



LETTER TO MEMBERS ON EXTRAORDINARY GENERAL MEETING 2022

Dear Members of Dover Park Hospice (DPH),

The Governing Council of DPH wishes to convene an Extraordinary General Meeting (EGM) to seek members' approval for the adoption of the revised Dover Park Hospice Constitution 2022.

1. **Extraordinary General Meeting (EGM) 2022.** Due to the ongoing COVID-19 pandemic (COVID) and in view that physical gatherings in large groups are currently not feasible, an EGM will be held on Saturday, 23rd day of April 2022 at 2.00 p.m. (Singapore Time) as a virtual meeting via Zoom.¹
2. Please refer to the attached Notice of EGM and Agenda (Annex A).
3. **Background on Revision of DPH Constitution.** Since the adoption of certain amendments to the Constitution in 2017, much have changed in the Singapore society and with an ageing population, Dover Park Hospice (DPH) continues to be one of the leaders in Singapore palliative care scene. Over the past few years and with the sudden emergence of COVID, there is a need to keep abreast DPH's constitution to keep tandem with Commissioner of Charity (COC) guidelines and best practices.

Members' approval is being sought to adopt the revised Constitution of Dover Park Hospice 2022 (as set out in Annex D) in place of DPH's existing Constitution in its entirety. Annex C sets out a table highlighting the changes being made to the existing Constitution.

This revision aims to:

- a. Allow for updated mode of communication, meetings, voting and approvals via electronics and other means in future.
- b. Tighten up processes for membership application, subscription and termination.
- c. Formalise and improve processes to better govern and build in some flexibility in accordance to the Code of Governance for Charities and Institutions of a Public Character (IPC) (Code) and other COC guidelines and best practices.
- d. Update important terms and vocabulary in line with current palliative care practices.

The proposed amendments have been submitted to the Ministry of Health (MOH) for approval. MOH has granted provisional approval subject to approval from the Registry of Societies and the duly approved resolution from the EGM to adopt the proposed amendments.

¹ The EGM will be conducted in accordance with the requirements of the COVID-19 (Temporary Measures) Act 2020 and the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Registered Societies) Order 2020.

4. Key points of the review:

- a. Formalising two committees;
 - i. Executive Committee (for Council members only). Although it was previously mentioned in the constitution, the executive committee (Exco) was not clearly defined. The proposed amendments are meant to align with current practice that Exco members shall comprise office bearers and be elected Council members only.
 - ii. Appointment and Nomination Committee (ANC) to be formalised. Under the Code, the Enhanced Tier of IPC (of which DPH falls under) should have a nomination committee with proper delegated responsibility from the Council to seek suitable candidates, screen nominations, provide different skill sets, diversity, and plan for succession and renewal.
- b. Electronic means for general meetings, Council meetings and other meetings and communication, notices, approvals etc. Due to COVID, temporary measures have been provided for various electronic means. However, there is a need to update various sections within the constitution in order to cater for such use of electronic communications, processes and decision making.
- c. Provide greater flexibility and reasonable timeframe for nomination, candidates review, notice of AGM and voting (if by proxy or electronic means). In view of item 4a.ii. and 4b, it is therefore helpful to allow for more time for the nomination process in order for potential candidates to be considered. Therefore, nominations must be submitted no later than 3 months after the financial year end, thus allowing the ANC sufficient time before the AGM to meet and get to know candidates better, as well as sufficient time for sending notice of AGM to members.
- d. Placing agenda item to a general meeting be at least one week prior and specify nature of business to be transacted. This is for the Honorary Secretary to seek clarification of the item to be discussed to avoid confusion or ambiguity in order for smooth proceeding at a general meeting.
- e. Council members to serve a term of 3 years from the date of their election or re-election. 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 (that is, three 3-year terms). A mandatory 1 year lapse is needed for re-appointment. This is to align to the Code.
- f. Treasurer and Assistant Treasurer shall change from a term of 2 years to a term of 4 years consecutively. This is also to align to the Code.
- g. Provision for DPH to have powers to become a member of a joint venture, consortium, limited liability partnership, partnership, company, society or entity. The world has moved towards more collaborative work today even amongst traditional competitors. Singapore is also moving towards capitated funding (value driven healthcare models) through Regional Health Systems (RHS) and collaboration with community partners. This provision helps DPH to explore collaborations for the purpose of carrying out DPH's objectives.
- h. Council to approve new membership as well as automatic termination for members who are in arrears of their subscriptions. The current application process to be a member is automatic and does not require the approval of the Council. The current membership registry has a number of members that are either in arrears or not contactable. This is to tighten up the process for membership to keep the membership current and active.
- i. Co-opted members shall not constitute more than 50% of Council, which is a safeguard so that Council does not constitute more than 50% of un-elected members.
- j. Other minor changes are edited for clarity, to be more specific or being practicable to accommodate changes in the future (e.g. allowing change of financial year end if needed).

5. **Proxy Form.** It is important that you fill in and submit the Proxy Form (Annex B) as soon as possible, and in any event, by Thursday, 21 April 2022 at 2.00 p.m. (Singapore Time).

Those who wish to view or listen to the EGM proceedings must indicate so in the Proxy Form, and will be provided with further details. Softcopy of which is also accessible at <https://www.doverpark.org.sg/EGM2022>.

As voting will not be carried out at the EGM itself, the only way for a member to vote on the resolutions tabled at the EGM is to complete the Proxy Form to appoint the Chairman of the EGM as his/her proxy to vote on his/her behalf. The appointment of the Chairman as a member's proxy will also allow the member to count towards the quorum.

6. **Other Matters**

Questions. Members wishing to raise any questions in relation to the resolutions tabled at the EGM should submit the same as soon as possible and in any event by Monday, 18 April 2022.

7. **FAQs on Arrangements for Virtual EGM.** For further information, please refer to the FAQs in relation to the arrangements for the virtual EGM (Annex F).

If you have problems with viewing or listening to the EGM proceedings on Saturday, 23 April 2022, please call DPH IT support at any of the following numbers: 65000649 or 65082799.

If you need assistance with setting up and/or conducting a test run prior to the EGM, please contact our IT support before Monday, 18 April 2022 to arrange for an appointment via email at gary_lee@doverpark.sg.

8. **Next Step Upon Approval by EGM**

Upon the approval of members of the revised DPH Constitution 2022 through the EGM, DPH Secretariat will submit the proposed amendments and COC/Sector Administrator's Letter of Approval to the Registry of Societies (ROS). It is estimated that ROS will require a further 2 months for approval.

Upon approval from ROS, DPH Secretariat will proceed to submit the charity profile update with the Minutes of Meeting where the amendments were approved, certified true copy of the amended governing instrument and ROS's notification of approval via the Charity Portal. DPH Secretariat will inform members when the new Constitution has become effective after receipt of the requisite approvals.

9. **Correspondence.** All correspondence and queries relating to the EGM, including the Proxy Form, should be submitted in one of the following ways:

- via email to karen_tan@doverpark.sg;
- via mail to DPH's registered address, at Dover Park Hospice, 10 Jalan Tan Tock Seng, Singapore 308436, Attention: Ms. Karen Tan; or
- via fax to 62547650, Attention: Ms. Karen Tan.

10. **Accompanying Documents.** Please refer to the following accompanying documents which are attached to this letter:

Annex A – Notice of EGM and Agenda

Annex B – Proxy Form for the EGM

Annex C – Table of Amendments

Annex D – Constitution of Dover Park Hospice 2022

Annex E – FAQ for the EGM

This letter, the Notice of EGM and other documents above are published on DPH's website at <https://www.doverpark.org.sg/EGM2022>.

DPH would like to thank all members for their patience and co-operation in supporting the revision and to hold the EGM via virtual means amidst the COVID-19 pandemic.

Yours faithfully,



A/Prof Jeremy Lim
Chairman



Prof Ho Yew Kee
Honorary Secretary

DOVER PARK HOSPICE
7 April 2022