

THE COMPANIES ACT (CHAPTER 50)

A COMPANY LIMITED BY GUARANTEE

CONSTITUTION OF TICKET TO TECH LIMITED

1. The name of the company is Ticket To Tech Limited.
2. The registered office of the company is situated in the Republic of Singapore, at
2 Bishan Street 25
#28-06
Clover by the Park
573973
3. The liability of the members is limited.
4. The number of members with which the company is applying to be registered is 8.
5. We, the persons whose names are set out in this Constitution, are desirous of being formed into a company in pursuance of this Constitution.

Name of Members

Quek Seng Yeow
Teo Ai Lian Christina
Gan Kok Kiong
Joel Koh Kai Xiang
Gan Junwei Aedan
Loh Xin Ling, Claudine
Sim Xi Si, Enya
Leanne Yeong Kaining

Dated this: 20 June 2024

Objectives

6. The objects of the Company shall be exclusively charitable and aimed at providing education opportunities in computer science to disadvantaged communities. These include, but are not limited to
- (a) Promoting education and training in technology.
 - (b) Organising classes, workshops and events to enhance computing skills.
 - (c) Fundraising to support educational programs and scholarships.
 - (d) Partnering with other organisations to expand outreach and impact.
 - (e) Repairing and refurbishing second-hand and faulty technology for provision to beneficiaries.

Membership

7. A member of the Company shall be any individual who serves on either the Board of Trustees or the Executive Board. Membership is granted by appointment to one of these boards and may be terminated upon resignation, removal, or the end of the term without reappointment.

8. Members are responsible for participating in meetings, contributing to decision-making processes, and upholding the mission and values of the Company.

9. Each guarantor of the company undertakes to contribute to the assets of the company in the event of it being wound up while he or she is a member, or within one year after he or she ceases to be a member, for payment of the debts and liabilities of the company contracted before he or she ceases to be a member, and the costs, charges, and expenses of winding up and for the adjustment of the rights of the contributors among themselves, such amount as may be required not exceeding 100 SGD.

10. (A) New members may be added to the Company upon recommendation by the Executive Board and approval by the Board of Trustees. Prospective members must demonstrate a commitment to the objectives and values of the Company.

(B) A member may be removed from the Company for failure to fulfil their responsibilities, misconduct, or actions contrary to the objectives and values of the Company. Removal of a member requires a majority vote by the Board of Trustees. The decision to remove a member shall be communicated to the member in writing, stating the reasons for removal.

(C) A member may resign from the Company by submitting a written notice of resignation to the Chairperson of the Board of Trustees. The resignation shall take effect upon acceptance by the Board of Trustees, and the resigning member shall be notified in writing.

(D) Any changes in membership, including addition, removal, or resignation, shall be recorded in the membership register. The Commissioner of Charities shall be notified of any changes in membership in a timely fashion, within two weeks of the change.

Board of Trustees

11. The Board of Trustees shall be composed of all guarantors of the company:

- 1. Quek Seng Yeow

2. Teo Ai Lian Christina
3. Gan Kok Kiong

12. The Board of Trustees is responsible for

- (a) Contributing 100 SGD per member towards the organisation's debts when necessary.
- (b) Establishing the organisation's mission, vision, and strategic goals.
- (c) Creating and enforcing policies to guide the organisation.
- (d) Approving budgets, monitoring financial performance, and ensuring resources are managed responsibly.
- (e) Ensuring the organisation complies with laws and regulations.
- (f) Upholding ethical standards and ensuring transparency.
- (g) Leveraging personal and professional networks to benefit the organisation.
- (h) Appointing members of the Executive Board.

13. Board of Trustees Meetings shall be held at least quarterly to discuss and facilitate the aforementioned duties. Topics may include, but are not limited to

- (a) Reviewing organisational performance.
- (b) Appointment or renewal of Executive Board members.
- (c) Ensuring compliance with strategic goals.
- (d) Addressing issues or challenges faced by the organisation.

The quorum for these meetings shall be all members of the Board of Trustees.

Executive Board

14. The Executive Board shall be composed of the following members in the following roles:

1. Joel Koh Kai Xiang *as* Chairperson of the Board
2. Gan Junwei Aedan *as* (1) Vice-chairperson of the Board, and (2) Executive Director
3. Loh Xin Ling, Claudine *as* (1) Treasurer, and (2) Secretary
4. Sim Xi Si, Enya *as* Director of Outreach and Volunteer Management
5. Leanne Yeong Kaining *as* Director of Technology and Education

15. (A) The Chairperson is responsible for

- (a) Leading the Executive Board and ensuring it functions effectively.
- (b) Representing the organisation at official functions and meetings.
- (c) Ensuring that board decisions are implemented.
- (d) Facilitating communication between the Board of Trustees and the Executive Board.

(B) The Vice-chairperson is responsible for

- (a) Assisting the Chairperson in their duties.
- (b) Assuming the duties of the Chairperson in their absence.
- (c) Supporting the implementation of strategic goals and objectives.

(C) The Executive Director is responsible for

- (a) Overseeing the daily operations of the organisation.
- (b) Enforcing all policies passed at meetings.
- (c) Implementing strategic goals and objectives set by the Board of Trustees.
- (d) Reporting on the organisation's performance to the Board of Trustees.

(D) The Treasurer is responsible for

- (a) Managing the organisation's budgeting and accounting.
- (b) Ensuring financial health and accountability.
- (c) Overseeing the preparation of financial statements and reports.
- (d) Developing financial policies to guide the financial management of the organisation.

(E) The Secretary is responsible for

- (a) Preparing and maintaining minutes of board meetings.
- (b) Ensuring compliance with statutory and regulatory requirements.
- (c) Managing the organisation's records and documentation.

(F) The Director of Outreach and Volunteer Management is responsible for

- (a) Developing and implementing outreach programs to engage the community.
- (b) Recruiting, training, and managing volunteers.
- (c) Coordinating volunteer activities and ensuring they align with the organisation's mission.

(G) The Director of Technology and Education is responsible for

- (a) Overseeing the development and implementation of educational programs.
- (b) Ensuring the technological infrastructure supports the organisation's needs.
- (c) Managing the organisation's IT resources and ensuring data security.
- (d) Overseeing the repair and refurbishment of second-hand and faulty technology.

16. Each member of the Executive Board has a term limit of 2 years, except the Chairperson, who has a term limit of 4 years. Executive Board members may renew their terms after their terms are up, at the discretion of the Board of Trustees. If any member becomes incapacitated or unable to carry out their duties, a meeting of the Board of Trustees will be called at the earliest convenience to vote in a member in their place. Until then, the Executive Director will assume their role. If the Executive Director is incapacitated, the Chairperson shall fulfil their role until a replacement is appointed.

17. The Treasurer shall not hold the same office for more than four consecutive years (two terms). Re-appointment of the outgoing Treasurer may be considered after a lapse of at least two years.

Meetings

18. General Meetings are meetings open to all members of the Company, where major decisions regarding the organisation are made. These meetings shall be held at least once a year (Annual

General Meeting) to discuss the overall direction, financial health, and key activities of the Company. All members must be present at Annual General Meetings.

19. All general meetings other than the Annual General Meetings are called extraordinary general meetings. The quorum for extraordinary general meetings shall be all members of the Board of Trustees and at least four other members. An extraordinary general meeting may be requisitioned by

- (a) Any member on the Board of Trustees.
- (b) The Chairperson on the Executive Board.
- (c) The Vice-chairperson on the Executive Board, acting as Chairperson.
- (d) Any requisitionist as provided for by the Charities Act.

20. Executive Board Meetings are meetings involving the Executive Board members to discuss and make decisions regarding the day-to-day management and operational activities of the Company. These meetings shall be held regularly, at a frequency determined by the Executive Board. The quorum for Executive Board Meetings shall be no more than one absent member among the active Executive Board members.

21. Decisions at meetings shall be made by a majority vote of the members present. Each member, regardless of position, shall have one vote.

Conflict of Interest

22. Where a conflict of interest arises at an Executive Board meeting, the officer concerned should not vote on the matter nor participate in discussions. They should also offer to withdraw from the meeting, and the other officers should decide if this is required.

Finances

23. The finances of the Company shall be managed with the utmost integrity and transparency. The Treasurer, along with the Executive Board, shall oversee all financial operations to ensure the responsible use of funds.

24. An annual budget for the following fiscal year shall be prepared by the Treasurer and presented at Annual General Meetings for approval. This budget will detail projected incomes from specific sources, and expenditures in specific ventures, ensuring alignment with the organisation's strategic goals and objectives.

25. Proper accounting records shall be kept, showing all financial transactions of the Company. These records shall be maintained in accordance with accepted accounting principles and the requirements of the Companies Act and Charities Act.

26. Accounts shall be audited annually by a qualified, independent auditor appointed by the Board of Trustees. The auditor's report shall be presented at the Annual General Meeting for approval by the members and presented to the Commissioner of Charities under the Charities Act.

27. The income of the Company shall be derived from

- (a) Donations from individuals, foundations, and corporations.
- (b) Grants from government agencies.
- (c) Fundraising activities and events.
- (d) Any other sources approved by the Board of Trustees, provided they align with the charitable objectives of the Company.

28. The Treasurer shall prepare and present financial statements to the Executive Board at each Executive Board Meeting, ensuring ongoing monitoring of the financial health of the Company.

29. An annual financial report, including audited accounts, shall be presented at the Annual General Meeting for review and approval by the members.

30. Annual financial reports shall be made publicly available and shared with donors and partners upon request.

31. All funds shall be used exclusively for the charitable purposes of the Company. No portion of the income or assets of the Company shall be paid or transferred, directly or indirectly, to any member or officer of the Company, except for reimbursement of reasonable expenses incurred on behalf of the Company.

32. The Executive Board shall ensure that all expenditures are made in a cost-efficient manner. This includes sourcing the most cost-effective services and items while maintaining the quality necessary to achieve the Company's objectives. Regular reviews of expenditures shall be conducted to identify potential areas for cost savings and ensure the responsible use of funds.

33. The Company may establish a reserve fund to ensure financial stability and sustainability. The reserve fund shall be managed and used in accordance with guidelines established by the Executive Board and approved by the Board of Trustees.

Duties of Office-Bearers

34. All cheques, promissory notes, drafts, bills of exchange, and other negotiable instruments, and all receipts for money paid to the company, must be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by at least 2 members or in such other manner as the trustees from time to time determine.

Amendments to Constitution

35. No addition, alteration or amendment shall be made to or in the provisions of the Constitution unless the same have been approved by special resolution in a general meeting where all active members are present in a voting capacity. Any such addition, alteration or amendment shall not come into force without the approval from the Commissioner of Charities and the same being registered with the Accounting and Corporate Regulatory Authority.

Dissolution/Cessation of Charity Status

36. The Company shall not be wound up, except with the consent of a majority of the total membership of the Company for the time being expressed either in person or by proxy at a general meeting convened for the purpose.

37. If upon the winding up or dissolution of the Company or in the event the Company ceases to be a registered charity under the Charities Act, there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members, but shall be donated to charitable organisation(s), or Institution(s) of a Public Character, with similar objectives in Singapore which is(are) registered under the Charities Act, as determined by the members of the Company at or before the time of dissolution or cessation as a registered charity.

38. Notice of the winding up of the Company shall be given to the Accounting and Corporate Regulatory Authority and the Commissioner of Charities within 7 days of the passing of the resolution to wind up the Company.