comprising office bearers elected under Article 10.8 and such other Council members as the Council may think fit;</u></p> <p>"Retiree Member" means an individual member who has reached the age of 60 years</p> <p><u>"Retiree Member" means an individual member</u> Individual Member who has reached the age of 60 years.</p>	Setting out the definition of the Executive Committee (which will comprise Council members).
3.	Article 3.	The place of business of the Hospice shall be at 10 Jalan Tan Tock Seng, Singapore 308436 or at such other address in Singapore as may from time to time be decided by the Council and approved by the Registrar of Societies.	The place of business of the Hospice shall be at <u>[10 Jalan Tan Tock Seng, Singapore 308436 or 1 Tan Tock Seng Link, Singapore 307382,] or at such other address or addresses</u> in Singapore as may from time to time be decided by the Council and approved by the Registrar of Societies.	To accommodate the upcoming change of address.
4.	Article 4A.	<p>The objects of the Hospice shall be:</p> <p>a) To provide a programme of active, compassionate care primarily directed towards improving the quality of life for the dying;</p> <p>b) To construct, maintain, improve, develop, control, manage and operate facilities for the provision of Hospice</p>	<p>The objects of the Hospice shall be:</p> <p>a) To provide a programme of active, compassionate care primarily directed towards improving the quality of life for the dying<u>those with life-limiting illnesses;</u></p> <p>b) To construct, maintain, improve, develop, control, manage and operate facilities <u>as well as to undertake activities</u> for the provision of Hospice<u>Palliative</u> Care in</p>	To clarify the scope of the objects of the Hospice.

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		<p>Care in Singapore, for needy persons regardless of race and religion;</p> <p>c) To provide or assist in providing counseling and financial assistance to hospice patients and/or their families;</p> <p>d) To undertake alone or in conjunction with other institutions research into the management of terminal illnesses and into methods of alleviating suffering arising therefrom and to publish the results of such research;</p> <p>e) To aid, assist and to give relief in any manner and to any extent to any charitable institution whose object or objects are similar to or comparable with the objects of the Hospice;</p> <p>f) To organize meeting, courses, seminars and conventions to educate members of the caring professions and the general public on the modern concepts of Hospice Care.</p>	<p>Singapore, for needy persons regardless of race and, religion <u>and ability to pay</u>;</p> <p>c) To provide or assist in providing counseling and financial assistance to hospice patients and/or their families;</p> <p>d) To undertake alone or in conjunction with other institutions research into <u>Palliative Care and</u> the management of terminal illnesses and into methods of alleviating suffering arising therefrom and to publish the results of such research;</p> <p>e) To aid, assist and to give relief in any manner and to any extent to any charitable institution whose object or objects are similar to or comparable with the objects of the Hospice;</p> <p>f) To organize<u>organise</u> meeting, courses, seminars and conventions to educate members of the caring professions and the general public on the modern concepts of Hospice<u>Palliative</u> Care.</p>	
5.	Article 4B.	<p>For the purpose of carrying out the aforementioned objects the Hospice shall have power:</p> <p>a) To employ all such professional staff, officers and servants as may be required for the purposes of the Hospice;</p> <p>...</p> <p>d) To invite, issue, appeal for and solicit subscriptions, benefactions, donations and bequests to in any other way raise funds for the Hospice;</p> <p>-</p>	<p>For the purpose of carrying out the aforementioned objects the Hospice shall have power:</p> <p>a) To employ all such professional staff, officers and servants<u>employees</u> as may be required for the purposes of the Hospice;</p> <p>...</p> <p>d) To invite, issue, appeal for and solicit subscriptions, benefactions, donations and bequests to in any other way raise funds for the Hospice;</p> <p>...</p> <p><u>f) To agree to become a member of any joint venture, consortium, limited liability partnership, partnership, company, society, association or entity;</u></p>	<p>To expand on the powers of the Hospice to include becoming a member of a joint venture, consortium, limited liability partnership, partnership, company, society or entity. This is in line with more collaborative work today even amongst traditional competitors and with community partners.</p>

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		<p>f) To generally do all such things as may appear to be incidental or conducive to the attainment of the above objects or any of them.</p>	<p>g) +To generally do all such things as may appear to be incidental or conducive to the attainment of the above objects or any of them.</p>	
6.	Article 5.	<p>...</p> <p>5.2 The Council shall admit all individuals referred to in Article 10.3 as Individual Members.</p> <p>5.3 The Council may admit any statutory body, company or society constituted under any written law in Singapore as an Institutional Member.</p> <p>5.4 The Council may at any time appoint such number of persons as it thinks fit as Patrons.</p> <p>5.4A</p> <p>a) The Council may at its sole discretion, at any time appoint any former or current Council members who have made significant contribution to the hospice as Honorary Council members.</p> <p>b) The first Honorary Council members shall be Dr Seet Ai Mee and Dr Lim Kian Tho Jerry.</p> <p>c) The Honorary Council members shall be entitled to attend all Council Meetings but shall not have voting rights in Council Meetings.</p>	<p>...</p> <p>5.2 The Council shall admit all<u>such</u> individuals referred to in Article 10.3<u>as approved by the Council</u> as Individual Members.</p> <p>5.3 The Council may<u>shall</u> admit any <u>such</u> statutory body, company, <u>entity</u> or society constituted under any written law in Singapore as <u>approved by the Council</u> <u>as</u> an Institutional Member.</p> <p>5.4 The Council may at any time appoint such number of persons as it thinks fit as Patrons. Application for membership shall be made in such form as the Council may prescribe from time to time. The Council may in its absolute discretion reject any application without stating any reason therefor. A copy of the Constitution shall be furnished to every approved member upon payment of the entrance fee.</p> <p>5.5</p> <p>a) The Council may at its sole discretion, at any time appoint any former or current Council members who have made significant contribution to the hospice<u>Hospice</u> as Honorary Council members.</p> <p>b) The first Honorary Council members shall be Dr Seet Ai Mee and Dr Lim Kian Tho Jerry.</p> <p>c) The Honorary Council members shall be entitled to attend all Council Meetings but shall not have voting rights in Council Meetings.</p>	<p>To specify that the Council will approve the admission of members.</p> <p>Renumbered provision.</p>

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		<p>d) At the sole discretion of the Council, any and all Honorary Council members may at any time be removed.</p> <p>e) The Honorary Council members shall not be available for election to be a Council Member.</p> <p>f) Current Council members who are appointed Honorary Council Members will step down from their appointment as Council members.</p>	<p>d) At the sole discretion of the Council, any and all Honorary Council members may at any time be removed.</p> <p>e) The Honorary Council members shall not be available for election to be a Council Member.</p> <p>f) Current Council members who are appointed Honorary Council Members will step down from their appointment as Council members.</p> <p>5.6 <u>The Council may at any time appoint such number of persons as it thinks fit as Patrons. The roles and responsibilities of the Patrons shall be decided by the Council.</u></p>	<p>The original provision on Patrons has been expanded to state that their roles and responsibilities shall be decided by the Council.</p>
7.	Article 6.	<p>6.1 A member shall pay such entrance fee and annual subscription as Council may determine from time to time.</p> <p>6.2 The entrance fee shall be payable within two weeks of election to membership and the annual subscriptions shall be payable in advance within the first month of each calendar year.</p> <p>6.3 For retiree members, the entrance fee is waived and annual subscription is reduced by half.</p>	<p>6.1 A member shall pay such entrance fee and annual subscription as Council may determine from time to time.</p> <p>6.2 The entrance fee shall be payable within two weeks of election to membership and the annual subscriptions, which shall be payable in advance within the first month of each calendar year.</p> <p>6.3 For retiree members, the entrance fee is waived and annual subscription is reduced <u>manner prescribed by half the Council.</u></p>	<p>To simplify provision in the Constitution relating to annual subscription and to empower the Council to prescribe matters relating to fees and subscriptions.</p>
8.	Article 7.	<p>c) If such member fails to pay any subscription or other fees due to Hospice; or</p> <p>d) If the Council shall resolve that such member should cease to be a member of the Hospice.</p> <p>-</p>	<p>e) If such member fails to pay any subscription or other fees due to Hospice; or</p> <p>c) d) If the Council shall resolve that such member should cease to be a member of the Hospice.</p> <p><u>7.3 The membership of any member who fails to pay any subscription for at least two (2) consecutive years (with such extension as the Council may approve at its discretion) shall be automatically terminated.]</u></p>	<p>To provide for automatic termination of membership for failure to pay subscription for at least 2 consecutive years unless extended by the Council at its discretion.</p>

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		7.3 The Council shall maintain an up-to-date Register of Members of the Hospice at all times.	7.4 7.3 The Council shall maintain an up-to-date Register of Members of the Hospice at all times.	
9.	Article 8.1	-	<u>8.1</u> The supreme authority of the Hospice is vested in a General Meeting of the members.	For alignment with model constitution under the Registry of Societies.
10.	Article 8.2	8.1 The Hospice shall hold an Annual General Meeting no later than August in each year.	<u>8.2</u> 8.1 The Hospice shall hold an Annual General Meeting no later than August in each year 6 months after the end of the relevant financial year, unless otherwise permitted by law or approved by the Council.	For alignment with the financial year rather than a fixed month in the year.
11.	Article 8.3	8.2 The business to be transacted at each Annual General Meeting shall be:- a) To consider the annual statements of accounts for the last preceding financial year and the reports of the auditors thereon; b) To consider the annual reports of the activities of the Hospice for the preceding year; c) To appoint the Auditors of the Hospice the following year; ...	<u>8.3</u> 8.2 The business to be transacted at each Annual General Meeting shall be:- a) To consider the annual audited financial statements of accounts for the last preceding financial year and the reports report of the auditors Independent Auditor thereon; b) To consider the annual reports of the activities of the Hospice for the preceding year; c) To appoint the Auditors Independent Auditor of the Hospice the following year; ...	Editorial amendments
12.	Articles 8.4 and 8.5	8.3 ... c) Every general meeting of the Hospice shall be held on such date and at such time and place as the Council may determine.	8.4 ... c) Every general meeting of the Hospice shall be held on such date and at such time and place as the Council Executive Committee may determine. A general meeting may be conducted partially or wholly through electronic means (including without limitation, video conferencing or teleconferencing). The rules governing an electronic meeting shall be decided by the Executive Committee.	Updating the constitution to provide for the conduct of general meetings via electronic means, including on the use of electronic communications and the associated procedures. Administrative matters relating to date and place of general meetings will be decided by the Executive Committee instead of the Council.

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		<p>8.4</p> <p>a) Upon receipt of a requisition in writing by at least one-third of the members for the time being of the Hospice or 25 members (whichever is the lower number), the Honorary Secretary shall forthwith convene an Extraordinary General Meeting;</p>	<p>d) <u>Members may participate in a general meeting by means of video conferencing, teleconferencing, telephone or similar communications by which persons participating in the general meeting are able to hear and be heard without the need for a member to be in the physical presence of other members and participation in the general meeting in this manner shall be deemed to constitute presence in person at such meeting. The members participating in any such general meeting shall be counted in the quorum for such general meeting and their votes shall be considered as valid. Subject to there being a requisite quorum under this Constitution, all resolutions agreed by the members in such general meeting shall be deemed to be as effective as a resolution passed at a meeting in person of the members duly convened and held.</u></p> <p>8.5</p> <p>a) Upon receipt of a requisition in writing by at least one-third of the members for the time being of the Hospice or 25 members (whichever is the lower number), the Honorary Secretary shall forthwith, as <u>soon as practicable,</u> convene an Extraordinary General Meeting;</p>	<p>To provide the Honorary Secretary will convene at EGM as soon as practicable after receipt of requisition by requisite number of members.</p>
13.	Article 8.6	<p>8.5</p> <p>a) A general meeting shall be called by not less than fourteen (14) days notice in writing. The notice shall be exclusive of the day on which it is served and of the day for which it is given. The notice shall specify the place, date and time of the meeting and the nature of the business to be transacted thereat and in the case of special business, concise particulars thereof;</p>	<p>8.6</p> <p>a) A general meeting shall be called by not less than fourteen (14) days' notice in writing <u>(such notice to be given by hand, post, electronic mail or other means).</u> The notice shall be exclusive of the day on which it is served and of the day for which it is given. The notice shall specify the place, date and time of the meeting and the nature of the business to be transacted thereat and in the case of special business, concise particulars thereof;</p>	<p>Permitting notice of general meetings to be provided via electronic means.</p>

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		<p>b) Any member who wishes to place an item on the agenda of a general meeting may do so provided he gives notice to the Honorary Secretary one week before the meeting is due to be held.</p> <p>c) All business to be transacted at a general meeting other than those specified in Article 8.2 shall be deemed to be special business;</p>	<p>b) Any member who wishes to place an item on the agenda of a general meeting may do so provided he gives notice to the Honorary Secretary <u>[one week]</u> before the meeting is due to be held <u>and specifying the nature of business to be transacted;</u></p> <p>c) All business to be transacted at a general meeting other than those specified in Article 8.2<u>8.3</u> shall be deemed to be special business;</p>	<p>Any member placing an agenda item for a general meeting must also specify the nature of business to be transacted.</p>
14.	Articles 9.1 to 9.3	<p>9.1 At an Extraordinary General Meeting summoned on requisition, four-fifths of the requisitionists shall be a quorum but in all other cases one-quarter of the total number of members or 25 members (whichever is the lower number) shall form a quorum at any general meeting. If within half an hour after the time appointed for an Extraordinary General Meeting convened by requisition a quorum is not present, the meeting shall be dissolved. In any other case, it shall stand adjourned for ½ hour, and if at such adjourned meeting the number there present be insufficient to form a quorum, those present shall be considered a quorum, but the meeting shall have no power to alter or amend the Constitution of the Hospice.</p> <p>9.1A For the purposes of this Constitution, but subject to the definition of “Individual Member” in Article 2, “Individual Member” includes a person attending as a proxy and an Institutional Member shall be deemed to be personally present if represented in accordance with the provisions of Article 9.6.</p>	<p>9.1 At an Extraordinary General Meeting summoned on requisition, four-fifths of the requisitionists shall be a quorum but in all other cases one-quarter of the total number of members or 25 members (whichever is the lower number) shall form a quorum at any general meeting. If within half an hour after the time appointed for an Extraordinary General Meeting convened by requisition a quorum is not present, the meeting shall be dissolved. In any other case, it shall stand adjourned for ½<u>half an</u> hour, and if at such adjourned meeting the number there present be insufficient to form a quorum, those present shall be considered a quorum, but the meeting shall have no power to alter or amend the Constitution of the Hospice.</p> <p><u>9.2</u> 9.1A—For the purposes of this Constitution, but subject to the definition of “Individual Member” in Article 2, “Individual Member” includes a person attending as a proxy and an Institutional Member shall be deemed to be personally present if represented in accordance with the provisions of Article 9.6<u>9.8</u>.</p>	<p>Editorial amendments.</p>

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		<p>9.2 The Chairman shall be entitled to take the chair at any general meeting. In the absence of the Chairman, the Vice-Chairman shall chair. In the absence of both the Chairman and the Vice-Chairman, any Council member appointed by the members present shall be entitled to take the chair.</p>	<p><u>9.3</u> 9.2 The Chairman shall be entitled to take the chair at any general meeting. In the absence of the Chairman, the Vice-Chairman shall chair. In the absence of both the Chairman and the Vice-Chairman, any Council member appointed by the members present shall be entitled to take the chair.</p>	
15.	Articles 9.4 to 9.9	<p>9.3 Every resolution arising at a general meeting shall, unless a poll is demanded, be decided on a show of hands by the Individual Members and Institutional Members entitled to vote and present in person or by proxy. Save as otherwise provided in these Articles, all resolutions shall be decided by the simple majority of votes. In the case of an equality of votes, the person presiding at the meeting, shall have a casting vote.</p> <p>9.4 A poll may be demanded by at least three members present in person. If a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.</p> <p>9.5 Individual Members and Institutional Members of the Hospice shall be entitled to be present in person or by proxy, to speak and to vote at a general meeting.</p> <p>9.5A Every Individual Member or Institutional Member (whether present in person or by proxy) shall have one (1) vote each.</p> <p>9.6 An Institutional Member shall be present at a meeting by its duly appointed representative. The</p>	<p><u>9.4</u> 9.3 Every resolution arising at a general meeting shall, unless a poll is demanded <u>or required</u>, be decided on a show of hands by the Individual Members and Institutional Members entitled to vote and <u>be</u> present in person or by proxy <u>(including if they are present by electronic means)</u>. Save as other otherwise provided in these Articles, all resolutions shall be decided by the simple majority of votes. In the case of an equality of votes, the person presiding at the meeting, shall have a casting vote.</p> <p><u>9.5</u> 9.4 A poll may be demanded by at least three members present in person. If a poll is duly demanded it shall be taken in such manner as the chairman directs, <u>including but not limited to through the use of any electronic means,</u> and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.</p> <p><u>9.6</u> 9.5 Individual Members and Institutional Members of the Hospice shall be entitled to be present in person or by proxy, to speak and to vote at a general meeting.</p> <p><u>9.7</u> 9.5A Every Individual Member or Institutional Member (whether present in person or by proxy) shall have one (1) vote each.</p> <p><u>9.8</u> 9.6 An Institutional Member shall be present at a meeting by its duly appointed representative. The</p>	Updating the constitution to provide for the conduct of general meetings via electronic means, including on the use of electronic communications and the associated procedures

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		<p>appointment of the representative shall be made in writing and signed by an officer of the Institutional Member and deposited at the registered office of the Hospice not less than forty-eight (48) hours before the time for the holding of the meeting.</p> <p>9.7 The proceedings at any meeting shall not be invalidated by reason of any irregularity in the convening thereof or otherwise, or any want of qualification of any of the persons present or voting thereat.</p>	<p>appointment of the representative shall be made in writing and signed by an officer of the Institutional Member and deposited at the registered office of the Hospice not less than forty-eight (48) hours before the time for the holding of the meeting.</p> <p>9.7 The proceedings at any meeting shall not be invalidated by reason of any irregularity in the convening thereof or otherwise, or any want of qualification of any of the persons present or voting thereat.</p>	
16.	Article 9.10	<p>9.8</p> <p>(1) An instrument appointing a proxy shall be in writing in the common form or in any other form which the Council shall approve, under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or in some other manner approved by the Council.</p> <p>(2) Where it is desired to afford Members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:</p>	<p>9.8</p> <p><u>9.10</u> (1) An instrument appointing a proxy shall be in writing in the common form or in any other form which the Council<u>Executive Committee</u> shall approve, under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or in some other manner approved by the Council<u>Executive Committee</u>.</p> <p>(2) Where it is desired to afford Members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit<u>approved by the Executive Committee</u>:</p>	Granting power to the Exco to determine the relevant form of the proxy, for consistency with the Exco's powers to determine the rules governing an electronic meeting.
17.	Articles 9.11 to 9.13	<p>9.9 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority shall be deposited at the Place of Business stated in Article 3 or at such other place within the Republic of Singapore as is specified for that purpose in the notice convening the meeting at least forty eight hours before the time appointed for holding the meeting or adjourned meeting as the case may be;</p>	<p>9.9</p> <p><u>9.11</u> The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority shall be deposited at the Place of Business stated in Article 3 or at such other place within the Republic of Singapore as is specified for that purpose in the notice convening the meeting at least forty eight hours before the time appointed for holding the meeting or adjourned meeting as the case may be; otherwise the person so</p>	Editorial amendments (numbering)

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		<p>otherwise the person so named shall not be entitled to vote in respect thereof.</p> <p>9.10 The instrument appointing a proxy shall be deemed to confer authority generally to act for the Member giving the proxy and shall be deemed to include the power to demand or concur in demanding a poll.</p> <p>9.11 Unless otherwise directed by the Chairman, a vote given in accordance with the terms of an instrument of proxy shall be treated as valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed; Provided Always That no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Hospice at the Place of Business stated in Article 3 before the commencement of the meeting or adjourned meeting at which the instrument is used.</p>	<p>named shall not be entitled to vote in respect thereof.</p> <p>9.10 The instrument appointing a proxy shall be deemed to confer authority generally to act for the Member giving the proxy and shall be deemed to include the power to demand or concur in demanding a poll.</p> <p>9.11 Unless otherwise directed by the Chairman, a vote given in accordance with the terms of an instrument of proxy shall be treated as valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed; Provided Always That no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Hospice at the Place of Business stated in Article 3 before the commencement of the meeting or adjourned meeting at which the instrument is used.</p>	
18.	Article 10.3	<p>10.3 The First Council members shall be Dr Seet Ai Mee, Dr Lim Kian Tho Jerry, Mr Toh Thian Ser, Ms Marlene Foo, Mr Leong Yit Siong, Ms Khoo Kim Geok Jacqueline, Mr Tang See Chim, Ms Choo Chieh Chen Helen, Dr Goh Fung Cynthia Ruth, Ms Bridget Williams, Ms Winnie Tang So Ling, Ms Nurjehan Adnan and Mr Yeo Toon Joo. All the first Council members shall retire at the First Annual General Meeting and shall be eligible for re-election. At subsequent Annual General Meetings, one-half of the members of the Council shall retire but shall be eligible for re-election. Candidates for election to the Council shall be proposed and seconded and the nomination form duly signed by the proposing member and seconding member and also by the candidate, consenting to the nomination, shall be sent to the Honorary Secretary of the</p>	<p>10.3 The First Council members shall be Dr Seet Ai Mee, Dr Lim Kian Tho Jerry, Mr Toh Thian Ser, Ms Marlene Foo, Mr Leong Yit Siong, Ms Khoo Kim Geok Jacqueline, Mr Tang See Chim, Ms Choo Chieh Chen Helen, Dr Goh Fung Cynthia Ruth, Ms Bridget Williams, Ms Winnie Tang So Ling, Ms Nurjehan Adnan and Mr Yeo Toon Joo. All the first Council members shall retire at the First Annual General Meeting and shall be eligible for re-election. At subsequent Annual General Meetings, one-half of the members of the Council shall retire but shall be eligible for re-election.</p> <p>10.4 Candidates for election to the Council <u>at the Annual General Meeting</u> shall be proposed and seconded and the nomination form duly signed by the proposing member and seconding member and also by the candidate,</p>	<p>Provide greater flexibility and reasonable timeframe for nomination, candidates review, notice of AGM, voting (if by proxy or electronic means).</p>

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		<p>Hospice at least 7 days before the date for the holding of the Annual General Meeting. Election shall be on a simple majority vote of the members. All Individual Members and Institutional Members shall be entitled to hold office. No Council Member shall serve for a continuous period of more than 6 years. The Treasurer and Assistant Treasurer however, may not be re-elected to the same or related post for a consecutive term of two years. (For the purpose of this Article, a year shall mean the period between two Annual General Meetings.)</p> <p>10.4 The Council Members to retire by rotation shall be those who have been longest in office since the last election but as between persons who became or were last elected Council members on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.</p>	<p>consenting to the nomination, shall be sent to the Honorary Secretary of the Hospice at least 7 days<u>[no later than three (3) months after the end of the relevant financial year]. Any nomination(s) received after the relevant deadline shall be treated as void.</u></p> <p>10.4 The Council Members to retire by rotation shall be those who have been longest in office since the last election but as between persons who became or were last elected Council members on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.</p>	<p>Nominations must be submitted no later than 3 months after the financial year end, to allow the ANC sufficient time before AGM to meet and get to know candidates better, as well as sufficient time for sending notice of AGM to members.</p> <p>Please refer to new provision in Article 10.6 for election and retirement of Council Member.</p>
19.	Article 10.5	-	<p><u>10.5 The suitability of any candidates for election or appointment to the Council would be reviewed by an Appointment / Nomination Committee comprising the Chairman (as chair of the committee), the Vice-Chairman, the Honorary Secretary and any other Council members as may be decided by the Council. The role of the Appointment / Nomination Committee is, amongst others, to assess that the candidates proposed would provide diversity to the Council in core skills and competencies and that candidates have personal attributes and commitment that would contribute to the Hospice. The majority approval by the Appointment / Nomination Committee shall be required for the candidates to be put up for election by the members. The Terms of Reference of the Appointment /</u></p>	<p>Formalising the Appointment/Nomination Committee (ANC) and the role and composition in the constitution.</p>

Annex C - Approved by DPH Council and Sector Administrator of MOH

			<p><u>Nomination Committee, including the processes of nomination, shall be decided by the Council. All candidates shall have their suitability reviewed by the Appointment / Nomination Committee before the datestanding for the holding of the Annual General Meetingelection, re-election or such other procedure pursuant to which they shall be elected to the Council.</u></p> <p>10.6 Election shall be on a simple majority vote of the members. All Individual Members and <u>duly appointed representatives of</u> Institutional Members shall be entitled to hold office.</p>	<p>To clarify that an office holder, being an Institutional Member, shall be its duly appointed representative.</p>
20.	Article 10.7	Refer to the original clauses 10.3 and 10.4 above.	<p>10.7</p> <p>a) <u>Each elected Council member shall serve a term of three (3) years ("Term") and retire at the third Annual General Meeting from the date of their election or re-election. Subject to Article 10.7(b), a retiring Council member shall be eligible for re-election.</u></p> <p>b) No Council Membermember shall serve for a continuous period of more than 6 years. The nine years or intermittently over a continuous total period of nine (9) years. The member who has to retire under this Article 10.7(b) may be nominated and re-elected after a lapse of one (1) year.</p> <p>c) <u>Notwithstanding anything to the contrary, the Treasurer and Assistant Treasurer however, may shall not be re-elected to hold the same or related post equivalent</u></p>	<p>Council members to serve a term of 3 years. This is to replace the older rotational mechanism to retire half the Council. To ensure Council renewal, elected Council members cannot serve consecutively for more than 9 years (i.e. three 3-year terms). A mandatory 1 year lapse is needed for re-appointment. This is to align to the Code.</p> <p>Treasurer and Asst Treasurer shall change from a term of 2 years to a term of 4 years consecutively. This is also to align with the Code. To amend, as appropriate, if Council decides on the alternative proposal of Prof Ho.</p>

Annex C - Approved by DPH Council and Sector Administrator of MOH

			<p><u>position</u> for a <u>period of more than four (4)</u> consecutive term of two years. {</p> <p>d) For the purpose<u>purposes</u> of this Article, a year shall mean the period between two Annual General Meetings.}</p>	
21.	Articles 10.8 to 10.14	<p>10.5 Subject to Article 10.3, the Council members shall elect among themselves the following office bearers at the first Council meeting to be held within two weeks after the election at the Annual General Meeting:</p> <ul style="list-style-type: none"> (a) A Chairman (b) A Vice-Chairman (c) An Honorary Secretary (d) An Assistant Honorary Secretary (e) An Honorary Treasurer (f) An Assistant Honorary Treasurer (g) A maximum of 14 Ordinary-Council Members <p>10.7 Any vacancy occurring during the term of office among the members of the Council, may be filled by the Council by co-option.</p> <p>10.8 If there shall be at any time be less than 6 Council members, the remaining Council members shall continue to hold office and may co-opt members to fill the vacancies.</p> <p>10.9 All co-opted members shall retire at the next Annual General Meeting but shall be eligible for re-election.</p>	<p>10.8 10.5 Subject to Article 10.3, the<u>The</u> <u>elected</u> Council members shall elect among themselves the following office bearers at the first Council meeting to be held within two weeks after the<u>their</u> election at the Annual General Meeting:</p> <ul style="list-style-type: none"> (a) A Chairman (b) A Vice-Chairman (c) An Honorary Secretary (d) An Assistant Honorary Secretary (e) An Honorary Treasurer (f) An Assistant Honorary Treasurer (g) A maximum of 14 Ordinary Council Members <p>10.12-10.7 Any vacancy occurring during the term of office among the members of the Council, may be filled by the Council by co-option, <u>provided the number of co-opted members shall not form more than 50% of the Council.</u></p> <p>10.1310.8 If there shall be at any time be less than 6<u>the number of</u> Council members fall below 6, the remaining Council members shall continue<u>be deemed to hold office and may constitute a valid Council for the purpose of co-opting members to meet the minimum number and for this purpose only, provided the number of</u> co-opted members to fill<u>shall not form more than 50% of the</u> vacancies<u>Council.</u></p> <p>10.1410.9 All co-opted <u>Council</u> members shall retire at the next Annual General Meeting but shall<u>and</u> be eligible for re-election <u>and shall be deemed to have served the first year of their Term upon such re-election.</u></p>	<p>Co-opted members must not form more than 50% of the Council as a safeguard so that Council does not constitute more than 50% of un-elected members.</p> <p>Where the number of Council Members fall below 6, the remaining Council Members remain valid only for purposes of co-option members to meet the minimum requirements.</p> <p>To provide that co-opted members shall be deemed to have served his/her first year of Term if he/she has served for part of the year. This is for ease of administration.</p>

Annex C - Approved by DPH Council and Sector Administrator of MOH

22.	Articles 11.2 to 11.3	<p>11.2 In addition to all powers herein expressly conferred upon them, and without limiting the generality of the powers under Article 11.1 or any Article, the Council shall have the following powers:-</p> <p>a) To expend the funds of the Hospice in such manner as they shall consider most beneficial for the purposes of the Hospice;</p> <p>b) To enter into contracts on behalf of Hospice and to appoint any Council member or members to sign such contracts in behalf of the Hospice;</p> <p>c) To open and maintain banking accounts in the name of the Hospice and to give all instructions to the bankers in connection with the operation of such accounts;</p> <p>d) To appoint or engage such other staff and employees as the Council shall think fit, on such terms and to discharge such duties as they may think fit and to dismiss any such staff or employee;</p> <p>e) To delegate all or any of their powers to any committee;</p> <p>f) To appoint an Executive Committee consisting of Council members or any combination of Council members and such other person or persons as the Council may think fit (provided that a Council member shall always be Chairman of the Executive Committee) with power to manage the day to day affairs of the Council, to appoint sub-committees to assist in such functions and to exercise such other powers as may be vested on it by the Council from time to time;</p>	<p>11.2 In addition to all powers herein expressly conferred upon them, and without limiting the generality of the powers under Article 11.1 or any Article, the Council shall have the following powers:-</p> <p>a) To expend the funds of the Hospice in such manner as they shall consider most beneficial for the purposes of the Hospice;</p> <p>b) To enter into contracts on behalf of Hospice and to appoint any Council member or members <u>or any employee of the Hospice</u> to sign such contracts in on behalf of the Hospice;</p> <p>c) To open and maintain banking, <u>investment and other</u> accounts in the name of the Hospice and to give all instructions to the bankers in connection with the operation of such accounts;</p> <p>d) To appoint or engage such other staff and employees as the Council shall think fit, on such terms and to discharge such duties as they may think fit and to dismiss any such staff or employee;</p> <p>e) To delegate all or any of their powers to any committee;</p> <p>f) To appoint an Executive Committee consisting of <u>office bearers elected under Article 10.8 and such other</u> Council members or any combination of Council members and such other person or persons as the Council may think fit (provided that a Council member shall always be Chairman of the Executive Committee) with power to manage the day to day affairs of the Council, to appoint sub-committees to assist in such functions and to exercise such other</p>	<p>Editorial amendments and updating of language.</p> <p>To provide that the Executive Committee shall comprise Council members only.</p>

Annex C - Approved by DPH Council and Sector Administrator of MOH

		<p>g) To appoint any other committee or committees consisting of Council Members or any combination of Council members and such other persons or persons as they may think fit (so long as there shall be in the latter case, on each Committee one Council member who shall be the Chairman of that Committee) for any object, power or purpose authorized by these Articles which in the opinion of the Council would be better or more conveniently regulated, managed or carried out by means of a committee; and</p> <p>h) To make, and from time to time to repeal or alter, regulations as to the management if the Hospice and the affairs thereof and as to the duties of any office-bearers or servants of the Hospice and as to the conduct of business by the Council or any committee, and as to any of the matters or things within the powers or under the control of the Council, provided that the same shall not be inconsistent with the Articles.</p> <p>11.3 Funds received by the Hospice shall be deposited forthwith in such bank or banks as may be determined by the Council either in the current or deposit account and official receipts of the same shall be duly issued and signed by the Treasurer or such other persons as may be appointed by the Council for that purpose. Cheques issued by the Hospice shall be signed on its behalf by such persons as may be appointed by the Council and in such manner as may be determined by the Council from time to time.</p>	<p>powers as may be vested on it by the Council from time to time;</p> <p>g) To appoint any other committee or committees consisting of Council Members or any combination of Council members and such other persons or persons as they may think fit (so long as there shall be in the latter case, on each Committee one Council member who shall be the Chairman of that Committee) for any object, power or purpose authorizedauthorised by these Articles which in the opinion of the Council would be better or more conveniently regulated, managed or carried out by means of a committee; and</p> <p>h) To make, and from time to time to repeal or alter, regulations as to the management ifof the Hospice and the affairs thereof and as to the duties of any office-bearers or servantsemployees of the Hospice and as to the conduct of business by the Council or any committee <u>(including their terms of reference)</u>, and as to any of the matters or things within the powers or under the control of the Council, provided that the same shall not be inconsistent with the Articles.</p> <p>11.3 Funds received by the Hospice shall be deposited forthwith ininto such bank or banksaccounts as may be determined by the Council either in the current or deposit account and official receipts of the same shall be duly issued and signed by the Treasurer or such other persons as may be appointed by the Council for that purpose. Cheques issued by the Hospice shall be signed on its behalf by such persons as may be appointed by the Council and in such manner as may be determined by the Council from time to time.</p>	
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Annex C - Approved by DPH Council and Sector Administrator of MOH

		<p>sent by post to each member of the Council at least three days before such meeting, unless urgent circumstances require shorter notice, but the proceedings of any meeting shall not be invalidated by any irregularity in respect of such notice, or by reason of any business being considered which is not comprised in such general particulars.</p> <p>12.2 All questions shall be decided by the votes of the majority of the members of the Council present and voting thereon at a meeting of the Council.</p> <p>-</p> <p>12.3 The Chairman shall chair all meetings of the Council. In his absence from any meeting of the Council, the Vice-Chairman shall chair. In the absence of</p>	<p>by <u>hand, post, electronic mail or other means</u> to each member of the Council at least three days before such meeting, unless urgent circumstances require shorter notice, but the proceedings of any meeting shall not be invalidated by any irregularity in respect of such notice, or by reason of any business being considered which is not comprised in such general particulars.</p> <p>12.4 12.2 All questions, <u>decisions and resolutions</u> shall be decided by the votes of the majority of the members of the Council present and voting thereon at a meeting of the Council.</p> <p><u>12.5 A decision or resolution in writing signed or approved by a majority of the Council members (who are not prohibited by law or this Constitution from voting on such resolutions) and constituting a quorum shall be as effective as a decision or resolution duly passed at a meeting of the Council members or of a committee of Council members duly convened and held. Any such decision or resolution may be contained in a single document or may consist of several documents all in like form, each signed or approved as aforesaid. A decision or resolution pursuant to this Article shall be deemed to have been passed on the date when the decision or resolution is signed or approved by the last Council member constituting a simple majority of the Council members. For the purposes of this Article, 'in writing' and 'signed' include approval by letter, facsimile, electronic mail or any other form of electronic communication or telegraphic communication or means approved by the Council members for such purpose from time to time.</u></p> <p>12.6 12.3 The Chairman shall chair all meetings of the Council. In his absence from any meeting of the Council, the Vice-Chairman shall chair. In the</p>	
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Annex C - Approved by DPH Council and Sector Administrator of MOH

		<p>the Chairman and the Vice-Chairman, a chairman shall be elected by the Council members present at the meeting from among themselves to take the chair. In case of equality of votes, the chairman shall have a second or casting vote.</p> <p>12.4 The Council shall cause minutes to be kept of the proceedings at general meetings of the Hospice and at meetings of the Council, and shall cause entries to be made therein of all resolutions put to the vote and of the result of the voting and any such minutes signed by the Chairman or by a member of the Council present at the meeting shall be sufficient evidence of the due passing of any resolution and of the amount of the majority voting in favour thereof.</p> <p>12.5 The meetings and proceedings of any Committee shall be governed by the provisions herein contained for regulating the proceedings and meetings of the Council so far as the same are applicable thereto and are not superseded by any regulations made by the Council under Article 11.2 (h).</p> <p>12.6 The Council and any Committee appointed by it may act for all purposes notwithstanding any vacancy in their number and all proceedings at any meeting of Council or such Committee shall be valid and effectual notwithstanding that it may be afterwards discovered that any member of the Council or such Committee has not been properly appointed or elected.</p>	<p>absence of the Chairman and the Vice-Chairman, a chairman shall be elected by the Council members present at the meeting from among themselves to take the chair. In case of equality of votes, the chairman shall have a second or casting vote.</p> <p>12.7—12.4 The Council shall cause minutes to be kept of the proceedings at general meetings of the Hospice and at meetings of the Council, and shall cause entries to be made therein of all resolutions put to the vote and of the result of the voting and any such minutes signed by the Chairman or by a member of the Council present at the meeting shall be sufficient evidence of the due passing of any resolution and of the amount of the majority voting in favour thereof.</p> <p>12.8 12.5 The meetings and proceedings of any Committee shall be governed by the provisions herein contained for regulating the proceedings and meetings of the Council so far as the same are applicable thereto and are not superseded by any regulations made by the Council under Article 11.2 (h).</p> <p>12.9 12.6 The Council and any Committee appointed by it may act for all purposes notwithstanding any vacancy in their number and all proceedings at any meeting of Council or such Committee shall be valid and effectual notwithstanding that it may be afterwards discovered that any member of the Council or such Committee has not been properly appointed or elected.</p>	
24.	Articles 13.2, 13.4 and 13.5	<p>13.2 The Council shall cause true accounts to be kept:-</p> <p>...</p> <p>c) Of all sales and purchases of goods by the Hospice.</p>	<p>13.2 The Council shall cause true accounts to be kept:-</p> <p>...</p> <p>c) Of all sales and purchases of goods <u>and services</u> by the Hospice.</p>	Editorial amendments.

Annex C - Approved by DPH Council and Sector Administrator of MOH

		<p>13.4 The Council shall lay before the Annual General Meeting of the Hospice the income and expenditure accounts of the Hospice for the last preceding financial year and balance sheet for the year ending on the 31st March of such year. Such account and balance sheet shall be accompanied by a report of the Council as to the state of affairs of the Hospice and a report of the Auditors of the Hospice. The financial year shall be from 1st April to 31st March of the following year.</p> <p>13.5 The Council shall arrange for the accounts to be audited yearly by the Auditors of the Hospice. The Auditors to be appointed by the Hospice at the Annual General Meeting shall be approved company auditors within the meaning of the Companies Act (Cap 50). They may be re-appointed year after year and may be required by the Chairman to audit the Hospice's accounts for any period within their tenure of office at any date and make a report to the Council.</p>	<p>13.4 The Council shall lay before the Annual General Meeting of the Hospice the income and expenditure accounts <u>audited financial statements</u> of the Hospice for the last preceding financial year and balance sheet for the year ending on the 31st March of such year. Such account and balance sheet shall be accompanied by <u>together with</u> a report of the Council as to the state of affairs of the Hospice and a report of the <u>Independent</u> Auditors of the Hospice. The financial year shall be from 1st April to 31st March of the following year <u>or such other periods as may be decided by the Council.</u></p> <p>13.5 The Council shall arrange for the accounts <u>financial statements</u> to be audited yearly by the <u>Independent</u> Auditors of the Hospice. The <u>Independent</u> Auditors to be appointed by the Hospice at the Annual General Meeting shall be approved company auditors within the meaning of the Companies Act (Cap 50) <u>a public accountant, an accounting corporation, an accounting firm or an accounting limited liability partnership.</u> They may be re-appointed year after year and may be required by the Chairman to audit the Hospice's accounts for any period within their tenure of office at any date and make a report to the Council</p>	<p>Allowing change of financial year end if needed</p>
25.	Article 14.	<p>There shall be established an Endowment Fund. No capital of the Endowment Fund shall be expended without the approval of members of the Hospice at a general meeting. Amounts in excess of capital earned (which for the avoidance of doubt shall include net income, dividends, interest, accumulated surplus and fair value gain) shall be applied by the Council for the purposes of the Hospice in accordance with Article 13.</p>	<p>There shall be established an Endowment Fund. No capital of the Endowment Fund shall be expended without the approval of members of the Hospice at a general meeting. Amounts <u>earned</u> in excess of <u>the</u> capital earned (which for the avoidance of doubt shall include net income, dividends, interest, accumulated surplus and fair value gain) shall be applied by the Council for the purposes of the Hospice in accordance with Article 13.</p>	<p>Editorial amendments.</p>
26.	Article 16.	<p>A notice may be served upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such</p>	<p><u>A16.1 Any</u> notice, <u>document or communication</u> may be served upon or delivered to</p>	<p>Updating the Constitution to permit notices to be provided via electronic means.</p>

Annex C - Approved by DPH Council and Sector Administrator of MOH

		<p>member at his address in the Register of Members and shall be deemed to have been served at the time when the letter containing the same would have been delivered in the ordinary course of post, except in the case of a notice of a meeting when it shall be deemed to have been served at the expiration of twenty-four hours after the posting of such notice and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and posted.</p>	<p>any member, either <u>by any of the following means</u></p> <p>a) personally;</p> <p>b) by sending it through the post in a prepaid letter <u>cover</u> addressed to such member at his <u>last known</u> address in provided to the Register of Members and Hospice;</p> <p>c) <u>by delivering it to such address as aforesaid; or</u></p> <p>d) <u>by electronic mail (or other means) addressed to such electronic mail address as may be notified by the member to the Hospice from time to time</u></p> <p><u>Where a notice, document or communication is served or sent by post or delivery, such notice, document or communication shall be deemed to have been</u> be <u>served or delivered</u> at the time when the letter <u>cover</u> containing the same would have been <u>is posted or delivered</u> in the ordinary course of post, except in the case of a notice of a meeting when it shall be deemed to have been served at the expiration of twenty-four hours after the posting of such notice, and in proving such service <u>or delivery,</u> it shall be sufficient to prove that the letter containing the notice <u>such cover</u> was properly addressed and posted <u>or delivered as the case may be.</u></p> <p><u>Where a notice, document or communication is served or sent by electronic mail (or other means), such notice, document or communication shall be deemed to be served or delivered at the time of transmission of the electronic mail (or other means) by the Hospice.</u></p>	
27.	Article 19.7	19.7 The Hospice shall not raise funds from the public for whatever purposes without the prior approval in writing of the	19.7 The Hospice shall not raise funds from the public for whatever purposes without the prior approval in writing of the	To delete specific person from whom approval is required and to provide instead that approval

Annex C - Approved by DPH Council and Sector Administrator of MOH

		Director, Criminal Investigation Department and other relevant authorities.	Director, Criminal Investigation Department and other relevant authorities where required .	must be from the relevant authorities, where required.
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