

SINGAPORE LABOUR FOUNDATION ACT

(CHAPTER 302)

Base Versions	Act 9 of 1977	→	REVISED EDITION 1985	
Amended By	S 337/87	→	5 of 2002	→ 21 of 2008

An Act to establish the Singapore Labour Foundation and for matters connected therewith.

[12th December 1977]

PART I

PRELIMINARY

Short title.

1. This Act may be cited as the Singapore Labour Foundation Act.

Interpretation.

2. In this Act, unless the context otherwise requires —

"Board" means the Board of Directors constituted under section 7 (1);

"Chairman" means the Chairman of the Board elected in accordance with section 7 (3);

"director" means a member of the Board of Directors referred to in section 7 (1);

"Foundation" means the Singapore Labour Foundation established under section 3;

"general meeting" means an annual general meeting or extraordinary general meeting of the Foundation;

"member" means a member of the Foundation;

"National Trades Union Congress" means the National Trades Union Congress registered under the Trade Unions Act.

Cap. 333.

PART II

THE FOUNDATION AND THE BOARD

Establishment and incorporation of Foundation.

3. There is hereby established a body corporate, to be known as the Singapore Labour Foundation, which —

- (a) shall have perpetual succession;
- (b) shall have a common seal;
- (c) may sue and be sued in its corporate name;
- (d) may perform such other acts as bodies corporate may by law perform; and
- (e) may exercise such powers as are conferred by this Act.

Objects.

4. The objects of the Foundation shall be to —

- (a) promote the welfare of the members of the trade union movement in Singapore and of the families of the members;
- (b) participate, aid and assist in social, economic or educational programmes and undertakings relating to the development of the trade union movement in Singapore;
- (c) provide bursaries, scholarships and fellowships for —
 - (i) children of members of trade unions affiliated to the National Trades Union Congress and of members of other organisations that are associate affiliates of the National Trades Union Congress;
 - (ii) workers from Singapore or elsewhere who pursue studies or undergo training in Singapore in fields that are relevant to trade unions; and
 - (iii) persons nominated by the National Trades Union Congress to pursue studies in institutions of higher learning in Singapore or elsewhere;
- (d) award fellowship and awards in institutions of higher learning for research in matters relating to the trade union movement;
- (e) establish and maintain industrial rehabilitation centres;
- (f) construct and maintain suitable premises for the use of trade unions and co-operative societies managed by trade unions in Singapore; and
- (g) assist by way of grants, donations or otherwise such charitable, educational or other work, object or endeavour in Singapore or elsewhere as the Board considers desirable in the interests of, or for the furtherance of, the trade union or co-operative movement in Singapore or elsewhere.

Powers.

5. For the purpose of carrying out the objects of the Foundation, the Board may —

- (a) purchase, take on lease, hire, or otherwise acquire any real or personal property which may be considered necessary or convenient for any of the objects of the Foundation;
- (b) sell, manage, lease, mortgage, dispose of, or otherwise deal with, all or any part of the property of the Foundation;
- (c) receive any gift of whatsoever nature for one or more of the objects of the Foundation;
- (d) take such steps by personal or written appeals, public meetings or otherwise, as may, from time to time, be considered necessary or expedient by the Board, to obtain funds for the

Foundation in the shape of contributions, donations, annual subscriptions or otherwise, and generally raise funds by all lawful means to carry out the objects of the Foundation;

(e) borrow money in such manner as the Board may think fit;

(f) invest the moneys of the Foundation not immediately required for its purposes in or upon such investments, securities or property as the Board may think fit, subject nevertheless to such conditions (if any) and such consents (if any) as may, for the time being, be imposed or required by law;

(g) utilise the corpus and income of the Foundation in such manner as the Board may think fit for the purpose of carrying out the objects of the Foundation;

(h) appoint one or more committees consisting of directors alone or any combination of directors and members (so long as there shall be, in the latter case, on each committee one director who shall be chairman of that committee) for any object, power or purpose set out in this Act (other than the power to borrow money) which, in the opinion of the Board, would be better or more conveniently regulated, managed or carried out by means of a committee; and

(i) do all such other lawful acts or things as are necessary, incidental or conducive to the attainment of the objects of the Foundation.

Members of Foundation.

6. —(1) The Foundation shall consist of such number of members as the Board may, from time to time, admit to membership thereof.

(2) Without prejudice to the generality of subsection (1), the Board may admit as members bodies or organisations affiliated to the National Trades Union Congress or any person, company or association who or which is a benefactor of the Foundation.

(3) A member shall pay such entrance fee (if any) and annual subscription as the Board may determine from time to time.

(4) A member may resign from the Foundation at any time by giving notice of his resignation to the Board, but the member shall remain liable for any subscription or other sums as may be due to the Foundation on the date of his resignation.

(5) The Board may at any time terminate the membership of any member —

(a) if he becomes mentally disordered and incapable of managing himself or his affairs;

(b) if he becomes a bankrupt or suspends payment to, or makes any arrangement or composition with, his creditors;

(c) if the member, being a company or an association or a body of persons, corporate or unincorporated, becomes insolvent or suspends payment to, or makes any arrangement or composition with, its creditors or goes into liquidation;

(d) if he fails to pay any annual subscription or other fees due to the Foundation;

(e) if the member, being an affiliate or associate affiliate of the National Trades Union Congress, ceases to be so affiliated;

(f) if a resolution is passed at a general meeting of the Foundation that such member should cease to be a member of the Foundation; or

(g) for such other reason as to the Board may seem just or proper.

Management of the affairs of Foundation.

7. —(1) The affairs of the Foundation shall be managed by a Board of Directors which shall consist of —

- (a) three directors to be appointed by the Minister on the advice of the National Trades Union Congress;
 - (b) two directors to be appointed by the Minister; and
 - (c) two directors to be elected at the annual general meeting of the Foundation.
- (2) The directors shall hold office for a term of 3 years and shall, at the end of their term of office, be eligible for reappointment.
- (3) The Board shall elect a Chairman and a Deputy Chairman from amongst its directors.
- (4) The Minister may, at any time, revoke any appointment made by him under subsection (1) (a) or (b) without assigning any reason therefor; and any director elected under subsection (1) (c) may be removed by a resolution passed at a general meeting of the Foundation.

Engagement of employees.

8. The Board shall engage such employees as it considers necessary and shall regulate their duties and fix their salaries.

General administrative control of the work of Foundation.

9. The Board may appoint one of the directors to exercise, subject to the direction of the Board, general administrative control over the work of the Foundation, and any appointment so made may be honorary, or at the discretion of the Board, remunerated at such rate as the Board may, from time to time, determine.

Meetings of Board.

10. —(1) The Chairman shall summon meetings of the Board as often as may be necessary but not less frequently than once in 3 months.

(2) At every meeting of the Board, 4 directors shall form a quorum, and decisions shall be adopted by a simple majority of the votes of the directors present and voting, except in the case of an equality of votes when the Chairman, or the person presiding at the meeting, shall have a casting vote.

(3) The Chairman, or in his absence the Deputy Chairman, shall preside at meetings of the Board. If both the Chairman and the Deputy Chairman are absent from a meeting of the Board, such director as the directors present shall select shall preside at the meeting.

(4) Subject to subsection (2), the Board shall not be precluded from holding any meeting or acting in any matter merely by reason of any vacancy in its membership.

(5) Subject to the provisions of this Act, the Board may prescribe rules to regulate its own proceedings, and in particular regarding the holdings of meetings, the notice to be given of the meetings, the proceedings of the meeting, the keeping of minutes and the custody, production and inspection of the minutes.

Validity of acts of directors.

11. The acts of a director shall be valid notwithstanding any defect that may subsequently be discovered in his appointment or qualifications.

Annual general meeting.

12. —(1) The Foundation shall hold an annual general meeting as near as may be in the same month each year as determined by the Board.

(2) The business to be transacted at each annual general meeting shall, inter alia, be to —

- (a) consider the annual statements of account and the report of the auditors;
- (b) consider the annual report of the activities of the Foundation;
- (c) appoint auditors in accordance with section 21 and to fix their remuneration;
- (d) elect a director or directors under section 7 (1) (c) if a vacancy exists or vacancies exist; and
- (e) consider any other matter or business affecting the Foundation.

Extra-ordinary general meeting.

13. —(1) Upon receipt of a requisition in writing by at least 100 members or one-quarter of the total number of members, whichever is less, the Secretary to the Board shall forthwith convene an extraordinary general meeting of the Foundation.

(2) The requisition shall state the objects of the meeting and shall be signed by the requisitionists and deposited at the office of the Foundation.

(3) Notwithstanding subsection (1), the Secretary to the Board shall convene an extraordinary general meeting of the Foundation at any time that the Board thinks this necessary and shall, in the notice convening the meeting, state the objects of the meeting.

Notice of general meeting.

14. —(1) The Board shall send a notice of every general meeting to the members at least 14 days prior to any such meeting being held, and the notice shall specify the date, time and place for the holding of the meeting, the nature of the business to be transacted at the meeting and, in case of special business, concise particulars thereof.

(2) The accidental omission to give such notice to, and the non-receipt of the notice by, a member shall not invalidate the proceedings at any meeting.

Venue of general meeting.

15. Every general meeting of the Foundation shall be held at the office of the Foundation or at such other place as may be specified by the Board.

Quorum at general meetings.

16. —(1) One-quarter of the total number of members of the Foundation as recorded in the register of members shall form a quorum at all general meetings.

(2) If, within half an hour after the time appointed for a general meeting, a quorum is not present, the meeting shall stand adjourned to the same day in the next week at the same place and time; and if, at the adjourned meeting, a quorum is not present within half an hour after the time appointed for the meeting, such persons entitled to vote as are present shall constitute a quorum.

(3) The Chairman, or in his absence the Deputy Chairman, shall be entitled to take the chair at any general meeting; but in the absence of the Chairman and the Deputy Chairman, any director, or in the absence of any director any member, appointed by the members present shall be entitled to take the chair.

(4) Every question arising at a general meeting shall, unless a poll be demanded by a member, be decided on a show of hands; and every member present shall be entitled to vote, and in the case of an equality of votes, the person presiding at the meeting shall have a casting vote.

(5) The Board shall cause minutes to be kept of all proceedings at every general meeting of the Foundation.

Custody of documents.

17. The register of members, the minutes of proceedings of all general meetings of the Foundation and of all meetings of the Board and all books of account of the Foundation shall be kept at the office of the Foundation and shall, subject to such rules as may be in force, be open to inspection by members, provided that the written permission of the Chairman or of a director is obtained prior to such inspection.

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Accounts.

18. —(1) The Board shall open and maintain such account or accounts with a bank or banks as it considers necessary.

(2) The Board shall cause proper books of account to be kept with respect to —

- (a) all sums of money received and expended by the Foundation and all matters in respect of which receipt and expenditure takes place;
- (b) all sales and purchases of goods by the Foundation; and
- (c) the assets and liabilities of the Foundation.

PART III

MISCELLANEOUS

Application of income and property.

19. The income and property of the Foundation from wherever derived shall be applied solely towards the promotion of the objects of the Foundation as set out in section 4, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, profit or otherwise to members or directors:

Provided that nothing in this section shall be construed as preventing the payment, in good faith, of —

- (a) remuneration to employees of the Foundation;
- (b) remuneration to the director charged with general administrative control over the work of the Foundation as provided in section 9;
- (c) out-of-pocket and travelling expenses to any director; and
- (d) other proper charges and expenses of the Foundation.

Issue of shares, etc.

19A. As a consequence of the vesting of any property, rights or liabilities of the Government in the Foundation under this Act, or of any capital injection or other investment by the Government in the Foundation in accordance with any written law, the Foundation shall issue such shares or other securities to the Minister for Finance as that Minister may from time to time direct.

Presentation of accounts.

20. The Board shall, at every annual general meeting, cause to be prepared and to be laid before the Foundation an income and expenditure account, a balance-sheet and a financial report in respect of the preceding year.

Auditors.

21. The auditors to be appointed by the Foundation at a general meeting shall be approved company auditors within the meaning of the Companies Act.

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Annual report.

22. The Board shall, as soon as practicable after the close of each financial year, submit to the Minister an annual report on the activities of the Foundation during that year, and the Minister shall cause a copy of every such report to be presented to Parliament.

Protection from liability for bona fide acts.

23. No matter or thing done and no contract of any kind entered into by the Board and no matter or thing done by any director or member or by any employee engaged by the Board shall, if the matter or thing was done or the contract was entered into bona fide for the purpose of carrying out the provisions of this Act, subject any such director, member or employee to any action, liability, claim or demand whatsoever in respect thereof.

Common seal.

24. —(1) The Foundation shall have and may use the common seal which may from time to time be broken, changed, altered or made anew as the Board may think fit.

(2) The Board shall provide for the safe custody of the seal which shall only be used by the authority of the Board and every instrument to which the seal shall be affixed shall be signed by the Chairman or a director and shall be countersigned by a second director or some other person appointed by the Board for the purpose; and such signing shall be sufficient evidence that the common seal of the Foundation has been duly and properly affixed and that the seal is the lawful seal of the Foundation.

Rules.

25. —(1) The Board may make rules, not inconsistent with the provisions of this Act, for the carrying into effect of any of the purposes or provisions of this Act.

(2) All rules made under this section shall be published in the *Gazette*.