

4 April 2024

Dear Member,

## **ANNOUNCEMENT OF ELECTIONS 2024 AND SCRUTINISING COMMITTEE**

1. Our Annual General Meeting (AGM) will be held on 14 June 2024. In accordance with the requirements in our Constitution, the SICCI Elections are to be held before the date of the AGM. The SICCI Elections (if required) will be scheduled for 10 June 2024 (from 10 am to 5 pm). We are hereby inviting nominations to all Board Director positions. The nomination process commences on **5 April 2024**, and SICCI will accept the nomination forms from **5 April 2024 (0900hrs) to 19 April 2024 (1659hrs) (please refer to paragraph 6 below)**.

2. I am also delighted to inform you that the Board appointed the following members of the Scrutinising Committee for Elections 2024: -

- Chairman – Scrutinising Committee
  - Mr Joseph Kwok  
General Manager - Ladon Capital
  
- Member – Scrutinising Committee
  - Prof N Varaprasad  
Founder and Partner - Singapore Education Consulting Group
  
- Member – Scrutinising Committee
  - Mr Andrew Chew  
Chief Commercial Officer – James Cook University

3. The Scrutinising Committee's appointment is for the period from 1 April 2024 to 30 June 2024 (Please see **ANNEX A** for the Profiles of the Scrutinising Committee and Terms of Reference). The appointment will entail overseeing and supervising the Chamber's election process and proceedings.

4. The Scrutinising Committee has the responsibility to ensure that the communication to the ordinary voting members on the Election 2024 proceedings is 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 counting the votes and the announcement of results. The Scrutinising Committee may also have to evaluate appeals and seek the approval of the Board of Advisors on the final decisions.

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5. A breakdown of the schedule of activities (including extracts of certain relevant provisions from our Constitution) is set out in ANNEX B for your reference. The extracts of certain relevant provisions from our Constitution in connection with qualifying criteria for nominating electoral candidates to the Board are outlined in ANNEX C whilst ANNEX D outlines the extract of provisions from the Constitution with respect to conduct of the election process.

We will be delighted to answer any of your queries or questions pertaining to the conduct of the Elections (if any) only if sent to the following designated email: [elections2024@sicci.com](mailto:elections2024@sicci.com)

Please note that only enquiries sent to [elections2024@sicci.com](mailto:elections2024@sicci.com) will be considered for a response.

6. Please send your completed nomination forms before **1659hrs (4.59 pm) on 19 April 2024** via an onsite drop box in the Chamber's premises. The submission must include the following:

- a. Nomination Form
- b. Declaration Form
- c. Statement of Undertaking
- d. Relevant attachments/references

7. Please note that nominations received on or after 5.00pm on 19 April 2024 or incomplete submissions will not be accepted.

Thank you.

Yours Sincerely,



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Ms. Jamuna Rani Govindaraju  
**Executive Director**  
SICCI

## **ANNEX A**

### **Profiles of the Scrutinising Committee**

#### **Joseph Kwok**

Joseph is the General Manager of Ladon Capital, a fund management company in Singapore and a subsidiary of a Melbourne-based property development company. He has more than 20 years of experience in the financial services industry, holding senior leadership roles with global financial institutions like JP Morgan, UBS, and Standard Chartered Bank.

Before his role with Ladon Capital, Joseph was CEO/GM of Soochow Securities CSSD (Singapore) Pte Ltd (SSCS), a Chinese state-owned enterprise that is 75% owned by Soochow Securities Co Ltd and 25% by China-Singapore Suzhou Industrial Park Development Co. Ltd. He was also on several Singapore main Board listed companies as an independent non-executive director. He currently serves as a consultant to offshore financial services companies to help with their business development in Asia.

Joseph is the Immediate Past President & Adviser of Australian Alumni Singapore, President of UNSW Alumni Singapore Chapter and President of the Association of Chinese Securities & Futures Industry in Singapore. He is also a Fellow of the Institute of Banking & Finance (IBF) and the Singapore University of Social Science (SUSS).

Joseph graduated with a Master of Commerce degree (majoring in advanced finance) and a Bachelor of Commerce degree (majoring in Accounting and Finance) from the University of New South Wales. He is a certified accountant with CPA Australia and a Certified Financial Planner (CFP).

#### **Dr N Varaprasad**

Dr N Varaprasad has over 38 years of experience in higher education, equally split between polytechnic and university education. He was the founding Principal/CEO of the highly innovative Temasek Polytechnic and Deputy President at the National University of Singapore. He later became CEO of the National Library Board for six years, overseeing the National Library and the network of public libraries in Singapore.

His extensive experience covers technical and higher education and management and library management. He is concurrently Adjunct Professor at the Singapore University of Social Sciences (SUSS). He has received many awards from governments and professional societies, including the Singapore Public Administration Medal (Gold).

His latest book, *"50 Years of Technical Education in Singapore - How to Build a World-class TVET System"*, was published in 2016.

## Andrew Chew

Andrew is the Chief Commercial Officer and a member of Executive Management at James Cook University (JCU) in Singapore. He is also Chairman of the Board of Directors of its wholly-owned subsidiary, James Cook Institute.

As Chief Commercial Officer of JCU Singapore, he is responsible for commercial strategy, marketing, external relations, and the organisation's growth. He spearheaded JCU's entry into Continuing Professional Development (CPD) via the set-up of James Cook Academy and its acquisition of Eagle Infotech in 2021. Subsequently, he led the transformation and rebranding of Eagle Infotech to James Cook Institute and consolidated James Cook Academy's activities under this Institute. James Cook Institute is a Registered Training Provider (RTP) with SkillsFuture Singapore (SSG). Offering a suite of technology and soft skill courses, James Cook Institute helps equip around 7,000 learners per year to navigate a rapidly evolving workplace.

Andrew started his career in Melbourne in management consulting and auditing with BDO Chartered Accountants and Consultants. Since then, Andrew has worked in various roles in hotel revenue management, property development, and education and training. He holds a Bachelor of Commerce with a double major in Accounting and Management from Monash University and a Master of International Tourism and Hospitality Management from James Cook University with an Academic Medal.

Andrew is Chair of the Sustainability Interest Group at the Singapore International Chamber of Commerce (SICC). He represents JCU on the Management Committee of the Singapore Association for Private Education (SAPE) and serves on the Council of Advisors to Australian Alumni Singapore (AAS). Andrew is also a member of the Singapore Institute of Directors (SID) and the Australian Chamber of Commerce, Singapore (AustCham).

## SCRUTINISING COMMITTEE TERMS OF REFERENCE

This section set out an extract of constitution provisions relevant to the Scrutinising Committee and outlines the Terms of Reference of the Scrutinising Committee for purpose of SICCI Elections 2024.

## EXTRACT OF RELEVANT 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 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 polls or
- (iv) otherwise interested in the outcome of the nominations or elections.

## **TERMS OF REFERENCE (TOR)**

The Scrutinising Committee's terms of reference shall be as follows:

### **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. These are the following phases\* for Election 2024:

- a) 5 April 2024 to 19 April 2024 - Nominations
- b) 26 April 2024 - the Scrutinising Committee starts making nomination validity rulings.
- c) By 2 May 2024, Scrutinising Committee will announce if any extended nomination process is required
- d) 7 May 2024 to 23 May 2024 - Scrutinising Committee starts the KYC process on eligible candidates
- e) 24 May 2024 - Scrutinising Committee approves and names the nomination candidates
- f) 24 May 2024 to 30 May 2024 – preparation of election forms and documents
- g) By 30 May 2024 - The list of nominees and election notice announced (assuming an election is required)
- h) 30 May 2024 to 6 June 2024 - Period for any campaign
- i) 6 June 2024 - latest date for withdrawal from Elections by a nominated individual
- j) 7 June 2024 to 9 June 2024 – cooling-off period
- k) 10 June 2024 – Election date (if an election is required) - Voting will be done from 10 am to 5 pm. The votes will be counted after 5 pm and the results will be announced accordingly.

\* Suggested timelines are per the provisions in Article 24 of the Constitution and assume no extended nomination period is required (which may otherwise occur if there are fewer than six eligible nominations). Please refer to item III of Annex B for further details.

### **2. GOVERNANCE AND RESOURCING**

2.1 The Scrutinising Committee shall appoint a Chair and meet at such times as the Chair of the Scrutinising Committee requires or at the express request of

the Board.

- 2.2 The quorum for committee meetings shall be two out of three members present throughout the meeting, in person or electronically.
- 2.3 The Scrutinising Committee can duly convene meetings 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 Scrutinising Committee.
- 2.4 The Scrutinising Committee may also invite other attendees as it deems necessary or appropriate to enable it to discharge its responsibilities as set out in this TOR.
- 2.5 The Scrutinising Committee shall have access to sufficient resources to carry out its duties, including access to the SICCI Secretariat for assistance as required.
- 2.6 SICCI authorises the Scrutinising Committee to engage the services of such advisors as it deems necessary to fulfil its responsibilities by the TOR.

### **3. INFORMATION ACCESS**

- 3.1 The Scrutinising Committee is authorised to seek any information from any officer, employee, contractor, or advisor of SICCI to fulfil its duties.
- 3.2 The Scrutinising Committee shall be responsible for gathering and accessing due diligence and background information provided to KYC auditors, which will be confidential to the Scrutinising Committee.
- 3.3 The Scrutinising Committee is authorised to commission any additional background checks or due diligence that it 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 communications are carefully controlled to manage external public relations and to consider employee and member consultation, some of which will include statutory requirements.
- 4.2 The Scrutinising Committee must treat as confidential any information communicated to them by the SICCI Secretariat or another officer, employee, contractor, or advisor of SICCI.
- 4.3 Third parties to whom confidential matters must not be disclosed include but not limited to, members of SICCI, Board Members, and its partners, the media and the general public.

### **5. Electoral Register**

- 5.1 The Scrutinising Committee is to ensure the electoral register is

valid/legitimate and verified as per the rules of SICCI's Constitution for nominations and voters.

- 5.2 For nominations, the Scrutinising Committee is ensure communication is done to eligible members through declarations and undertakings, and nominations are verified afterwards.
- 5.3 The Scrutinising Committee is to ensure voters are *bona fide* and the list is verified by the Scrutinising Committee and proxy forms are appropriately distributed in time and verified thereafter.
- 5.4 The Scrutinising Committee is to undertake membership audits, interviews, data verification, and system checks to ensure the integrity of membership and their eligibility to stand forelection.

## 6. Nominations Scrutiny/KYC

The Scrutinising Committee will:

- 6.1 Review nominations and validate the applications.
- 6.2 Undertake KYC and related scrutiny to qualify nominations
- 6.3 Ensure submissions are valid and on-time
- 6.4 Manage appeal processes and complaints

## 7. Election Process (including Campaigning) and Validation

The Scrutinising Committee will conduct the following or arrange for the following through the SICCI Secretariat:

- 7.1 Communicate election timelines (nomination, confirmation of candidate, election day, withdrawal, etc.)
- 7.2 Underline campaign rules and guidelines and communicate them to members and electoral candidates.
- 7.3 Finalise electoral candidates and their eligibility
- 7.4 Ensure electoral systems are in place for the conduct of elections
- 7.5 Ensure the communication system is in place and functional
- 7.6 Ensure communication and queries are adequately responded to and on-time
- 7.7 Pre-test election systems and procedures and ensure smooth execution
- 7.8 Handle all complaints and queries on processes and electoral decisions.
- 7.9 Announce results and outcomes of the election process.

## **ANNEX B**

### **i) ELECTION DETAILS**

- Total no to be elected: **17**.
- Office Bearers – Chairman, Vice Chairman (2 positions), Treasurer, 13 Board Directors
- The election date(if required) is fixed for Monday, 10 June 2024. Voting will be conducted between 10 am and 5 pm.

### **ii) EXTRACT OF RELEVANT CONSTITUTIONAL PROVISIONS ON ELECTION TIMELINES**

**24(b)** At least ten weeks before 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.

**24(c)** At least eight weeks before the Annual General Meeting in an Election Year, a proposer, a seconder, and the nominee must sign each nomination form and reach the Secretariat.

**24(d)** Nominations shall close seven 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 before Election Day.

**24(f)** At the close of nominations, the Scrutinising Committee shall examine the nominations received and make a ruling on their validity. Suppose 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). In that case, the closure of nominations shall be extended by three weeks (the Extended Nomination Closure Date). The Extended Nomination Closure Date and 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



If the number of subsisting nominations that 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 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 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, authorisation cards enable Ordinary Corporate Members who cannot vote in Person to authorise someone to cast their vote. Ordinary corporate members can only assign staff members or directors in their company as their proxies with a signed authorisation from a director or senior partner.

**52.** The instrument appointing a Proxy shall be deposited at the registered office of the Chamber or 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.

### iii) SICCI ELECTION PROCESS TIMELINE - 2024

1. The Scrutinising Committee will be announced by the first week of April.
2. (A) **10 weeks** before 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 (**by 5 April 2024**).
  - AGM date is fixed for 14 June 2024 (Friday)
  - Election date fixed for 10 June 2024 (Monday)(B) The Nomination form must be sent to or obtained by eligible ordinary members. The Scrutinising Committee must ascertain the list of members who qualify before the nomination forms are provided.
3. Nomination forms must be submitted 56 days before the AGM (8 weeks) (**by 4.59 pm on 19 April 2024**). They must be endorsed by the proposer and seconder, who are ordinary members.
4. **Closing of Nominations**— 49 days before the AGM (7 weeks) (**by 26 April 2024**). The Scrutinising Committee closes the nominations and announces to the members

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about the KYC process.

5. If there are less than six after four days of closing nominations, the closing has to be extended by 21 days (3 weeks) (**17 May 2024**).
6. KYC is to be undertaken between **7 May 2024 and 23 May 2024**.
7. Successful candidates will be named (after KYC) 21 days before the AGM (**24 May 2024**).
8. Circulation of Standing Candidates' names to all ordinary members—at least 15 days before the AGM (latest by **30 May 2024**).
9. The Scrutinising Committee will conduct a membership audit, and eligible ordinary members will be notified that they can vote. Proxy forms must be sent, indicating the rules around appointing proxies and requests for early submission.
10. Closing of proxy submission is 72 hours before elections. Proxy forms should be submitted by Directors / Shareholders of the company and assigned to staff / Directors.
11. Nomination withdrawal three days before Election Day (latest by **6 June 2024**).
12. Proxy forms - At least 3 days (72 hours) before Election Day and approval to be granted before Election Day (at latest by **6 June 2024**) - announced via the web and email.
13. Counting votes - After 5 pm on Election Day (**10 June 2024**).
14. Announcement of results - Electronic Mail / Posting on the website after counting on the same day (**10 June 2024**).

## **ANNEX C**

### **QUALIFYING CRITERIA FOR NOMINEES TO BOARD DIRECTORSHIP EXTRACT OF RELEVANT CONSTITUTIONAL PROVISIONS**

#### ***From SICCI's Constitution:***

**19(a)** The affairs of the Chamber shall be managed by the Board, which consists of a Chairperson, two Vice-Chairperson, an Honorary Treasurer, and up to thirteen others. At most, two members of the Board may be someone other than 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 needed, to assume the post of any Office Bearer that has become vacant; and
- (iii) up to two persons who, in the opinion of the Board, will assist the Chamber in fulfilling its objectives by their expertise. This is in addition to those co-opted under (i) and (ii) above.

**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 two 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 Ordinary Members or Representatives of sound mind and must not have been adjudicated bankrupt recently (within the last 5 years) convicted of a criminal offence. In addition, the Person nominated for the position of Chairperson, Vice Chairperson, and Treasurer (Office Bearers) shall be a Singapore citizen. 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 Chairperson, 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 six consecutive years shall not be eligible for re-election to any office for a subsequent term. The restrictions 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 - EXTRACT OF CONSTITUTIONAL PROVISIONS

#### *From SICCI's Constitution:*

**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 remaining positions.

**24 (g) (ii)** If elections are required, authorisation cards enable Ordinary Corporate Members who cannot vote in Person to authorise someone to cast their vote. Ordinary corporate members can only assign staff members or directors in their company as their proxies with a signed authorisation from 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 the 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 by 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 both's presence.

(ii) Each Ordinary Member shall go in Person.

(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 includes the names of candidates for the Board.

(iv) The recipient of such ballot papers shall indicate, by marking a cross or tick ("x" or "✓") 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 by 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 5 pm, the two members of the Scrutinising Committee holding the keys shall open the ballot boxes, and the Scrutinising Committee (with the Secretary and Secretariat staff) shall count the votes. The results of the elections shall be posted on the notice board and the Chamber's website and circulated to the Members after that 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)** 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 effected by properly addressing, prepaying 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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