

4th April 2022

Dear Ordinary Individual Member,

ANNOUNCEMENT OF ELECTIONS 2022 AND SCRUTINISING COMMITTEE

1. The SICCI Elections is scheduled to be held on **10th June 2022**, 10am-5pm. The AGM will be held on 15 June 2022 as per constitutional requirements. We are inviting nominations to all Board Director positions.
2. I am delighted to inform you that the Board (2020-22) of the Singapore Indian Chamber of Commerce and Industry (SICCI) has appointed the following persons as Scrutinisers for Elections 2022.
3. The appointment of the Scrutinising Committee (Please see **Annex A** for the Profiles of the Scrutinising Committee and Terms of Reference) is for the period of 1st April – 30th June 2022. The appointment will entail the responsibility of overseeing and supervising the Chamber's election process and proceedings.
 - Prof Seeram Ramakrishna
Chair, Circular Economy Taskforce, NUS
 - Mr Edward Tay
CEO, Sistema Asia Capital
 - Dato' Peter Madhavan
Consultant, Joseph Tan Jude Benny LLP
4. The Scrutinising Committee has the onerous responsibility to ensure that the communication to the Ordinary voting members on the Election 2022 proceedings are done responsibly, the nomination and voting register are maintained accurately and verified, a KYC process is initiated for the nominees to the Board and announced to the voters 21 days before the AGM and voting forms to be circulated 14 days before the AGM. The Scrutinising Committee will also oversee the membership audit and the approval of proxies nominated for voting. On the actual voting day, the Scrutinising Committee will oversee the counting of the votes and the announcement of results. In unusual circumstances, the



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Scrutinising Committee may have to evaluate appeals and seek the approval of the Board of Advisors on the final decisions.

5. A detailed breakdown of the schedule of activities is outlined in **ANNEX B** for your reference. The qualifying criteria for nomination of electoral candidates to the Board is outlined in **ANNEX C**. **ANNEX D** outlines the conduct of the voting process and proxy votes. We will be delighted to answer any of your queries or questions pertaining to the conduct of the Elections if any only to the designated email below. Only enquiries via elections2022@sicci.com will be entertained.
6. Please send your nomination by **20th April 2022, 5.00pm** via onsite drop box, located in the Chamber premises. The submission must include the following:
 - a. Nomination Form
 - b. Declaration Form
 - c. Letter of Undertaking
 - d. Relevant attachments/references
7. All nominations that are not received by 20th April 5.00 pm, including incomplete submissions will not be accepted.

Yours Sincerely,

Dr T Chandross
Chairman
SICCI

Mr Edward Tay
Chair
Scrutinising Committee 2022

ANNEX A

Dato Peter Madhavan

Consultant of Joseph Tan Jude Benny LLP, Dato' Madhavan's practice focuses on commercial litigation, corporate law, and advisory work with multiple corporations. Dato' Peter has extensive experience in Commercial Dispute Resolution, Corporate & Corporate Secretarial, Insurance & Personal Injury, Conveyancing & Real Estate, Probate & Administration Position.

Dato' Madhavan served as a council member of the Law Society for several years and chaired sub-committees including the Compulsory Professional Insurance Sub-Committee. Dato' Peter also served as a panel member for the Law Society's Inquiry Committee and was a member of the Singapore Academy of Law's Special Task Force. The Department of Foreign Affairs appointed Dato' Peter honorary consul for the Oriental Republic of Uruguay in Singapore in 2000, a post he held until retiring in July 2009.

Edward Tay

CEO, Sistema Asia Capital, a Monetary Authority of Singapore registered fund management company. He nurtured deep tech unicorns such as Rebel Food, the world's largest cloud kitchen food tech valued at \$1.4 billion; Licious, a direct-to-consumer brand, valued at \$1.1 billion; Infra. Market, a built environment e-commerce platform, valued at \$2.5 billion and Uniphore, a global AI leader in conversational service automation valued at \$2.5 billion

Edward was invited to judge in tech competitions such as Asia Pacific ICT Alliance Awards, Singapore-BRICS Entrepreneurship Competition, ASEAN-India Hackathon, Vietnam National University Startup Competition, FutureChina Global Forum, TechBlazer & SlingShot.

Edward is regularly featured in international forums including World Milan Expo 2015, Shenzhen Innovation Week 2019, Singapore Sustainability Symposium 2019, Cloud Expo Asia (Hong Kong) 2020, Asia Clean Energy Summit 2020, Singapore GeoSpatial Week 2020, Singapore Week of Innovation and Technology 2020, BICSI Japan Conference 2021, Asia Pacific Agri-Food Innovation Summit 2021, Africa-Singapore Business Forum 2021, ASEANROK Startup Festival 2021, International Petroleum Summit 2021 and Future Energy Asia 2021.

Edward co-founded Asia Sustainability Forum, and organized community events with corporate partners such as Enterprise Singapore, National Library Board, Singapore Management University & Singapore Deep Technology Alliance. Edward also served as

Honorary Treasurer in SG Tech Singapore Enterprise Chapter 2021/22, Co-Chairman for Huawei Sparks Advisory Council Asia Pacific, Advisor for Singapore Deep Tech Alliance, and Fellow for Singapore Centre for Social Enterprises

Professor Seeram Ramakrishna

Chair of the Circular Economy Taskforce, National University of Singapore (NUS), Chairs the Future of Manufacturing Group, Institution of Engineers Singapore. NUS University Vice-President (Research Strategy); Dean of NUS Faculty of Engineering; Director of NUS Enterprise; Director of NUS Industry Liaison Office; Founding Co-Director of NUS Nanoscience & Nanotechnology Initiative, NUSNNI; and Founding Chairman of Solar Energy Research Institute of Singapore, SERIS. He co-founded a successful international organization - the Global Engineering Deans Council, GEDC.

Professor Seeram advises universities, corporations and governments around the world. He is a member of Enterprise Singapore NMC on ISO/TC323 on Circular Economy. He is also an advisor to the Singapore National Environmental Agency's CESS events. He is the Editor-in-Chief of Springer NATURE Journal Materials Circular Economy, and editorial board member of NATURE Scientific Reports. He is a co-organizer of NSF, USA sponsored conference on materials and circular economy and sustainability.

ANNEX B

ELECTION TIMELINE

- Total no to be elected: **17**
- Office Bearers – Chairman, Vice Chairman (2 positions), Treasurer, 13 Board Directors
- Voting is between **10am-5pm** - Assume 10 June for Elections (Friday)

CONSTITUTIONAL PROVISIONS ON ELECTION TIMELINES

24(b) At least 10 weeks prior to the date of the Annual General Meeting in an Election Year:

(i) the Board shall fix an Election Day for the election by ballot of the Office Bearers and the other members of the Board (which Election Day shall not be less than three days or more than ten days before the Annual General Meeting for that Election Year);

24(b) (ii) the Secretary shall send to each Ordinary Member entitled to vote nomination forms for the positions of the various Office Bearers and Directors; and

24(c) At least eight weeks prior to the date of the Annual General Meeting in an Election Year, each nomination form must be signed by a proposer, a seconder and the nominee, and must reach the Secretariat.

24(d) Nominations shall close 7 weeks (49 days) before the date of the Annual General Meeting for that Election Year. Any individual nominated, who wishes to withdraw, may do so in writing at least 72 hours prior to Election Day.

24(f) At the close of nominations, the Scrutinising Committee shall examine the nominations received and make a ruling on their validity. If after 96 hours of the closure of nominations, it appears to the Scrutinising Committee that the total number of valid nominations received, or the number of subsisting nominations which have not been withdrawn, is less than six (inclusive of the nominations for Office Bearers), the closure of nominations shall be extended by three weeks (the Extended Nomination Closure Date). The Extended Nomination Closure Date together with the postponement of the Annual General Meeting shall be communicated to all Members. If after 96 hours of the Extended Nomination Closure Date, it appears to the Scrutinising Committee that the total number of valid nominations received, or the

number of subsisting nominations which have not been withdrawn, is still less than six, the Scrutinising Committee shall inform the Board, which shall convene an Extraordinary General Meeting to consider appropriate action.

24(g) At least 15 days before the Annual General Meeting in any Election Year, the Secretary shall send to each Ordinary Member a list of valid and subsisting nominations for the Board which shall include three categories and elected in sequence: nominations for the position of the Office Bearers which shall be limited to Singaporeans and Ordinary Corporate members only: nominations for two ordinary individual members; and 11 ordinary corporate members.

- (i) if no elections are necessary, notice of this fact; or
- (ii) If elections are required, authorization cards to enable Ordinary Corporate Members who are unable to vote in person to authorize some other person to cast their vote. Ordinary Corporate members can only assign staff members or Directors in their company as their proxies with a signed authorisation by a Director or Senior Partner.

24(j) The nominated candidates standing for elections to the Board shall be approved and named by the Scrutinising Committee 21 days before the Annual General Meeting in any Election year following an internal or external Know your Customer (KYC) process. Unsuccessful candidates must be duly informed of the disqualification with reasons supporting the rejection which cannot be repealed. If there is a dispute by the unsuccessful candidate an appeal shall be heard immediately by the Panel of Advisors and their decision shall be final and binding.

52. The instrument appointing a Proxy shall be deposited at the registered office of the Chamber or at such other place within Singapore as is specified for that purpose in the notice convening the meeting, at least 72 hours before the time for holding the meeting or adjourned meetings at which the person named in the instrument proposes to vote. Otherwise, the person so named shall not be entitled to vote in respect thereof.



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PROCESS TIMELINE

- Scrutinizing Committee to be announced first week of April. (Letters of appointment and acceptance must be done before **30th March** and Board approval/endorsement done before that)
- **10 weeks** prior to the date of the Annual General Meeting in an Election Year: the Board shall fix an Election Day for the election (70 days) and issue nomination forms. (**latest is 6 April**). Nomination form must include criteria for nominations, eligibility criteria and nomination form. It must be sent only to eligible ordinary members. Scrutinising committee must ascertain the list of members who are eligible before the nomination forms are sent (Letters to new members registered in 2022 or old members who did not renew by 31 March should not be sent.)
- Nomination forms to be submitted 56 days before AGM (8 weeks) (**latest is 20 April**)
Has to be endorsed by proposer and seconder who are Ordinary members.
- **Closing of Nominations** – 49 days before AGM (7 weeks) (**latest 27 April**)
Scrutinising Committee closes the nominations and announces to the members about the KYC process.
- If after 4 days of closing nominations the nominations are less than six, it has to extend the closing by 21 days (3 weeks) (**earliest is 22 May**)
- KYC to be undertaken between **27 April to 24 May**.
- Successful Candidates to be named (after KYC) – 21 days before AGM (**25 May**)
- Circulation of Standing Candidates names to all ordinary members – 15 days before AGM (about 2 weeks before AGM) (**latest by 31 May**)
- Membership audit to be done by Scrutinising Committee and eligible ordinary members to be notified that they can vote. Proxy forms must be sent alongside indicating the rules around appointing proxies and request for early submission. Closing of proxy submission is 72hrs before elections. Proxy forms must be submitted by Directors/Shareholders of the company and assigned to only staff/Directors in the company.
- Nomination withdrawal 3 days before Election Day (72 hrs or 7th June)
- Proxy forms – At least 3 days (72 hours) before Election Day and approval to be granted before election day (**8th June**)- announced via the web and email
- Counting of votes- After 5pm on Election Day (**10th June**)
- Announcement of results - Electronic Mail/Posting on Website after counting. (i.e 8-9pm) on the same day (**10th June**)



ANNEX C

QUALIFYING CRITERIA FOR NOMINEES TO BOARD DIRECTORSHIP

CONSTITUTIONAL PROVISIONS

19(a) The affairs of the Chamber shall be managed by the Board which shall consist of a Chairperson, two Vice-Chairperson, Honorary Treasurer and up to thirteen others individuals. No more than two members of the Board may be individuals who are not Representatives.

19(b) The Board may at its discretion and at any time co-opt :-

- (i) such number of persons as may be required to fill in vacancies in the number of Directors to be appointed;
- (ii) such number of persons, if required, to assume the post of any Office Bearer that has become vacant; and
- (iii) not more than two persons who in the opinion of the Board will assist the Chamber in fulfilling its objectives by virtue of their expertise. This is in addition to those co-opted under (a) and (b) above.

The office held by any member of the Board including the Officer Bearers shall be vacated: -

- (i) if he/she dies or becomes of unsound mind as defined under the Mental Disabilities Act (Cap 177A) and certified by medical professionals;
- (ii) if being a Member or Representative of a Member at the time of election he/she ceases to be a Member or Representative of that Member or that Member ceases to be a Member of the Chamber;
- (iii) if he/she absents himself from 3 consecutive meetings of the Board without written leave of absence from the Board;
- (iv) if he/she absents himself without written leave for 50% or more of all meetings of the Board he/she is supposed to attend;
- (v) by (one) months' notice of resignation in writing given to the Chamber; (in which case all his/her responsibilities and rights shall be withdrawn with immediate effect from the time the Chairperson accepts the resignation and ratified by the Board);
- (vi) if he is removed from office by resolution passed at an Extra-ordinary General Meeting;
- (vii) if he/she is adjudicated a bankrupt under the Insolvency, Restructuring and



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Dissolution Act 2018; or
(viii) if he/she is recently (within the last five years) convicted of a criminal offence implying a defect of character which makes him unfit to be a member of the Chamber and conduct in breach of moral turpitude and/or unprofessional behaviour and/or involving a fine not less than \$5,000.00 or imprisonment not less than six months.

22(a) No individual shall be eligible to hold more than one position on the Board.

24(b) (iii) All nominations for office bearers and Directors shall qualify only if they have at least 2 consecutive years of membership and in addition must not have been recently (within the last five years) found guilty of any offence in court or before the Disciplinary Board and punished with suspension or be publicly reprimanded for misconduct.

24(c) All nominees to the Board must be Persons who are Ordinary Members or Representatives, must be of sound mind and must not have been adjudicated a bankrupt or have been recently (within the last 5 years) convicted of a criminal offence. In addition, the Person nominated for the position of Chairperson, Vice Chairpersons and Treasurer (Office Bearers) shall be a Singapore citizen and Ordinary Corporate members. Candidates running for office bearer positions shall have prior leadership experience in an institutional setting for at least one term.

26. Notwithstanding Article 25 any individual who has held the office of Vice-Chairperson and Honorary Treasurer consecutively for two terms shall not be eligible for re-election for the third consecutive term to the same office. Moreover, any individual who has served on the Board in any capacity for a total period of six consecutive years shall not be eligible for re-election to any office for a subsequent term. The restrictions set out in this Article shall apply to different individuals who are Representatives of the same Member as if those individuals were one person.



ANNEX D

CONDUCT OF ELECTIONS

CONSTITUTIONAL PROVISIONS

Definitions 2(xx) "Proxy" means an ethnic Indian who is appointed as an agent of an Ordinary Member who is unable to attend and vote at any General Meeting governed by Articles 24(g)(ii), 24(i)(ii), 50(a), 52, 53.

24(h) Each Ordinary Member shall have one vote for each of the Office Bearers and votes corresponding to the number of remaining positions.

24 (g) (ii) If elections are required, authorization cards to enable Ordinary Corporate Members who are unable to vote in person to authorize some other person to cast their vote. Ordinary Corporate members can only assign staff members or Directors in their company as their proxies with a signed authorisation by a Director or Senior Partner.

24(i) On the Election Day, balloting shall take place for the election of the Office Bearers and other members of Board at the premises of the Chamber (or in exceptional cases any other venue which the Board may decide) between 10 am and 5 pm in accordance with the following procedure:

- (i) Sealed ballot boxes shall be placed in the Chamber's office. These boxes shall be double-locked and separate keys shall be held by two members of the Scrutinising Committee appointed under Article 24(e), so that the boxes cannot be opened without the presence of both.
- (ii) Each Ordinary Member shall go in person and present his membership number and identity card.



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(iii) The Secretary shall satisfy himself as to the identity and eligibility to vote of any

person seeking to vote in the elections and, on being so satisfied, issue him:

- a ballot paper containing the names of candidates for election as Office Bearers; and
- another ballot paper containing the names of candidates for the Board.

(iv) The recipient of such ballot papers shall indicate, by marking a cross or tick ("x" or "j") in the space provided in the appropriate ballot paper against the names of the candidates for the Board or Office Bearers, the persons for whom he/she wishes to vote in accordance with the instructions set out on the ballot papers and shall deposit such ballot papers in the ballot boxes. The ballot papers shall not be signed by him/her nor shall they contain any indication of his/her identity.

(v) As soon as possible after 5pm the two members of the Scrutinising Committee holding the keys shall open the ballot boxes and the Scrutinising Committee (with the assistance of the Secretary and Secretariat staff) shall count the votes. The results of the elections shall be posted on the notice board and the website of the Chamber and circulated to the Members thereafter by electronic or other means as stated in Article 61.

51. Every Ordinary Member shall have the right to one vote.

52. The instrument appointing a Proxy shall be deposited at the registered office of the Chamber or at such other place within Singapore as is specified for that purpose in the notice convening the meeting, at least 72 hours before the time for holding the meeting or adjourned meetings at which the person named in the instrument proposes to vote. Otherwise, the person so named shall not be entitled to vote in respect thereof.

53. Each person voting as a proxy for any Member shall receive his/her proxy vote for that Member only and he/she cannot vote as a proxy for any other Member.

61. A notice may be given to a Member personally or by serving it at or by sending it by post or facsimile to the registered address of such Member, or via any electronic medium including email to such Member at the address, facsimile number or email address last indicated by that Member to the Chamber. Where a notice is sent by post, service of the notice shall be deemed to be affected by properly addressing, prepaying





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and posting the letter containing the notice and to have been effected at the expiration of 24 hours after the letter containing the same was posted.



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SCRUTINISING COMMITTEE TERMS OF REFERENCE (TOR)

This document sets out the Terms of Reference of the Scrutinising Committee of SICCI Elections 2022.

PREAMBLE: CONSTITUTIONAL PROVISIONS

Para 2 (xxii) "Scrutinizing Committee" means a committee established in accordance with Article 24(e) to **supervise and conduct an election.**

24(e) The Board shall appoint a Scrutinising Committee (SC) by the first week of April (at the latest) of three individuals, at least one of whom should be a professional, such as an accountant, architect, medical doctor, engineer, insurer, advocate & solicitor or such other professional as the Board may decide and not a Member or Representative of a Member, and each of whom are not:-

- (i) members of the Board;
- (ii) candidates for the elections;
- (iii) from a Member Company or Firm with a candidate for the elections; or
- (iv) otherwise interested in the outcome of the nominations or elections.

24(j) The **nominated candidates standing for elections** to the Board shall be **approved and named by the Scrutinising Committee** 21 days before the Annual General Meeting in any Election year following an internal or external Know your Customer (KYC) process. Unsuccessful candidates must be duly informed of the disqualification with reasons supporting the rejection which cannot be repealed. If there is a dispute by the unsuccessful candidate an appeal shall be heard immediately by **the Panel of Advisors and their decision shall be final and binding.**

The Panel of Advisors of SICCI are:

- 1) **Ms Indranee Rajah**
Minister, Prime Minister's Office
- 2) **Mr Inderjit Singh**
CEO of Solstar International Pte Ltd

- 3) **Mr Lawrence Leow**
Group Chairman & CEO, Crescendas Group
- 4) **Dr Shahzad Nasim**
Group Executive Chairman, Meinhardt Group

TERMS OF REFERENCE

1. ROLE DEFINITION

1.1 The Scrutinising Committee shall undertake tasks to supervise and conduct the elections with the administrative support of the SICCI Secretariat. There are four phases for Election 2022:

- a) Nominations (6-20th April)
- b) Know your Customer- KYC (27 April to 24 May)
- c) Campaign (31 May to 7th of June)
- d) Voting (10th of June)

2. GOVERNANCE AND RESOURCING

- 2.1 The Committee shall appoint a Chair and meet at such times as the Chair of the Committee shall require or at the express request of Board.
- 2.2 The quorum for meetings of the Committee shall be two out of three members present throughout the meeting in person or electronically.
- 2.3 Duly convened meetings of the Committee at which a quorum is present and which shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.
- 2.4 The Committee may also invite such other attendees as it deems necessary or appropriate to enable it to discharge its responsibilities as set out in this Terms of Reference.
- 2.5 The Committee shall have access to sufficient resources in order to carry out its duties, including access to SICCI Secretariat for assistance as required.

2.6 The Committee is authorised by SICCI to engage the services of such advisors as it deems necessary to fulfil its responsibilities in accordance with the TOR.

3. INFORMATION ACCESS

- 3.1 The Committee is authorised to seek any information it requires from any officer, employee, contractor or advisor of SICCI in order to fulfil its duties.
- 3.2 The Committee shall have the responsibility to gather and have access to due diligence and background information provided to KYC auditors which will be confidential to the members of the Scrutinising Committee.
- 3.3 The Committee is authorised to commission any additional background checks or due diligence which the Committee deems necessary to enable it to fulfil its responsibilities.

4. CONFIDENTIALITY

- 4.1 It is in the interests of SICCI that appropriate confidentiality is maintained and that the communications are carefully controlled to manage external public relations and to take cognisance of employee and member consultation, some of which will include statutory requirements.
- 4.2 Committee members must treat as confidential any information communicated to them by SICCI Secretariat or other officer, employee, contractor or advisor of the Group.
- 4.3 Third parties to whom confidential matters must not be disclosed include, but are certainly not limited to members of SICCI, Board Members, employees of the SICCI and its subsidiaries, partners, the media and the general public.

5. ELECTION PROCESSES

- 5.1 The four phases require a series of activities that requires the Scrutinising Committee's supervision:

6. Electoral Register

- 6.1 Ensure that the electoral register is valid/legitimate and verified by the Scrutinising Committee per the rules of SICCI constitutions for both nominations and voters.



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- 6.2 For nominations, ensure that communication is done to eligible members through declarations and undertakings and nominations are thereafter verified.
- 6.3 For voters, ensure that they are bona-fide voters and verified by the Scrutinising Committee. Proxy forms are appropriately distributed in time and verified.
- 6.4 Undertake membership audits, interviews, data verification and system check to ensure integrity of membership and their eligibility to stand for election.

7. Nominations Scrutiny/KYC

- 7.1 Review nominations and validate the applications
- 7.2 Undertake KYC and related scrutiny to qualify nominations
- 7.3 Ensure submissions are valid and on-time
- 7.4 Manage appeal processes and complaints

8. Election Process (including Campaigning) and Validation

- 8.1 Communicate election timelines (nomination, confirmation of candidate, election day, withdrawal, etc)
- 8.2 Underline Campaign rules and guidelines and communicate to members and electoral candidates
- 8.3 Finalise electoral candidates and their eligibility
- 8.4 Ensure electoral systems are in-place for the conduct of elections
- 8.5 Ensure communication system is in place and functional
- 8.6 Ensure communication and queries are adequately responded to and on-time
- 8.7 Pre-test elections systems and procedures and ensure smooth execution
- 8.8 Handle all complaints and queries on processes and electoral decisions.
- 8.9 Announce results and outcomes of election process

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