

TRADE ASSOCIATIONS & CHAMBERS  
**MANAGEMENT HANDBOOK**



# ACKNOWLEDGEMENT

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- Association of Electronic Industries Singapore
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- Singapore Precision Engineering and Technology Association
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## DISCLAIMER

This Handbook is an initiative of the Trade Association Committee. It serves as a reference for Trade Associations. Each section is drafted to address the key aspects in the governance and management of Trade Associations.

This Handbook provides general information and best practices which Trade Associations may refer to and adopt to meet its needs. It is in no way meant to be prescriptive and exhaustive, and may not be construed as legal advice on any of the topics discussed herein.

Trade Associations should seek legal help and advice when faced with a claim or legal issue. SCCCI and its employees shall not be liable in anyway whatsoever from the use of this reference.



## Singapore Chinese Chamber of Commerce & Industry

Established in 1906, the Singapore Chinese Chamber of Commerce & Industry (SCCCI) is the apex body of the Chinese business community in Singapore. With a membership network comprising some 5,000 corporate members and more than 160 trade association members representing over 40,000 companies from a wide spectrum of trades and industries, SCCCI plays a key and pro-active role in driving the development of trade associations.

With the support of JTC Corporation and SPRING Singapore, the new Trade Association Hub (TA Hub) is an initiative of SCCCI to create a vibrant ecosystem for TACs to strengthen collaboration, share resources and capitalise on synergies to embark on industry programmes to help our local enterprises transform, embrace innovation and internationalise.

To complement TA Hub, SCCCI has formed the Trade Association Committee (TACOM) as a business-led platform to address and tackle challenges faced by trade associations. Chaired by SCCCI President Mr Roland Ng, TACOM comprises of Presidents and representatives of 12 trade associations, with Senior Minister of State for Trade and Industry, Ms Sim Ann as the Committee's advisor.

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# FOREWORD BY SCCCI PRESIDENT



In the recommendations put up by the Committee on the Future Economy (CFE) earlier this year, Trade Associations and Chambers (TACs) are recognised as valuable multipliers, leading industry-level initiatives and supporting enterprises to upgrade their capabilities, raise productivity, embrace innovation, scale up and internationalise.

For TACs to perform this role well, they first need to be governed effectively with a set of proper management procedures and guidelines. Only then can TACs become more professional and deliver real-value to their members.

With this intention in mind, SCCCI has worked with a select group of our trade association members to produce this TAC Management Handbook. This Handbook contains a compilation of best management practices adopted by SCCCI and other trade associations, and will serve as a useful guide to other TACs. It is an initiative of the Trade Association Committee (TACOM), an action-oriented business-led platform established by SCCCI to drive the growth and development of Trade Associations.

I hope you will find this Handbook a useful resource to strengthen the governance and management of your Association.

**Roland Ng San Tiong**

President

Singapore Chinese Chamber of Commerce & Industry

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# ROLES AND RESPONSIBILITIES OF EXECUTIVE COMMITTEE

## 1.1 Role of the Executive Committee

- a. The Executive Committee (Exco) takes on an executive function and is responsible for the governance of the Trade Association.
- b. The Exco may appoint Committees within the Exco, for example General Affairs and Finance, to take on specific functions.
- c. The Terms of Reference and procedures for electing the Exco members and key appointment holders in the Committees should be articulated clearly in the Constitution.
- d. The Exco should govern the Association in accordance to its Constitution, the Societies Act and Societies Regulation and relevant laws.

## 1.2 Setting of Strategic Direction & Priorities

- a. The Exco sets the overall strategic direction and priorities of the Association.
- b. The strategic direction and priorities would:
  - serve as the blueprint to determine operational plans;
  - direct annual budgets;
  - clarify and guide the Association on its portfolio of programmes and services to better serve the needs of its members.

## 1.3 Orientation of New Exco Members

- a. It is good practice to conduct induction activities to familiarise newly elected Exco members on the role, responsibilities and legal liabilities of office-bearers.

# ROLES AND RESPONSIBILITIES OF EXECUTIVE COMMITTEE

## 1.4 Legal Liability of Exco

- a. The Exco should familiarise themselves with the Constitution, the Societies Act and Societies Regulations, and the Code of Governance for Registered Societies.
- b. The Exco should also be aware of other relevant Acts and Regulations that Associations are required to comply, for example the Competition Act and the Personal Data Protection Act.
- c. Figure 1 provides a broad overview of the various Acts and Regulations governing Trade Associations.



Figure 1: Acts and Regulations governing Trade Associations

# 2 ROLES AND RESPONSIBILITIES OF SECRETARIAT

## 2.1 Role of the Secretariat

- a. The Association Secretariat, led by Executive Director (or equivalent), supports the Executive Committee (Exco) in the day-to-day operations of the Association and the implementation of the programmes in accordance with the strategic direction and priorities spelt out by the Exco.
- b. In general, the functions of the Secretariat include:
  - membership management;
  - financial management and accounting control;
  - organise industry events and programmes to benefit members;
  - liaison with government agencies;
  - provide industry updates and information to members.

## 2.2 Relationship with the Executive Committee

- a. To ensure effective management and operation, it is important to have a regular and open communication between Exco and the Executive Director.
- b. Below are some recommendations of an ideal Exco – Executive Director relationship:
  - Have clear statement of expectations
  - Develop climate of trust
  - Forge a climate of mutual respect
  - Enable regular feedback regarding concerns and areas requiring attention



# ACCOUNTING AND FINANCIAL CONTROLS

Associations should have a Financial Management and Control Manual that sets the financial policies and procedures, as well as the financial management and control systems to be used in various aspects of Associations' operations. The manual may also serve as a guide to the Secretariat in discharging their duties.

As a guide, the manual should provide detailed description on the following components (list is non-exhaustive) of finance management and control:

## 3.1 Policies and Reporting

### 3.1.1 Accounting Records

- a. Associations should ensure that all accounting records are retained in compliance with the prevailing legal and regulatory requirements.
- b. For example, policies relating to the alteration and disposal of records should be articulated clearly in the Manual.

### 3.1.2 Audit Trail

- a. An audit trail gives a step-by-step documented history of a transaction.
- b. It is good practice for Associations to ensure an adequate audit trail for every transaction and to reconcile accounts monthly to identify any outstanding transactions for follow-up action.

### 3.1.3 Annual Budgeting & Cash-flow Projections

- a. Secretariat should prepare an annual budget before the start of each financial year according to the strategic plan directed by the Exco.
- b. Cash-flow projections should be maintained by the Secretariat and submitted to their Exco for review periodically.

### 3.1.4 Related-party Transactions

- a. Associations should disclose any related-party transactions in their financial statements.

# 3 ACCOUNTING AND FINANCIAL CONTROLS

## 3.2 Establish Income Recognition and Control Process

### 3.2.1 Acknowledgement of Income Records and Transactions

- a. There should be proper documentation of income records and transactions.
- b. The Manual should provide description on how membership/events fees payment should be collected, presented and accounted for.
- c. For accountability, finance personnel should reconcile actual collection against system entries and documented records.

### 3.2.2 Refund Policy

- a. Refund policy, if any, should be articulated.
- b. For example, a refund should be made upon fulfilling conditions set out in the manual and supported with reasons and documents.

### 3.2.3 Receipts Procedures

- a. The acknowledgement for collection of monies should be clearly written in the Manual.
- b. For example, only appointed personnel are authorised to receive monies on behalf of the Association; issuance of receipts; security measures and procedures for handling of collections.

## 3.3 Establish Expenditure Control Process

### 3.3.1 Purchasing Process

- a. The limits of approval and the approving authority as determined by the Exco should be articulated in the Manual.
- b. Prior written approval from Approving Authority should be sought before initiating any purchases.
- c. Exceptions where prior approval is not required should be outlined in the Manual.

### 3.3.2 Calling of Quotations and Tenders

- a. Procedures and guidelines for calling of quotations and tender should be outlined in the Manual.

# ACCOUNTING AND FINANCIAL CONTROLS

## 3.3 Establish Expenditure Control Process (continued)

### 3.3.3 Waiver of Competition

- a. Exceptions where waiver of competition can be applied should be outlined in the Manual. For example:
  - goods and services provided by sole agent or specialised service providers;
  - regular supplier;
  - recurring purchases; provided approval has been obtained for its first order and is clearly stated in the invoice.

### 3.3.4 Payment Process

- a. The limits of approval and the approving authority as determined by the Exco should be articulated in the Manual.
  - In general, a minimum of 2 authorised signatories are required for approval of payments.
- b. Compliance procedures for the issuance of payments should be clearly articulated.
- c. For example, all payments should be supported by original invoice and copy of supporting documents that are verified by purchasing staff and finance manager (and/or relevant staff) before submitted to Approving Authorities for approval.

### 3.3.5 Petty Cash Issuing Process

- a. For procurement of goods and services below a stipulated spending limit, payments can be disbursed as petty cash payment.
- b. Manual would spell out process and compliance measures for petty cash payments.
- c. For example, the Petty Cash's requestor should raise the petty cash payment voucher with receipts and supporting documents with prior verbal/written approval for purchases obtained from the relevant approving authority before a Petty Cash claim can be processed.

# 3 ACCOUNTING AND FINANCIAL CONTROLS

## 3.4 Income and Expenditure Management for Projects

### 3.4.1 Maintenance of Project Accounts

- a. Circumstances where a special account would be created for special projects should be articulated.
- b. Manual should provide guidelines on the maintenance of Project Accounts, including:
  - Process for opening and closing of account;
  - Preparation and approval of budget for each project;
  - Control process for income receivables and expenditures.

## 3.5 Financial Reporting and Audit

### 3.5.1 Audit Process

- a. Audit procedures and scope should be clearly articulated.
- b. Associations may consider appointing External and Internal auditors.
- c. For example, external auditors should review and ensure that all financial statements drawn up meet the Singapore Financial Reporting Standards. On the other hand, internal auditors should assist the Exco in evaluating and testing the effectiveness of internal controls that are in place.

### 3.5.2 Monthly Financial Reporting

- a. Financial statements and performance summary reports should be prepared and submitted to the Exco for review and endorsement.

### 3.5.3 Financial Year-end Reporting

- a. Associations should prepare and deliver a draft of yearly financial statements for review by External Auditors.
- b. Audited Statements should be endorsed by the Exco and put up for approval at the Annual General Meeting of the following year.

# ACCOUNTING AND FINANCIAL CONTROLS

## 3.5 Financial Reporting and Audit (continued)

### 3.5.4 Filing of Annual Returns

- a. According to the Registry of Societies (ROS) guideline, Annual Return should be submitted to ROS within one month of every annual general meeting held, or if no meeting is held, within one month after the close of the financial year.
- b. In general, the Annual Return should consist of:
  - the details of the Office- bearers for the year;
  - a copy of the accounts (income and expenditure and balance sheet) of the last financial year of the association, duly certified by the Association's auditors and Exco in accordance with Societies Regulation.

# 4

## SUBSIDIARY MANAGEMENT

### 4.1 Why do Association Form Subsidiaries?

- a. Associations may diversify their operations to include setting up of training institutes or revenue generating entities. In such cases, Associations are encouraged to create subsidiaries to serve its business needs.
- b. In most cases, these are wholly owned subsidiary of Associations.
- c. As a separate legal entity from the Associations, subsidiaries allow Associations to be shielded from the liabilities of their subsidiaries.
- d. Associations may refer to the Companies Act on regulations governing the formation of subsidiaries.
- e. Associations are encouraged to seek legal advice if required.

### 4.2 Features of Wholly Owned Subsidiary

#### 4.2.1 Independence

- a. A subsidiary is a separate and distinct legal entity from the parent Association and should be managed by its own Board of Directors.
- b. The subsidiary Board functions as the subsidiary's governing body and provides oversight of the subsidiary's activities.
- c. In general, parent Associations have the power to hold their subsidiaries accountable for their performance and also the authority to make and cancel appointments with respect to their subsidiaries' Board of Directors.

#### 4.2.2 Legal Risks and Liability

- a. The parent Association in an association-subsidiary relationship is merely a stockholder and will not be liable for the actions, debts, or obligations of its subsidiary.

# 4 SUBSIDIARY MANAGEMENT

## **4.3 Recommendations for Successful Association-Subsidiary Relationship**

### **4.3.1 The relationship between parent Association and Subsidiary is clearly defined**

- a. A clearly defined relationship between parent Association and its subsidiary improves transparency both internally and externally.
- b. It is common practice to align the objective of the Subsidiary with the strategic direction of the Association.

### **4.3.2 Establish a clear line of reporting between Subsidiary and its parent Association**

- a. Set out procedures to improve the information flow between parent Association and Subsidiary.

### **4.3.3 Clarify the rights and responsibilities of the Subsidiary's board**

- a. It is recommended to set up guidelines and protocols on matters affecting the board such as policies on conflicts of interest, board composition and procedures for board meetings.

### **4.3.4 Associations are encouraged to make new filings and disclosures in relation to its subsidiaries. This includes the following –**

- a. Inclusion of financial reports of subsidiaries in Exco papers
- b. Filing annual return covering details of subsidiary to Registrar
- c. Proper maintenance of subsidiary accounts, dividends and profits
- d. Submission of consolidated financial statements covering all subsidiaries at the parent association AGM

# 4

## SUBSIDIARY MANAGEMENT

### 4.3 Recommendations for Successful Association-Subsidiary Relationship (continued)

#### 4.3.5 Subsidiary Board Composition

- a. It is a common practice for Associations to have common directors between the parent Association and subsidiary boards. This helps to ensure consistency in strategic direction and provides a useful connection between the boards of the parent Association and Subsidiary.

#### 4.3.6 Approval levels and decision-making

- a. The actions of subsidiaries require the approval of their parent Associations, especially on matters relating to investment and expenditure, and on significant accounting issues.
- b. Specific approval levels as part of the regular governance process should be in place where Associations must approve the actions or spending plans of their subsidiaries.



# ANNUAL GENERAL MEETING & EXTRAORDINARY GENERAL MEETING

An Association should hold its Annual General Meeting in accordance with the provision in its Constitution

## 5.1 Annual General Meeting (AGM)

### 5.1.1 Purpose of AGM

- a. The purpose of the AGM could include:
  - present previous financial year's audited accounts;
  - election of office-bearers and appointment of auditors for the new accounting term;
  - present annual report on past year activities and upcoming major projects to members.

### 5.1.2 Preparation for AGMs

- a. According to the Code of Governance outlined by ROS, all AGMs should be held within 3 months (latest 6 months) from the close of its financial year.
- b. In general, the Association secretariat should make the following preparations at least 14 days before the AGM
  - i. Send a AGM Notice to all member in writing, including:
    - the details of the meeting;
    - resolutions to be passed and;
    - notice of a member's right to appoint a proxy
  - ii. Send a copy of the following documents to members
    - Financial statements
    - Balance sheets
    - Auditor's report

# ANNUAL GENERAL MEETING & EXTRAORDINARY GENERAL MEETING

## 5.1 Annual General Meeting (AGM) (continued)

### 5.1.3 During AGM

- a. In general, the chairperson of the meeting leads the AGMs.
  - Usually, the President/Chairperson of the Exco will be appointed to assume this role.
  - In his absence, one of the Vice-Presidents should be appointed Chairperson. In the absence of the President and all Vice-Presidents, the members present shall elect a Chairperson.
- b. A minimum number of people must be present at the meeting for it to form a quorum and be considered legally valid.
  - According to ROS Code of Governance, the recommended quorum figure for General Meetings is at least 25% of the total voting membership to present at a General Meeting.
  - There should also be a provision that in the event of there being no quorum at the commencement of a General Meeting, the meeting shall be adjourned for half an hour and should the number then present be insufficient to form a quorum, those present shall be considered a quorum, but they shall have no power to amend any part of the existing Constitution.
- c. At the meetings, each member should have one vote. Unless provided in the Constitution, voting by proxy is not allowed at meetings.
- d. In the event of a tie, the Chairperson is entitled to a vote to break the tie.
- e. The Secretariat should ensure the minutes of the AGM are recorded.

# ANNUAL GENERAL MEETING & EXTRAORDINARY GENERAL MEETING

## 5.2 Extraordinary General Meeting (EOGM)

### 5.2.1 Purpose of EOGM

- a. Procedures to call for an EOGM should be spelled out in the Constitution.
- b. An EOGM may be convened by the Exco to discuss and seek approval from members for any extraordinary matters that requires immediate resolution.
- c. For example, an EOGM may be convened to discuss the following resolutions:
  - Alteration of Constitution;
  - Decisions on mergers;
  - Usage of association fund for special projects;
  - Special circumstances such as departure/replacement of office-bearers.
- d. In general, should three-fourths of the group who have requested to call for an EOGM are not present in person at the EOGM so convened, the meeting shall not proceed and no adjournment should be granted.

# 6 MEMORANDUM OF UNDERSTANDING

Associations may engage in partnership with organisations to explore opportunities of collaboration to achieve common desired outcomes. To formalise the partnership, Associations may sign Memorandum of Understanding (MOU) with partner organisations to define the way parties will work together.

## 6.1 What is a Memorandum of Understanding (MOU)?

- a. An MOU is a non-legal binding document that outlines the relationship between 2 (or more) organisations/association and serve as a tool to facilitate partnership and ensure a smooth working relationship between organisations.
- b. It defines mutual roles and responsibilities, and fosters a strong partnership from which both parties derive benefits.

## 6.2 Process of Developing an MOU

- a. Developing an MOU requires a good mutual understanding of each party's mission and objectives.
- b. In general, an MOU should include the following items:
  - Details the scope of collaboration
  - Validity of MOU
  - Details exactly how each party will collaborate to deliver the desired outcomes
  - Signatures from leadership within the association
- c. Associations should nominate representatives/leaderships within their organisations to authorise and witness the signing of the MOUs.
- d. Signed MOU should be kept and maintained by the Secretariat.

# MEMBERSHIP MANAGEMENT

As a guide, membership management could include the following components:

## 7.1 Membership Recruitment and Induction

- a. Membership Information Kit
  - i. In general, new members should be issued a membership information kit comprising of the following:
    - promotional brochure;
    - association's Constitution;
    - the most recent annual report;
    - details of the subscription scale;
    - details of any codes of practice.
- b. New Members Induction
  - i. To engage new members, Associations should conduct regular induction programme for new members to facilitate their understanding of the Associations' objectives and the services it provides.
- c. New members approval procedures
  - i. New members approval procedures and requirements should be articulated in an Association's Constitution.

## 7.2 Membership Services

- a. How do Associations engage members?
  - i. Associations should actively engage members to provide value-added services for members' benefits.
  - ii. For example, Associations should organise regular activities to engage all members. This could include networking sessions and business seminars which members participate.
  - iii. Set up member communications channel. For example, monthly newsletter, EDMs.
  - iv. Respond to members' enquiries in a timely manner.
  - v. Representing members in providing feedback to government agencies.
  - vi. It is recommended for Associations to provide membership listing, with members' contact.

# MEMBERSHIP MANAGEMENT

## 7.3 Membership Renewal

- a. Membership renewal process
  - i. Provide members with Membership Renewal Notice near the end of membership term. In the notice, state the requirements for renewal and necessary actions to be taken.
  - ii. Timely management of changes to membership database (i.e. renewal, termination etc) to prevent bad debts.

## 7.4 Handling of Membership Information

- a. Compliance to Personal Data Protection Act
  - i. In the handling of members' personal data and information, Associations should ensure that their staff comply with the Personal Data Protection Act (PDPA).

# TRADE ASSOCIATION SERVICES

In general, as leaders of the industry, Trade Association should provide value-added services where their members can derive benefits. Below are some common business services which Associations could provide for their members:

## 8.1 Business Conferences, Seminars and Workshops

Associations can organise business conferences, seminars and workshops regularly to help members network with one another, update themselves with the latest business news and opportunities, acquire good business management practices and understand the Government's economic policies and measures better.

## 8.2 Enabling Internationalisation - Trade Fairs, Investment Talks and Overseas Business Mission

To provide value-added services to members who have an interest in internationalisation, Associations can organise trade missions to lead members to participate in trade fairs and investment talks in regional and international markets regularly. Associations could also work with business partners to conduct trade fairs and investment talks periodically for members within Singapore to connect members to potential trade and investment ventures in Singapore and abroad.

## 8.3 Directory for Members

Associations can help members to increase their business exposure and gain trade opportunities by listing them in their membership listing.

## 8.4 Business Matching Facilities

As leaders of the industry, Associations may receive a wide range of trade and investment enquiries from foreign companies seeking suitable partners in Singapore. As a value-added service to members, Associations can assist to evaluate and disseminate these business contacts to members regularly to facilitate business networking.

# 8 TRADE ASSOCIATION SERVICES

## 8.5 Advocacy and Representation of Members' Business Interests

As a collective voice for the industry, Associations can make representations on behalf of their members on matters pertinent to doing business in Singapore. Exco members of Association may be represented on advisory committees of government bodies and statutory boards, which could help members submit feedback to the Government on policy changes or adjustments.

## 8.6 Publicity and Communication

Associations can be repositories of information and serve as an effective communication channel to members on industry updates and information on policy changes and government schemes for businesses.

## 8.7 Industry Upgrading Projects

Associations could serve as a facilitator to assist members identify new business opportunities and promote capability and productivity upgrading. These could include job redesign, rebranding, technology adoption and internationalisation strategies. Associations can also work with Government agencies to drive capability development of their industries. In the event that government funding is available for such projects, Associations could work with the relevant government agencies to facilitate the applications for such funds.

## 8.8 Training Courses

Associations could organise and conduct training courses for their industries to upgrade the capabilities of workers and staff.

## 8.9 Industry Standards

Associations can take on the role to lead the implementation of standards and best practices for the industry to uplift the professionalism of the trade and facilitate industry transformation.



# GLOSSARY

## **Constitution**

A constitution sets out the functions, reporting line and regulations governing the association.

## **Executive Committee/ Council/ Board of Directors**

Organisational cabinet of executives or directors accountable for collective executive decisions for their Association. Executive Committees may also be referred as the Council or Board of Directors.

## **Executive Director/ Chief Executive Officer/ Secretary-General**

A full-time head of secretariat responsible for an Association's overall operations and performance. As the top executive in an Association, Executive Director serves as the main link between Executive Committee and secretariat. Executive Director is sometimes also referred to as Chief Executive Officer or Secretary-General.

## **Personal Data Protection Act**

The PDPA establishes a data protection law that comprises various rules governing the collection, use, disclosure and care of personal data. It recognises both the rights of individuals to protect their personal data, including rights of access and correction, and the needs of organisations to collect, use or disclose personal data for legitimate and reasonable purposes.

## **President/ Chairperson**

An elected leader recognised as the highest representative of an Association. President serves as Association's official spokesperson. President may also be called the Chairperson.

## **Proxy**

A proxy is a person formally authorised to act on behalf of another person.

## **Quorum**

The quorum for a committee meeting is the minimum number of members required for the meeting to be legally valid.

## **Wholly Owned Subsidiary**

A wholly owned subsidiary is a subsidiary company 100% owned by its parent Association.

# USEFUL REFERENCES

## **Companies Act (Chapter 50)**

<http://statutes.agc.gov.sg/aol/download/0/0/pdf/binaryFile/pdfFile.pdf?Compld:1c2ba10c-ae2b-4ab5-92ea-ffe1ab0a547d>

## **Societies Act (Chapter 311)**

<http://statutes.agc.gov.sg/aol/download/0/0/pdf/binaryFile/pdfFile.pdf?Compld:8bd651b7-c930-440b-b30c-92abbca34d6c>

## **Societies Regulation (Chapter 311, Section 34)**

<http://statutes.agc.gov.sg/aol/download/0/0/pdf/binaryFile/pdfFile.pdf?Compld:de20cc96-4b63-4170-87c5-7d57ab801a88>

## **Registry of Societies FAQ**

[http://www.ifaq.gov.sg/MHA/apps/fcd\\_faqmain.aspx#FAQ\\_4450](http://www.ifaq.gov.sg/MHA/apps/fcd_faqmain.aspx#FAQ_4450)

## **Code of Governance for Registered Society**

[https://www.ros.mha.gov.sg/egg/process/SYSTEM/CM\\_CodeGovernance](https://www.ros.mha.gov.sg/egg/process/SYSTEM/CM_CodeGovernance)

## **Personal Data Protection Act**

<https://www.pdpc.gov.sg/legislation-and-guidelines/overview>