

# 2024

## BY LAWS

**ESTEEMEDIA**  
CO-OPERATIVE



# Contents

NAME, ADDRESS AND AREA OF OPERATION .....	2
INTERPRETATION.....	2
OBJECTS.....	4
MEMBERSHIP .....	4
GENERAL MEETING .....	6
COMMITTEE OF MANAGEMENT.....	9
FUNDS OF THE CO-OPERATIVE .....	13
FINANCIAL MATTERS .....	14
BOOKS, DOCUMENTS AND SEAL OF THE CO-OPERATIVE .....	15
AUDITORS.....	16
AUDIT COMMITTEE .....	17
PRESIDENT AND VICE-PRESIDENT.....	17
SPECIFIC DEPOSITS .....	17
GENERAL .....	18

**By-Laws approved at AGM on 4 June 2024**

<b>1</b>	<b>NAME, ADDRESS AND AREA OF OPERATION</b>
1.1	The Co-operative shall be called the EsteeMedia Co-operative Limited.
1.2	The registered address of the Co-operative shall be at 1000 Toa Payoh North, Singapore 318994. Every change of address shall be notified to the Registrar and to any non-members who may be creditors of the Co-operative.
1.3	The area of operation of the Co-operative shall be in Singapore.
<b>2</b>	<b>INTERPRETATION</b>
2.1	In these By-laws, unless the context otherwise requires–
2.1(a)	“Act” means the Co-operative Societies Act (Cap 62) or any amendment thereto for the time being in force in Singapore;
2.1(b)	“allowance” means the remuneration paid to a member of the Committee of Management of the Co-operative in consideration of his voluntary services rendered to the Co-operative on a regular basis pursuant to section 65 of the Act;
2.1(c)	“audit committee” means the audit committee as prescribed in section 36 of the Act;
2.1(d)	“By-laws” means the by-laws of the Co-operative;
2.1(e)	“Central Co-operative Fund” means the fund established under section 71 of the Act;
2.1(f)	“chief executive officer” means the highest-ranking executive appointed by the COM to run the affairs of the Co-operative;
2.1(g)	“Committee of Management” or “COM” means the governing body (by whatever name called) which is responsible for the management of the affairs of the Co-operative;
2.1(h)	“Common Good Fund” means a fund that is used for the benefit of the members of the Co-operative and may also be used for educational, medical, social or charitable purposes;
2.1(i)	“deposit” means money received on current or deposit account and includes subscription capital, but does not include – (i) a deposit that is paid pursuant to a hire-purchase agreement or that is referable to the provision of services or to the giving of security; and (ii) such other deposit as may be prescribed;
2.1(j)	“dividend” means a portion of the net surplus of the Co-operative distributed among the members in proportion to the paid-up subscription capital held by them in the Co-operative.
2.1(k)	“employee” means an individual who is a staff of the Co-operative, whether or not under a contract of service with the Co-operative or appointed by the COM;
2.1(l)	“General Reserve Fund” means a fund that is not marked for any specific purposes and it can serve as a buffer to absorb unanticipated losses which may arise from Co-operative’s operations or investments.
2.1(m)	“financial service” means receiving deposits, granting loans, or such other service of a financial nature as may be prescribed, other than in relation to the carrying on of insurance business within the meaning of the Insurance Act (Cap. 142);
2.1(n)	“honorarium” means a portion of the net surplus of the Co-operative distributed among some or all of the members of the COM in consideration of their services which would not otherwise be remunerated;

## By-Laws approved at AGM on 4 June 2024

2.1(o)	<p>“key employee” means an individual who holds any of the following appointments, or who purports to act in any of the following capacities, whether or not for reward –</p> <ul style="list-style-type: none"> <li>(i) a chief executive officer (whether called general manager or otherwise);</li> <li>(ii) chief operating officer;</li> <li>(iii) a chief financial officer;</li> <li>(iv) a chief investment officer;</li> <li>(v) an appointment analogous to any appointment mentioned in paragraph (i), (ii), (iii) or (iv);</li> </ul>
2.1(p)	<p>“member” means any person duly admitted to the membership of the Co-operative in accordance with the By-laws;</p>
2.1(q)	<p>“net surplus” means the remaining portion of the surplus after provisions have been made for the Central Co-operative Fund and the Singapore Labour Foundation in accordance with section 71 of the Act;</p>
2.1(r)	<p>“officer” includes a chairman, vice-chairman, secretary, assistant secretary, treasurer, assistant treasurer, member of the COM, chief executive officer, member of any committee constituted under the By-laws, employee, internal auditor, liquidator or any other person empowered under the Act, the Rules or the By-laws to give directives with regard to the business of the Co-operative or to supervise such business;</p>
2.1(s)	<p>“Registrar” means the Registrar of Co-operative Societies appointed under section 3(1) of the Act and includes a Deputy Registrar, an Assistant Registrar or a public officer appointed under section 3(1) of the Act, exercising such function, duty or power of the Registrar as is delegated to the Deputy Registrar, Assistant Registrar or public officer (as the case may be) under section 3(2) of the Act;</p>
2.1(t)	<p>“Rules” means the Co-operative Societies Rules 2009 or any rules made under the Act for the time being in force in Singapore;</p>
2.1(u)	<p>“Specific Deposit Account” means the account, pursuant to By-law 13.1 below, to which between 0% to 20% of every member’s subscription will be automatically transferred as at 31<sup>st</sup> December of each year and “specific deposit” means the amount standing to the credit of the Specific Deposit Account at any time;</p>
2.1(v)	<p>“subscription capital” means a regular obligatory savings deposit made by members which is intended to serve as guarantee capital for loans taken or guaranteed by a member and which may not be withdrawn except for such specific purposes and under such conditions as are laid down in the By-laws or except on a termination of membership;</p>
2.1(w)	<p>“surplus” means the economic results of the Co-operative as shown in the audited financial statements of the Co-operative after provisions have been made for depreciation and bad debts.</p>
2.1(x)	<p>“virtual meeting technology” means any technology that allows a person to participate in a meeting without being physically present at the place of meeting.</p>
2.2	<p>Where there is a reference to a number of clear days between 2 events, that number of days is exclusive of the days on which those 2 events happen.</p>
2.3	<p>Words importing the masculine gender shall include the feminine gender and words importing the singular shall include the plural.</p>

**By-Laws approved at AGM on 4 June 2024**

<b>3</b>	<b>OBJECTS</b>
3.1	The objects of the Co-operative shall be–
3.1(a)	to promote the economic interest of its members;
3.1(b)	to encourage thrift, co-operation, self-help and mutual assistance amongst its members;
3.1(c)	to provide financial service to members;
3.1(d)	to establish and operate such co-operative schemes, ventures and projects.
3.2	In furtherance of these objects, the Co-operative shall be at liberty–
3.2(a)	to appoint or to act as representatives and agents for the purpose of carrying on the business of the Co-operative;
3.2(b)	to invest the funds of the Co-operative in accordance with section 69 of the Act;
3.2(c)	to raise funds by obtaining loans from the members and non-members and deposits from members and their immediate family members subject to the Act and the By-laws;
3.2(d)	to purchase, lease, rent, hire, hold, develop, mortgage, sell or otherwise acquire, deal with or dispose of such movable or immovable properties or any portion thereof as may be required for use as shops, offices or for any other purposes of the Co-operative for the conduct of its business and the welfare of the co-operative movement;
3.2(e)	to frame administrative policy and rules and such other regulations as may be required for the proper conduct of the Co-operative's business;
3.2(f)	to do all other things as may be necessary, incidental or conducive to the attainment of any of the objects of the Co-operative; and
3.2(g)	to make donations to such charitable organizations or for such charitable purposes as the COM may decide from time to time.
<b>4</b>	<b>MEMBERSHIP</b>
4.1	Membership of the Co-operative shall be open to all full-time permanent employees of SPH Media Trust Group and its subsidiary companies with effect from 1 December 2021. Members from Singapore Press Holdings Group and Times Publishing Group and their subsidiary companies, will have their membership extended to 31 December 2021 provided these members continue to provide salary deductions under the human resource special arrangement from October to December 2021.
	An individual person applying for the membership of the Co-operative shall:-
4.1 (a)	be 16 years of age or above;
4.1 (b)	be citizens of or residents in Singapore;
4.1 (c)	be of good character;
4.1(d)	not already be a member of any other credit society whose primary object is to grant loans to its members;
4.1 (e)	not be undischarged bankrupts; and
4.1 (f)	not be convicted of an offence punishable with imprisonment.
4.2	Application for membership shall be submitted on-line or in a form prescribed by the COM and shall be accompanied by payment of entrance fee of \$10, provided that such payment shall be refunded where an application for membership has been rejected.
4.3	The COM shall have power to approve or reject any application without assigning any reason therefor provided that an applicant so rejected may appeal in writing to a general meeting of the Co-operative.

## By-Laws approved at AGM on 4 June 2024

4.4	For the admission to membership by the general meeting a majority of two-thirds of those voting shall be necessary.
4.5	The approval or rejection of any application shall be notified to such applicant without delay.
4.6	No member shall exercise any of the rights of a member unless he has made such payment to the Co-operative in respect of membership as prescribed in the By-laws.
4.7	Every member who has been admitted to the membership of the Co-operative shall, on payment of the entrance fee be deemed to have acquired all the rights, duties and liabilities of a member of the Co-operative as laid down in the By-laws.
4.8	Every member shall undertake to furnish the Co-operative with a full and true statement of his liabilities and assets at the time of his application for a loan, whenever required to do so.
4.9	Every member shall, on admission, be given access to the ST Co-operative website to refer to the By-laws and individual Financial Statements.
4.10	The Co-operative must–
4.10(a)	provide to each member, within 6 months after the close of each financial year, a statement of accounts via ST Co-operative website containing particulars of each financial transaction between that member and the Co-operative in that financial year.
4.10(b)	within 10 working days after receiving a member’s request, provide to the member a statement of accounts (in hardcopy form or electronic form) containing particulars of each financial transaction between that member and the Co-operative within 6 months preceding the date of receipt of the member’s request.
4.11	Every member may in writing nominate one person in the presence of at least two witnesses to whom sums due to him shall be paid on his death.
4.12	Every member shall keep the Co-operative informed of any change in his address. All notices posted or sent to his last known address shall be deemed to have been duly served.
4.13	Every member shall, unless otherwise disqualified under the Act or the By-laws, have the right to–
4.13(a)	avail himself of all services of the Co-operative;
4.13(b)	stand for election to office;
4.13(c)	be co-opted to hold office in the Co-operative;
4.13(d)	participate at a general meeting; provided that he is not in default to the Co-operative; and
4.13(e)	enjoy all other rights provided under the By-laws.
4.14	The liability of a member, present or past, shall not exceed the nominal value of the subscription by him. The liability of a past member for the debts of the Co-operative shall cease on the date on which he ceased to be a member.
4.15	The estate of a deceased member, who is not a past member to whom By-law 4.14 applies, shall not be liable for debts of the Co-operative as they existed on the date of his death.
4.16	Membership shall cease by–
4.16(a)	resignation subject to By-law 4.17, 4.18 and 4.19;
4.16(b)	permanent removal of residence beyond Singapore;
4.16(c)	expulsion subject to By-law 4.21 and 4.22; or
4.16(d)	death.

## By-Laws approved at AGM on 4 June 2024

4.17	Any member, who is not liable to the Co-operative may resign from the Co-operative on giving 3 months' notice of resignation in writing. The COM may accept a shorter notice of resignation at its discretion. The effective date of cessation of membership by resignation shall be upon the expiry of the 3 months' notice or such shorter notice accepted by the COM, as the case may be. During the period of notice, such member shall not be eligible to vote or to incur fresh liabilities with the Co-operative.
4.18	Any member, who is indebted to the Co-operative either as borrower or surety, may give notice of his intention to resign from the Co-operative. Such notice shall be invalid unless he is free from all liabilities to the Co-operative either as borrower or surety.
4.19	Any member, who at the time of submitting his resignation is indebted to the Co-operative as borrower and whose total subscription and specific deposit are equal to or greater than the amount of loan outstanding, may be allowed to offset this amount against the said subscription and specific deposit and the balance, if any, shall be paid to him.
4.20	On the cessation of membership by resignation or permanent removal of residence beyond Singapore or expulsion or death, the amount due to the member after deduction of any amount owed by him to the Co-operative shall be paid to him, his nominee or his legal personal representative, as the case may be, at once without profits.
4.21	The Committee shall have power, without reference to the general meeting, to expel any member whose payments to the Co-operative are more than two months in arrears or may at their discretion, impose a fine of at least \$50 for every month or as determined by the COM in which a member is more than two months in arrears provided the member has been given a written notice of the intention to expel him or to impose such fine on him and that he has been given a reasonable opportunity to show cause why he should not be expelled or fined.
4.22	A member who contravenes any of the provisions of the Act, the Rules or the By-laws or acts in any way detrimental to the interests of the Co-operative may be expelled by of not less than two-thirds of the members present and voting at a general meeting upon a charge of which he is informed in writing by the COM at least one week before the meeting.
4.23	The net amount standing to the credit of an expelled member, shall only be refunded to him after the date of the expulsion. An expelled member shall not be entitled to any dividend or interest for the year in which his expulsion took place.
<b>5</b>	<b>GENERAL MEETING</b>
5.1	The supreme authority of the Co-operative shall be vested in the general meeting of members, at which every member has a right to attend and to vote provided always that he is not in default to the Co-operative. No member shall vote on any matter in which he is individually interested.
5.2	There shall be 2 types of general meetings, Annual General Meeting and Extra-Ordinary General Meeting.
5.2(a)	The Co-operative may hold a general meeting – <ul style="list-style-type: none"> <li>(i) at a physical place;</li> <li>(ii) at a physical place and using virtual meeting technology; or</li> <li>(iii) using virtual meeting technology only.</li> </ul> <p>Where the Co-operative holds a general meeting under paragraph 5.2(a)(ii) or 5.2(a)(iii), the general meeting may be held without any number of those participating in the general meeting being together at the same place.</p>
5.2(b)	The COM may determine the format under paragraph 5.2(a) and the virtual meeting technology used for the general meeting, subject to any restrictions duly laid down in a general meeting or in these By-laws.

**By-Laws approved at AGM on 4 June 2024**

5.2(c)	<p>Where a general meeting is held (whether wholly or partly) using virtual meeting technology;</p> <ul style="list-style-type: none"> <li>(i) a reference in these By-laws to any person present at, or attending, the general meeting includes a person who attends the general meeting using virtual meeting technology;</li> <li>(ii) a reference in these By-laws to the vote of, or voting by, a person at the general meeting includes a vote or voting by electronic means or any other means permitted by these By-laws;</li> <li>(iii) a reference in these By-laws to the right of a person to vote at a general meeting includes the right of a person present by virtual meeting technology to vote by electronic means or any other means permitted by these By-laws; and</li> <li>(iv) a reference in these By-laws to members present at a general meeting being at liberty to discuss any matter includes the discussion by members present by virtual meeting technology of the matter by any means of synchronous communication that the COM may determine.</li> </ul>
5.3	<p>An Annual General Meeting shall be convened by the COM and shall be held as soon as practicable but not later than 6 months after the end of the financial year, unless the approval of the Registrar has, within the said period of 6 months, been obtained to extend that period.</p>
5.4	<p>An Extra-Ordinary General Meeting shall be convened by the COM whenever it thinks fit, or on receipt of a requisition for such a meeting signed by at least 20% or 60 of the members of the Co-operative, whichever is the less, stating the objects of the meeting.</p>
5.5	<p>If the COM fails to convene a meeting in accordance with By-law 5.4 within one month after receiving the requisition for the meeting, the members making the requisition shall have power to convene the meeting themselves by notice to all members of the Co-operative stating the objects of the meeting and the fact that the COM has failed to convene the meeting.</p>
5.6	<p>The Registrar or his representative may at any time convene a Special General Meeting and may also direct what matters shall be discussed at the meeting.</p>
5.7	<p>Notice of every general meeting shall be sent to each member entitled to attend the meeting at least 15 clear days prior to the date of the general meeting. The notice shall state the matters for discussions and the resolutions to be proposed and no other subject shall be discussed without the consent of the majority of the members present and voting at such general meeting.</p>
5.8	<p>A copy of each of the following documents must be made available to every member entitled to attend the annual general meeting, at least 15 clear days before the meeting—</p>
5.8(a)	<p>the Co-operative’s annual report, audited financial statements and audit report mentioned in section 34(1) of the Act, including every document required under the Act to be attached to those reports and statements; and</p>
5.8(b)	<p>such other document as the Registrar thinks necessary and directs to be made available.</p>
5.9	<p>The functions of the Annual General Meeting shall be—</p>
5.9(a)	<p>to confirm the minutes of the last Annual General Meeting and any other intervening general meeting;</p>
5.9(b)	<p>to consider the Auditor’s report, the report of the COM and any report made by the Registrar or his representative;</p>
5.9(c)	<p>to approve the financial statements;</p>
5.9(d)	<p>to consider and resolve the manner in which any available net surplus shall be distributed or invested subject to the provisions of the Act and the By-laws;</p>
5.9(e)	<p>to consider and adopt any amendments to the By-laws;</p>
5.9(f)	<p>to elect or remove members of the COM;</p>
5.9(g)	<p>to appoint the External Auditors;</p>



## By-Laws approved at AGM on 4 June 2024

5.9(h)	to consider and authorise the payment of allowance or honorarium and provision of other benefits subject to By-law 6.31;
5.9(i)	to consider and determine the maximum amount the Co-operative may borrow, subject to the provisions of the Act and the By-laws;
5.9(j)	to write off bad debts; and
5.9(k)	to transact any other general business of the Co-operative of which due notice has been given to the members.
5.10	No business shall be transacted at any general meeting unless a quorum of members (or delegates) is present. The quorum necessary for such transaction shall be 20% or 30 of all members qualified to vote, whichever is less.
5.11	If a quorum is not present within 30 minutes after the time fixed for a general meeting, the members (or delegates) present shall form a quorum, except that a general meeting with such reduced quorum shall not have the power to amend the By-laws and any resolution passed at the meeting shall not be valid unless it is passed with a majority of two-thirds of the members present.
5.12	Each individual member shall have only one vote, irrespective of the amount of the subscription capital he holds and that vote shall be exercised in person and not by proxy.
5.13	Except as otherwise provided in the Act or in these By-laws, a question referred to the members present at a general meeting shall be decided by a majority of votes. In the case of an equality of votes, the motion shall be held to be lost. The chairman shall have no casting vote. In the case of election or removal of officers, voting shall be by secret ballot.
5.14	Where it is provided in the Act or in the By-laws that a resolution shall be passed by not less than a prescribed majority of the members present and voting at a general meeting, the resolution shall be deemed to be passed if not less than the prescribed majority of the total number of votes are cast in favour of the resolution.
5.15	In the case of amendment of the By-laws, a resolution to amend the By-laws shall be passed either–
5.15(a)	by not less than three-quarters of the total number of votes at the disposal of the members present and voting at a general meeting duly summoned; or
5.15(b)	if a referendum is held, by not less than three quarters of the votes returned, provided that the voting papers have been sent to all members and that the number of returned votes is not less than one-third of the total membership or 500, whichever is the less, and the returned votes are examined and counted under the supervision of the Registrar.
5.16	No By-law or amendment to a By-law of the Co-operative shall be valid until it has been registered by the Registrar.
5.17	Subject to By-law 5.18, the By-laws and any amendment to the By-laws of the Co-operative shall, when registered, bind the Co-operative and the members thereof to the same extent as if they were signed by each member and contained covenants on the part of each member for himself and his personal representatives to observe all the provisions of the By-laws.
5.18	A member of the Co-operative shall not, without his consent in writing having been first obtained, be bound by any amendment of the By-laws registered after he became a member, if and so far as that amendment–
5.18(a)	increases (in any other way) his liability to contribute to the subscription capital of the Co-operative;
5.19	Minutes of the general meeting shall be endorsed by the COM within 60 days after the date on which that general meeting is held.

**By-Laws approved at AGM on 4 June 2024**

5.20	After the minutes of the general meeting have been considered and confirmed at an Annual General Meeting, the COM shall cause those minutes to be entered in the minute book within 30 days after the date on which the Annual General Meeting is held.
5.21	Minutes of the general meeting shall contain–
5.21(a)	the number of members present at the meeting;
5.21(b)	the name of the chairman who presided;
5.21(c)	the time the meeting commenced and ended; and
5.21(d)	all resolutions and decisions made at the meeting.
5.22	The minutes of each meeting shall be read or shall be taken as read if previously circulated at the next meeting and shall, if confirmed or after amendment, be signed by the chairman of that meeting and the secretary, and when so signed shall be evidence of anything contained therein.
<b>6</b>	<b>COMMITTEE OF MANAGEMENT</b>
6.1	The control of the affairs of the Co-operative shall be entrusted to a COM consisting of not less than 5 and not more than 11 individuals (each of whom need not be a member of the Co-operative).
6.2	The COM shall comprise at least a majority of individuals who are independent of the Co-operative in the manner prescribed in the Rules.
6.3	The nomination of candidates to the COM must be made on the nomination form prescribed by the Co-operative, which shall be available to candidates at the Co-operative’s office or on its website. The completed nomination form must be signed by the candidate, his proposer and seconder. The proposer and seconder must be members of the Co-operative. The completed form must be submitted to the Co-operative on or before the deadline stipulated by the Co-operative.
6.4	All members of the COM shall be elected triennially at the Annual General Meeting of the Co-operative and shall be eligible for re-election unless otherwise restricted in these By-laws. All motions to table the election or re-election of a member of the COM must be supported by a member of the Co-operative and seconded by another member of the Co-operative, and the members of the Co-operative supporting and/or seconding such motion shall not themselves be standing for election or re-election at the same Annual General Meeting. In addition, the proposer or seconder must have at least two years of membership with the Co-operative.
6.5	A motion for the election of 2 or more individuals as members of the COM by a single resolution at a general meeting shall not be made unless a resolution that it shall be so made has first been agreed to by the meeting without any vote being given against it.
6.6	A resolution passed in pursuance of a motion made in contravention of By-law 6.5 shall be void, whether or not its being so moved was objected to at the time.
6.7	Where a resolution pursuant to a motion made in contravention of By-law 6.5 is passed, no provision for the automatic re-election of retiring members of the COM in default of another election shall apply.
6.8	A motion for approving an individual’s election, or for nominating an individual for election, must be treated as a motion for the individual’s election.
6.9	If, during the term of office of the COM, a vacancy occurs in the COM, the COM may, and if the number of members falls below 5, shall, co-opt an individual (who need not be a member of the Co-operative) to serve on the COM until the next general meeting of the Co-operative.
6.10	The chairman, secretary, treasurer and other officers shall be elected by the members of the COM from among themselves within seven days from the date of the general meeting.

**By-Laws approved at AGM on 4 June 2024**

6.11	The COM may appoint, at any time and whether or not there is any vacancy in the COM, up to 2 individuals (each of whom need not be a member of the Co-operative) to serve in the COM until the next general meeting of the Co-operative. The appointment must be approved by a majority of all of the existing members of the COM.
6.12	An individual is not eligible for membership of the COM, to be a key employee, or remain a member of the COM or a key employee—
6.12(a)	if he is under 21 years of age;
6.12(b)	if he is not - (i) a citizen of Singapore; or (ii) subject to section 60(2) of the Act, he is not resident in Singapore; except with approval of the Registrar;
6.12(c)	if he is an undischarged bankrupt (whether he was adjudicated bankrupt by a Singapore court or a foreign court having jurisdiction in bankruptcy);
6.12(d)	Except with Registrar’s written approval, if he has been convicted, whether in Singapore or elsewhere, of any offence (not being an offence under the Act) involving fraud or dishonesty.
6.12(e)	If he has been convicted of an offence under the Act;
6.12(f)	If he has been dismissed as an employee of a Co-operative; or
6.12(g)	except with the Registrar’s written approval, if he has previously been removed by the Registrar from the COM of any Co-operative, or suspended by the Registrar, under section 94(1) or 94A(1) of the Act;
6.12(h)	he becomes ineligible under any of the By-laws;
6.12(i)	he has been found to have previously misused or mismanaged the funds of a co-operative;
6.12(j)	he has an outstanding loan in excess of his own paid-up subscription capital and specific deposit; or
6.12(k)	he has been a member for less than one (1) year.
6.13	The COM shall suspend a member of the COM or a key employee from being a member of the COM or a key employee, respectively, if any proceedings are instituted against the member of the COM or the key employee in respect of any offence involving fraud or dishonesty.
6.14	Except with the Registrar’s written approval, an individual is not eligible to be re-elected or co-opted as a member of the COM, if the individual fails to complete such training, or comply with such other requirements, as may be specified in the Rules within such time as may be specified in the Rules.
6.15	A member of the COM shall cease to hold office if—
6.15(a)	he becomes ineligible for membership of the COM in accordance with By-law 6.12.
6.15(b)	he passes away;
6.15(c)	he becomes legally or mentally unsound;
6.15(d)	he gives notice of resignation to the COM;
6.15(e)	he is removed by a general meeting; or
6.15(f)	he fails to be present at three consecutive meetings of the COM without satisfactory reasons acceptable to the COM.
6.16	A member of the COM, who resigns under By-law 6.15(d) shall not be eligible for election to the COM until after an interval of not less than one year.
6.17	A member of the COM who ceases to be a member under By-law 6.15(e) or (f) shall not be eligible for election until after an interval of not less than two years.

## By-Laws approved at AGM on 4 June 2024

6.18	The COM shall have power to appoint committees or sub-committees from among themselves or the employees or members of the Co-operative to be in charge of the daily efficient functioning of the Co-operative or for any other purposes, which it may deem fit.
6.19	The COM shall represent the Co-operative before all competent public authorities and in all dealings and transactions with third persons, with power to institute or defend suits brought in the name of or against the Co-operative and, in general, direct and supervise the business and property of the Co-operative and shall exercise all the necessary powers to ensure the full and proper administration and management of the affairs of the Co-operative, except those powers reserved for the general meeting of members and subject to any restrictions duly laid down in a general meeting or in the By-laws.
6.20	Without limiting the generality of By-law 6.19, the duties and powers of the COM are—
6.20(a)	to consider and approve or reject applications for membership of the Co-operative;
6.20(b)	to call for and regularly examine reports from committees or sub-committees or officers or employees which will disclose the true position of the Co-operative, its operations and financial conditions;
6.20(c)	to appoint committees or sub-committees;
6.20(d)	to keep members informed of the progress of the Co-operative and encourage interest and a sense of ownership on the part of the members;
6.20(e)	to present to the Annual General Meeting of the Co-operative an annual report on the activities of the Co-operative during the preceding financial year, together with the audited financial statements of the Co-operative, and the auditor's report for the year, and such other documents as the Registrar may direct;
6.20(f)	to prepare and present to the Annual General Meeting of the Co-operative a proposal for the distribution of any net surplus accrued during the preceding financial year, in accordance with the Act and the By-laws;
6.20(g)	to make a report to the Annual General Meeting of the work of the COM during the preceding financial year with such recommendations as they deem necessary to maintain or improve the service provided by the Co-operative to members;
6.20(h)	to consider and take immediate action on matters reported by the Registrar, the audit committee or the auditor;
6.20(i)	to exercise any or all the powers conferred in these By-laws;
6.20(j)	to sanction additional expenditure up to a maximum, as may be prescribed by members at a general meeting, in excess of the approved budget for any one year; and
6.20(k)	to carry on the business of the Co-operative generally and to frame rules for the conduct of such business as may be necessary.
6.21	A full and correct record shall be kept of all proceedings of the COM in carrying out its duties, and the records shall be available for inspection by the Registrar and by the auditor.
6.22	The COM may appoint, on such terms and conditions as it thinks fit, a chief executive officer to administer and manage the affairs of the Co-operative and may employ such other persons as it considers necessary to assist the chief executive officer in the discharge of his duties. Where a full-time chief executive officer is appointed, all or any of the duties of the secretary or treasurer, or both may be delegated to such chief executive officer. Where all duties of the secretary or treasurer, or both are so delegated, the Co-operative may operate without electing a secretary or treasurer, or both.
6.23	The COM shall meet as often as the business of the Co-operative may require and in any case not less frequently than once in every three months. Notice of every meeting of the COM shall be sent to each member of the COM at least 7 clear days prior to the date of the meeting.

## By-Laws approved at AGM on 4 June 2024

6.24	The quorum for a meeting of the COM shall be half of the number of its members. Decisions shall be taken on a simple majority of votes. The chairman shall have no casting vote. No member of the COM shall vote on any matter in which he is individually interested.
6.25	Minutes of COM meetings shall be recorded by the secretary in the minute book within 60 days after the date on which the meeting is held and shall include–
6.25(a)	the number and names of those present;
6.25(b)	the name of the chairman of the meeting; and
6.25(c)	a brief record of business done and decisions taken including whether each decision was taken unanimously or by a majority.
6.26	In the conduct of the affairs of the Co-operative, a member of the COM shall at all times act honestly and use reasonable diligence in the discharge of the duties of his office.
6.27	No member of the COM shall, during their term of office, be granted loans in excess of their paid-up subscription. He shall not be allowed to stand as a surety for any loan.
6.28	A member of the COM who is in any way, whether directly or indirectly, interested in a transaction or proposed transaction with the Co-operative shall as soon as practicable after the relevant facts have come to his knowledge declare the nature and extent of his interest at a meeting of the COM.
6.29	A member of the COM who holds any office or possesses any property whereby, whether directly or indirectly, duties or interests might be created in conflict with his duties or interests as a member of the COM shall declare at a meeting of the COM the fact and nature, character and extent of the conflict. The declaration shall be made–
6.29(a)	after he becomes a member of the COM; or
6.29(b)	if he is already a member of the COM, then after he commenced to hold office or to possess the property, as the case requires.
6.30	The secretary shall record every declaration made pursuant to By-laws 6.28 and 6.29 in the minutes of the meeting at which the declaration was made.
6.31	Where the COM has appointed a person as a chief executive officer or a committee or sub-committee to administer and manage the affairs of the Co-operative, such appointment shall not absolve the COM from its responsibility for the proper direction of the affairs of the Co-operative.
6.32	A member of the COM, who is not an employee of the Co-operative, may receive an honorarium or allowance (but not both) and other benefits from the Co-operative, provided that the payment of such honorarium or allowance and the provision of any such benefits have been authorised by a resolution to that effect passed by a general meeting of the Co-operative.
6.33	The duties of the chairman shall include the following–
6.33(a)	To provide leadership to the COM as to how its functions and responsibilities should be carried out;
6.33(b)	to preside at all general meetings of the Co-operative and all meetings of the COM;
6.33(c)	to exercise general supervision over the officers and employees of the Co-operative;
6.33(d)	to represent the Co-operative for any purposes as the COM may decide;
6.33(e)	to certify or sign appropriate documents, returns and statements required under the Act, the Rules, the By-laws or any direction of the COM; and
6.33(f)	to perform such other duties specified in these By-laws or entrusted to him by the COM.
6.33(g)	In the absence of the chairman, his duties shall be carried out by the vice-chairman or in the absence of both the chairman and the vice-chairman, by any other person elected by a majority of those present at that meeting.

## By-Laws approved at AGM on 4 June 2024

6.34	The duties of the secretary shall include the following–
6.34(a)	to maintain, correctly and up-to-date, all the records, papers and registers of the Co-operative;
6.34(b)	to keep an inventory of the property belonging to the Co-operative;
6.34(c)	to sign on behalf of the COM and conduct its correspondence;
6.34(d)	to summon and attend the general meetings and meetings of the COM and to record the proceedings of such meetings in a minutes book;
6.34(e)	to submit all minutes of meetings and such information, returns and statements required under the Act or called for by the Registrar within the prescribed period; and
6.34(f)	to conduct the ordinary business of the Co-operative and perform all the duties entrusted to him by the COM or specified in these By-laws.
6.35	The duties of the treasurer shall include the following–
6.35(a)	to take charge of all financial transactions of the Co-operative including all moneys received by the Co-operative from a bank, members or others and to make disbursements in accordance with the directions of the COM;
6.35(b)	to prepare or cause to be prepared all receipts, vouchers, financial statements and documents required by the By-laws or called for by the COM;
6.35(c)	to be responsible for the proper and punctual keeping of all the accounts and books of accounts of the Co-operative; and
6.35(d)	to perform all the duties entrusted to him by the COM or specified in these By-laws.
6.36	The duties of the chief executive officer shall include the following–
6.36(a)	to manage the business and property of the Co-operative;
6.36(b)	to attend all meetings of the Co-operative and of the COM and to carry out all the instructions of the COM;
6.36(c)	to record or cause to be recorded the whole of the transactions of the Co-operative in the books prescribed for that purpose; and
6.36(d)	to perform all or any of the duties of the secretary or treasurer as may be entrusted to him by the COM.
6.37	The offices of chairman and chief executive officer shall not be held by one and the same person.
6.38	Where the COM appoints a person as a chief executive officer of the Co-operative, the duties of the secretary or the treasurer of the Co-operative may be modified or altered by the COM, taking into account the duties assigned by the COM to the chief executive officer.
<b>7</b>	<b>FUNDS OF THE CO-OPERATIVE</b>
7.1	The funds of the Co-operative shall consist of–
7.1(a)	subscription capital;
7.1(b)	members' deposits;
7.1(c)	Common Good Fund; and
7.1(d)	General Reserve Fund.
7.2	The use of the Co-operative's funds shall be in line with the objects of the Co-operative.

## By-Laws approved at AGM on 4 June 2024

7.3	The minimum subscription per month shall be \$10.00, and shall not exceed 25% of the basic salary or such other amount as determined by the COM, whichever is lower. The rate of subscription shall not be changed more than twice in any one financial year without the consent of the COM. All increases in the rates of subscription shall be notified to the Co-operative during the first half of the year not later than 20th of each month (application without payslip will NOT be processed) and no further increase in monthly subscription would be allowed during the second half of the year up to 31st December.
7.4	Every member may subscribe to such savings schemes as the COM may from time to time introduce. The COM shall adopt such rules and regulations governing savings schemes as it may deem fit.
7.5	All monthly payments due to the Co-operative by members shall be recoverable by deduction from the monthly salary through their respective employers who shall forward all sums deducted to the Co-operative or with the approval of the COM, collected through GIRO.
7.6	Every member shall agree to the deduction of all payments due to the Co-operative by his employer and shall sign for the full amount of his salary as if such deduction has not been made.
7.7	Notice in writing shall be given of the withdrawal leaving minimum \$10/- to continue as a membership. Member will receive cheque or amount be credited to the members bank account within two weeks. A member may not withdraw any subscription capital and/or specific deposit held by him with the Co-operative unless he is free from all liabilities to the Co-operative either as borrower or as surety.
7.8	The Committee shall have discretion to accept or to refuse such withdrawal as referred to in By-law 7.7.
7.9	A member may be eligible to apply for a loan from the Co-operative under such terms and conditions as the COM may from time to time adopt.
<b>8</b>	<b>FINANCIAL MATTERS</b>
8.1	The financial year of the Co-operative shall begin on 1st January and end on 31st December.
8.2	The Co-operative shall contribute–
8.2(a)	5% (or any other rate as may be prescribed in the Rules) of the first \$500,000 of the surplus resulting from the operations of the Co-operative during the preceding financial year to the Central Co-operative Fund; and
8.2(b)	20% (or any other rate as may be prescribed in the Rules) of any surplus in excess of \$500,000 of the surplus resulting from the operations of the Co-operative during the preceding financial year to the Central Co-operative Fund or the Singapore Labour Foundation as the Co-operative may opt.
8.3	The remainder of the surplus of the Co-operative may be distributed in one or more of the following ways at the discretion of the general meeting–
8.3(a)	subject to section 72(2) of the Act, by payment of a dividend not exceeding 10% pro rata on the amount of shares, subscription and bonus shares held by members as at the end of the financial year for which the net surplus is distributed;
8.3(b)	by payment of honoraria to some or all of the members of the COM in consideration of their services which would not otherwise be remunerated subject to section 65(1) of the Act and By-law 6.32;
8.3(c)	by contribution to a Common Good Fund;
8.3(d)	by contribution to a General Reserve Fund;
8.3(e)	in any other manner as approved by the general meeting in accordance with the provisions of the Act and these By-laws.

## By-Laws approved at AGM on 4 June 2024

8.4	A member whose name appeared in the book of the Co-operative on the last day of the financial year shall be eligible to draw dividend when declared subject to any restrictions imposed in these By-laws.
8.5	Dividend shall be paid by cheque or credited to the member's bank account unless the COM decides to credit such dividend to his savings or specific deposit account.
8.6	The COM shall open or cause to be opened in the name of the Co-operative such account with any bank registered under the Banking Act to which all monies received shall be deposited.
8.7	The signing mandate for payments via cheque or online banking platform shall be–
8.7(a)	All cheques or payments made via online banking platform shall be signed by any three signatories authorised by the COM for this purpose.
8.8	Receipts shall be issued for all monies paid to the Co-operative. All receipts shall be signed by the Treasurer or any other member of the COM authorised by the COM for this purpose.
8.9	The Co-operative shall as soon as practicable but not later than 6 months after the close of the financial year, submit to the Registrar one copy of the audited financial statements of the Co-operative and the audit report of that year.
8.10	The Co-operative shall not grant a loan to any person except a member of the Co-operative.
8.11	The Co-operative shall have power to take loans from non-members, provided that the Co-operative shall determine from time to time at a general meeting the maximum liability which it may incur in loans from non-members. The Co-operative shall obtain approval from the Registrar on the maximum liability which it may incur in loans from non-members.
8.12	The Co-operative shall have power to take loans or deposits from members and their immediate family members provided that the Co-operative shall determine from time to time at a general meeting the maximum liability which it may incur in loans or deposits from members and their immediate family members.
8.13	The Registrar may, at any time, reduce either or both of the maximum liabilities determined under By-laws 8.11 and 8.12 or impose such conditions (either or both of the maximum liabilities as the Registrar thinks necessary).
8.14	The immediate family members referred to in these By-laws are as prescribed in the Rules.
8.15	The COM shall from time to time authorise the maximum amount of cash which may be retained by any officer at any one time.
<b>9</b>	<b>BOOKS, DOCUMENTS AND SEAL OF THE CO-OPERATIVE</b>
9.1	The following books and documents shall be kept–
9.1(a)	Register of Members and Nominees;
9.1(b)	Register of Subscription Capital and Specific Deposits;
9.1(c)	Cash Book;
9.1(d)	Journals and ledgers;
9.1(e)	Inventory of Co-operative's Assets;
9.1(f)	Minutes Books;
9.1(g)	Loan and Deposit Register;
9.1(h)	Copy of the Act, the Rules and the By-laws;
9.1(i)	Administrative policies and rules governing the different funds of the Co-operative; and
9.1(j)	any other books and documents that may be found necessary or prescribed by the Registrar.



**By-Laws approved at AGM on 4 June 2024**

9.2	The Co-operative shall keep a copy of the Act, the Rules, the By-laws and a list of members open to inspection by its members free of charge, at all reasonable time at the registered address of the Co-operative.
<b>10</b>	<b>AUDITORS</b>
10.1	Subject to section 33(1) and (2) of the Act, the books and accounts of the Co-operative shall be audited by an external auditor at least once a year. The auditor shall inspect and audit the accounts and other relevant records of the Co-operative and shall forthwith draw the attention of the Registrar and the Co-operative to any irregularity disclosed by the inspection and audit that is, in his opinion, of sufficient importance to justify his so doing.
10.2	The external auditor shall report–
10.2(a)	whether the financial statements give a true and fair view of the financial transactions and the state of affairs of the Co-operative;
10.2(b)	particulars of non-compliance with any accounting standard or requirement referred to in section 34(5) of the Act, the reasons and effects of the non-compliance, and such other information and explanation as will give a true and fair view of the financial transactions and the state of affairs of the Co-operative; and
10.2(c)	such other matters arising from the audit as he considers should be reported.
10.3	The external auditor shall state in his report whether–
10.3(a)	proper accounting and other records have been kept;
10.3(b)	the receipt, expenditure and investment of monies and the acquisition and disposal of assets by the Co-operative during the year have been in accordance with the Act, the Rules and these By-laws.
10.4	The external auditor may at any other time report to the Registrar and the Co-operative upon any matters arising out of the performance of the audit.
10.5	The external auditor has the right to appear and be heard at any meeting of the audit committee and shall appear before the audit committee when required to do so by the audit committee.
10.6	The audit of the accounts shall include an examination of and report on overdue debts, if any, and an examination of and report on the valuation of assets and liabilities of the Co-operative.
10.7	An external auditor shall have the powers prescribed under the Act. The appointment of the external auditor shall not exceed 5 consecutive years.
10.8	Subject to By-law 10.11, two or more internal auditors shall be elected yearly by and from among members at the Annual General Meeting of the Co-operative.
10.9	The functions of internal auditors shall include but not limited to–
10.9(a)	Review the adequacy and effectiveness of the Co-operative’s internal controls;
10.9(b)	Review the Co-operative’s compliance with its By-laws and relevant regulatory requirements;
10.9(c)	Review the Co-operative’s compliance with its approved policies and processes;
10.9(d)	Report to the audit committee the findings arising from the reviews; and
10.9(e)	Provide recommendations to the audit committee on the possible corrective and preventive actions to address any findings from its reviews.
10.10	An internal auditor may be paid an allowance by the Co-operative for the performance of his duties.
10.11	The COM may recommend to the general meeting the appointment of any organisation or firm as internal auditor. If approved by the general meeting, the election of internal auditor under by-law 10.8 shall be dispensed with.

<b>11</b>	<b>AUDIT COMMITTEE</b>
11.1	An audit committee shall be appointed by the COM and shall be composed of at least 3 individuals (who may but need not be members of the COM), each of whom must be independent of the Co-operative in the manner prescribed in the Rules. At least one member of the audit committee must possess such qualifications, training or experience as may be prescribed in the Rules.
11.2	If a member of the audit committee resigns, dies or for any other reason ceases to be a member with the result that the number of members is reduced below 3, the COM shall, within 3 months of that event, appoint such number of new members as may be required to make up the minimum number of 3 members.
11.3	The functions of the audit committee shall be:
11.3(a)	to review – (i) with the external auditor, the audit plan; (ii) with the external auditor, his audit report; (iii) the assistance given by the officers of the Co-operative to the external auditor; (iv) the scope and results of the audit procedures; and (v) the financial statements of the Co-operative and, if any, the consolidated financial statements submitted by the Co-operative’s subsidiary;
11.3(b)	nominate a person or persons as external auditor; and
11.3(c)	any other functions as may be agreed to by the audit committee and the COM.
11.4	Upon the request of the external auditor, the chairman of the audit committee shall convene a meeting of the audit committee to consider any matter the external auditor believes should be brought to the attention of members of the COM, or the members, of the Co-operative.
11.5	The audit committee may regulate its own procedure and, in particular, the calling of meetings, the notice to be given of such meetings, the voting and proceedings thereat, the keeping of minutes and the custody, production and inspection of such minutes.
<b>12</b>	<b>PRESIDENT AND VICE-PRESIDENT</b>
12.1	The COM may invite one or more citizens who enjoy good public standing to fill the positions of the president and vice-president of the Co-operative. They shall be honorary members of the Co-operative and shall advise the COM on its general administration. They shall have a right to attend all meetings of the Co-operative and the COM but shall have no financial responsibility or liability in respect of the debts of the Co-operative. The president may preside at all meetings of the Co-operative when present. In his absence, the vice-president may preside when present.
<b>13</b>	<b>SPECIFIC DEPOSITS</b>
13.1	In addition to the monthly subscription, the Co-operative periodically transfers members’ subscription between 0% to 20% to the Specific Deposit Accounts as at 31st December of each year.
13.2	The rate of interest to be fixed by the Committee from time to time, shall not exceed 10% per annum. Interest shall be reckoned on 31st December on actual balances standing to the credit of members on that date, provided that such balance do not fall below \$10.00. Such interest shall be paid on demand made by members or shall be credited to the deposit account of members.
13.3	Specific Deposits shall be withdrawable, together with interest, together with interest subject to the member being free from all liabilities to the Co-operative either as borrower or as surety.

**By-Laws approved at AGM on 4 June 2024**

<b>14</b>	<b>GENERAL</b>
14.1	Disputes concerning requirements of the Act relating to the constitution, election of officers or conduct of general meetings may be referred to the Registrar in the manner provided in the Act.
14.2	These By-laws are supplementary to the provisions of the Act and the Rules. The Co-operative shall be governed by the Act, the Rules and the By-laws read together. Nothing in these By-laws shall have any power to limit the authority of the Registrar.
14.3	The By-laws of the Co-operative shall, when registered, bind the Co-operative and the members thereof to the same extent as if they were signed by each member and contained covenants on the part of each member for himself and his personal representatives to observe all the provisions of the By-laws.
14.4	No act of the Co-operative or the COM or any officer shall be deemed to be invalid by reason only of the existence of any defect in the constitution of the Co-operative or of the COM or of any committee or sub-committee or in the appointment or election of an officer or on the ground that such officer was disqualified for his appointment.



UEN No: S34CS0024G

REPUBLIC OF SINGAPORE

CO-OPERATIVE SOCIETIES ACT 1979

**NOTICE OF REGISTRATION  
OF AMENDMENT TO THE BY-LAWS**

The amendment to the by-laws of

.....  
**EsteeMedia Co-operative Ltd**  
*(formerly known as Straits Times Co-operative Limited)*  
.....

passed at the Society's General Meeting held in Singapore on the

**4<sup>th</sup>** day of **June** 20 **24** is hereby registered under

subsection (5) of section 15 of the Co-operative Societies Act 1979.

Dated this **11<sup>th</sup>** day of **June** 20 **24**.

SEAL

*Crystal Du*  
**MS DU XIAOYU**  
Registrar of Co-operative Societies  
Singapore



**ESTEEMEDIA CO-OPERATIVE LTD**

**1000 Toa Payoh North Singapore 318994**

**Annexe Block Level 5 News Centre**

**Tel: 6319 5619, 6319 1123**

**Email: [tlsche@sph.com.sg](mailto:tlsche@sph.com.sg)**