

## 修改章程实务

### 内容概要

- 什么是章程、章程的崇高性
- 为何要修改章程
- 修改章程时应注意哪些法律与条例
- 社团注册局的章程范本与指导原则
- 修改章程的标准工作程序

### 什么是章程

正确的英文名称是 Governing Instrument，中文译为管理文据。以我国目前社团、慈善团体、公益机构为例，根据它们的不同注册形式而有下列不同的名称：

- 据<社团法令>注册为社团者  
英文称为 Constitution 或者 Rules  
中文称为章程
- 据<公司法令>注册为有限公司者  
英文称为 Memorandum of Association and Articles of Association 中文称为组织大纲与章程细则
- 据<信托人法令>注册为信托局（Board of Trustees）者  
英文称为 Trust Instrument 或 Trust Deed  
中文称为信托文据或信托契据

## 章程的崇高性

任何社团在申请注册时，必须起草一份能被社团注册局所接受和批准的章程，而注册后的社团的领导层肩负着“信托责任 Fiduciary Duties”，包括：

1. 奉公守法的责任 Duty of Compliance
2. 谨慎处理的责任 Duty of Prudence
3. 细心照顾的责任 Duty of Care

其中，奉公守法的责任包含遵守各项法律与条规、行规和家规（就是本身的章程），以及遵循法律及时作各类法定呈报。

我们从社团注册局的网站里，找到它对社团章程的崇高性之论述如下：

Registered societies are self-governing entities, bounded by their Constitutions. The Constitution is a private contractual agreement governing the rights and liabilities of its members.

注册社团是自治实体，并受其章程所约束。章程是私人契约用以阐明其会员的权力与义务。

而本地许多社团在为新上任的理事会举行就职典礼时，新任会长率领全体理事在主持监誓的贵宾面前宣誓如下：

我谨以至诚，接受会员付托担任理事。  
誓愿遵守本会章程与议决，  
尽忠职守，全心全力共同发展会务，此誓。

社团的入会申请表格里，申请人也承诺愿意遵守该社团的章程与议决。

**由此可见，社团章程是具有法律约束力的文件，是崇高和不可侵犯的家规。**

## 为何要修改章程

俗话说：不能一本通书看到老。

我国国会为了与时俱进，符合已变迁国际与国会的环境，不断地修改原有的法律和制定新的法律。

同样地，社团也应随时代的演进而定时检讨与修改章程，甚至是彻底写一部新章程。

通常，社团修改章程的主要原因有：

- 原有的条文已经过时或不合时宜
- 现有章程的范围太小，不符合未来发展的需求。
- 符合新的法律要求
- 提升良好监管水平

## 修改章程时应注意哪些法律与条例

- <社团条例>第 3（2）（b）条规定申请注册为社团时，必须呈上一份英文版的章程给该局批准。
- <社团法令>第 11（1）（b）条规定社团不可在未获得注册官或助理注册官事先书面批准情况下修改章程。违例者一旦被定罪，可被罚款最高不超过 3000 元。
- <社团法令>第 11（3）条说明“修改”包括制定新章程及废除现有章程；以及“章程”包括成立社团时所要履行或将其资金用来履行的宗旨与目的；会籍和担任任何职位所需的资格；任何职位的委任或选举方法；治理该社团的条规；修改上述任何事项的方法与方式。



- <社团法令>第 11A (2) 条授权注册官可下令社团在规定时限内据他指示的方式修改其章程。
- <社团条例>第 8 (b) 条规定社团须以书面向注册局申请修改章程，而由会长与秘书签名申请。
- <社团条例>第 10 (b) 规定向注册局申请批准修改章程须付费\$130，否则有关申请将作废。
- 若有关社团也注册为慈善团体或公益机构，在向社团注册局 (ROS) 或会计与企业监管局 (ACRA) 提呈修改章程之前，必须先将修改章稿草案提交给慈善总监 (COC) 或相关的监管部门 (Sector Administrator SA) 审视，待它给予书面的不反对 (No Objection) 之后，才可向 ROS 或 ACRA 申请修改章程。
- 不论是 COC, SA, ROS 或 ACRA 在审批修改章程申请时，可能对有关社团的修改草案作出反建议或任何修改建议，**申请者及其会员须全盘接受。**

## 社团注册局颁布 拟草社团章程的指导原则

• 社团可以自行起草章程，或者采用或修改社团注册局的“章程范本 ROS’ Guide Constitution”。

• 基本上，社团的章程必须有条文来涵盖下列：

### 1. 名称

清楚列出社团的正式名称

### 2. 会务地址

清楚列出社团的会务地址

### 3. 宗旨

按优先次序清楚列出成立社团所欲实现的目的或宗旨，或可使用其资金在哪些目的或宗旨。

### 4. 信仰声明

（基督教团体必须施行）  
清楚列出社团的宗教教义

### 5. 会员的资格和权利

清楚列出社团会员的准则；如：

- 成为会员所需具备的资格，以及会员的类别（若有）。
- 会籍是否有性别、年龄、嗜好、经验、学历等方面的限制。
- 会员的投票权和担任执委的权利

### 6. 会籍的申请

清楚列出申请入会的程序以及授予会籍的方式。

**7. 入会费、会捐和其他费用**

详列社团的收入来源，包括所定的入会费和定期会捐的金额与付款方式。

**8. 最高权力机构和会员大会**

详列社团的最高权力机构在于其会员大会，并详列社团召开会员大会以议事所需的法定人数。

**9. 管理层与委员会**

列出各位执委的职衔，以及受托管理社团日常会务管理的委员会或管理机构的委任方式。

**10. 执委的职责**

清楚列出每个执委的职务、权力和责任，包括社团资金的开支权限。

**11. 审计和财政年度**

清楚列出社团的审计师的选举或委任程序、保存社团的收入与支出帐目，以及每年向会员公布帐目。

**12. 信托人**

适用于已拥有或可能拥有不动产的社团

**13. 访客和宾客**

为会员带进宾客的人数设限，以及为每位宾客在即定时间内的来访次数设限。

**14. 禁例**

清楚列出社团所不能从事的活动。社团注册局提供的章程范本所列第13.1至13.7项条文是强制性的。

**15. 修改章程**

清楚列出修改社团章程的方式

**16. 阐释**

清楚列出管理层有权处理在社团章程里没清楚列出的任何日常会务，但是必须在章程里清楚说明会员大会在任何情况下都有权力推翻管理层的决定。

**17. 纠纷**

清楚列出解决会员之间的纠纷之方式

**18. 解散**

清楚列出社团自愿解散的条文，以及解散后社团资产的处置方式。



## 样板文件

### I10: 修改章程的工作清单

1. 首先，修改章程的动议必须列入  
董事会会议的讨论议程 ☐
2. 讨论议程的内容至少包括下列事项
  - 2.1 修改章程的原因 ☐
  - 2.2 要修改、增加、删减哪些条文 ☐
  - 2.3 委任修改章程小组成员 ☐
  - 2.4 制定修改章程小组的工作范围 ☐
  - 2.5 制定修改章程的指导原则 ☐
  - 2.6 提呈修改章程草案的时限 ☐
3. 修改章程小组召开会议，次数酌情，但必须在  
董事会规定的时限内提呈修改章程草案 ☐
4. 必须据社团注册局的下列格式提呈草案 ☐

#### 原文序号   原文内容   新条文序号   新条文内容   修改理由

5. 召开董事会会议讨论与通过修改章程小组所提呈  
的修改章程草案 ☐
6. 必要时，先请法律顾问审阅草案 ☐
7. 必要时，邀请法律顾问列席会议以给予专业咨询 ☐
8. 在董事会会议通过草案之后，准备召开特别会员  
大会以通过董事会所提呈的修改章程草案 ☐



9. 召开修改章程的特别会员大会时应注意以下重要事项：
- 9.1 向全体会员发出足日的大会通告 ☐
  - 9.2 必须附上中英文版本的草案 ☐
  - 9.3 确保在开会和表决时有法定人数 ☐
  - 9.4 对草案进行表决时，至少获得三分之二赞成票才可通过。 ☐
  - 9.5 必要时，邀请法律顾问列席大会。 ☐
10. 如果是慈善团体或公益机构，首先必须向慈善总监或有关的部门执行者提呈其修改章程草案。 ☐
11. 获得慈善总监或有关的部门执行者之同意后，才可向社团注册局申请修改章程。 ☐
12. 若慈善总监或有关的部门执行者在同意时附带一些修改建议，则必须循其建议作适当修改后，才呈社团注册局，同时呈慈善总监或有关的部门执行者备案。 ☐
13. 通过 iROSES 电子系统向社团注册局申请修改章程，格式如上述所示。 ☐
14. 上 iROSES 网络之前须申请 singpass ☐
15. 会长和秘书长必须亲自上网确认 ☐
16. 待社团注册局批准之后，须在它规定的时限内缴付手续费\$130，新章程才可生效。 ☐

**所有 SingPass 用户必须在  
2017 年底重新申请 CorpPass**

**新加坡佛教总会为您呈献**  
**Presented by the Singapore**

## Checklist For Proposed Amendments To Constitution

1. First and foremost, the proposed amendments to Constitution must be tabled for discussion at Board Meeting ☐
2. The agenda for discussion must at least covers the following areas:
  - 2.1. Reasons for the proposed amended ☐
  - 2.2. Which are the clauses to be amended, added or deleted ☐
  - 2.3. Appointment of a committee to undertake the preparatory works ☐
  - 2.4. To determine the terms of reference for the Committee ☐
  - 2.5. To determine guidelines for the Committee ☐
  - 2.6. To determine time frame for the Committee ☐
3. The Committee to decide on the frequency of its series of meetings but shall present its draft amendments within the time frame. ☐
4. The proposed amendments must be set out in the ROS' prescribed format as follows (also refer to Annex 14): ☐

Rule Number	Existing Rules	Renumbered Rules No.	Proposed Rules	Explanation and Reasons
5. Board Meeting to approve the proposed amendments submitted by the Committee ☐
6. Seek legal advice on the draft amendments ☐
7. Invite the legal adviser to the Board Meeting to offer legal advice, if necessary ☐
8. Upon adopted by the Board Meeting, proceed to convene a General Meeting to adopt the proposed amendments presented by the Board ☐
9. Take note of the following matters when convening a General Meeting for the purpose of amending Constitution ☐
  - 9.1. Serve sufficient Clear Day's Notice to all members who are entitled to receive such notice and attend the General Meeting ☐

- |   |                          |
|---|--------------------------|
| 9.2. A complete set of proposed amendments must be attached to the Notice of General Meeting  | <input type="checkbox"/> |
| 9.3. Ensure that quorum is present during commencement of meeting as well as when calling for a vote on the proposed amendments   | <input type="checkbox"/> |
| 9.4. Ensure at least 2/3 of those present have voted in favour of the proposed amendments in order for the proposal to be carried through   | <input type="checkbox"/> |
| 9.5. Invite the legal adviser to be present at the General Meeting to offer advice, if necessary  | <input type="checkbox"/> |
| 10. For a registered charity or an IPC, the proposed amendments must first be approved by the Commissioner of Charities or the respective Sector Administrator  | <input type="checkbox"/> |
| 11. Upon being approved by either the Commissioner of Charities or the respective Sector Administrator, the proposed amendments will then be submitted to either ROS for approval or lodge at ACRA.                                   | <input type="checkbox"/> |
| 12. The Commissioner of Charities or the respective Sector Administrator may approve the application with counter proposal amendments must be accepted and incorporated into the proposed amendments before submission to ROS or ACRA | <input type="checkbox"/> |
| 13. Use iROSES to submit to ROS   | <input type="checkbox"/> |
| 14. Obtain SingPass in order to access iROSES   | <input type="checkbox"/> |
| 15. Upon successful submission, President and Honorary Secretary to verify the submission on line personally  | <input type="checkbox"/> |
| 16. Upon being approved by the ROS, pay the prescribed fee of \$130 in time before the new Constitution could take effect   | <input type="checkbox"/> |

<p>All SingPass Users must reapply for CorpPass by end of 2017</p>
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**PROPOSED AMENDMENTS TO THE CONSTITUTION OF XYZ**  
**Adopted by AGM / EGM on \_\_\_\_\_**

Rule Number	Existing Rules	Renumbered Rule No.	Proposed Rules	Explanation and Reasons for Amendments



某某慈善团体修改章程草案  
(日期) 常年/特别会员大会通过

条文编号	现有条文内容	新编号	拟议修改条文内容	修改理由

## 修改章程的需知事项



### Instructions For Application for Amendment of Rules

#### 1. Requirements

- a. This eService will take approximately 3 minutes to complete.
- b. Please refer to the sample on how to draw up the constitution of a society.
- c. A copy of the relevant amendments in word format as shown below should be submitted. You may download the format [here](#).

Rule No.	Existing Rule(s)	Renumbered Rule No.	Proposed Rule(s)	Explanation & Reasons for Amendments

The following points are to be adhered:

- i State the entire rule to be amended (although only a portion of the rule may be amended)
  - ii Underline the amended portion in the existing and proposed rule(s)
- d. An approval letter from the Commissioner of Charities is required if the society is a registered charity or an Institution of a Public Character.
  - e. The file size of each attachment should not exceed 2Mb.
  - f. The President and Secretary of the society are required to verify the application using their individual SingPass or iROSES account before the system can accept the application for processing.
  - g. A fee is payable upon approval of application.

#### 2. Important

- a. This application will not be processed if
  - i The society has outstanding annual returns to be submitted; or
  - ii The required information / documents are not submitted.

#### 3. User Guide

##### A. General

1. Before starting on your application, you are encouraged to read the instructions on submitting an application for Amendment of Rules.
2. The form consists of three parts:
  - Society's Details
  - Application Details
  - Contact Details

##### B. Completing the Form

## 1. Society's Details

- Fill in either the UEN or name of the society.

**Society Details**

UEN:

Name of Society:

Place of Business:

Figure 1. Society's Details

## 2. Application Details

- Fill in all compulsory fields in Figure 2. A copy of the relevant amendment word format should be submitted. The file size should not exceed 2Mb.

**Application Details**

Date of General Meeting at which amendments were passed:

Proposed Amendments:

Supporting Documents:

Attachments (Maximum file size: 2Mb)

Figure 2. Application Details

## 3. Contact Details

- Fill in all compulsory fields in Figure 3

**Contact Details**

Full Name of Contact Person:

Postal Code:

Building / Block / House No.:

Unit No.:

Street Name:

Building Name:

Main Contact No.:

Other Contact No.:

Email Address:

Figure 3. Contact Details

## C. Saving the Application as a Draft

- You may want to save the information entered as a draft. At the bottom of the form, you will see:

Figure 4. Action Buttons

2. Click on the **Save** button to save the application as a draft.

#### D. Retrieving a draft application for Amendment of Rules

1. You may retrieve the draft from the Outstanding Tasks tab (Figure 5).

Task	Society	Status	Last Modified Date
Amendment of Rules	[Redacted]	Approved/Pending Payment	09-05-2010

Figure 5. Outstanding Tasks

2. Click on **Amendment of Rules** to open the application.

#### E. Submit Amendment of Rules

1. Click on **Amendment of Rules** at Outstanding Task and the form opens in a new tab. At the bottom of the form, click on **Submit** button.

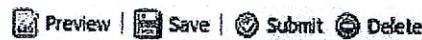


Figure 6. Action Buttons

2. After successful submission of the application, an acknowledgment page will be displayed (Figure 7).

My eServices Outstanding Tasks Amendment of Rules

Application of Amendment of Rules 1. Enter form details 2. Acknowledgement

Submission for Verification Successful!  
Please use this Case ID for all future Correspondence: R05201000030

Submission Summary

Submission Date:	4/28/2010 12:00:00 AM
Society Name:	[Redacted]

Summary of Contact Person

Name:	yanyan
Address:	BLK750C, B, CHAI CHEE ROAD Singapore 409003
Telephone:	12345678
Email:	yanyan@telkwa.com

President/Secretary and Treasurer should verify the application online via Singpass or Roseta account with in 1 month from the date of submitting the application

Back to MySocieties Please print this page for your own records Print

Figure 7. Acknowledgement

#### F. Verify/Modify/Delete Application

1. Application for Amendment of Rules should be verified by the society's President and Secretary. To verify/edit/delete, open an **Amendment of Rules** at **Outstanding Tasks** tab.



2. At the bottom of the form, click on **Verify** button to verify. To edit, click on **Modify** button. All previous verifications will be void and the President and Secretary is required to verify the application again. To delete the draft, click on **Delete** button.



Figure 8. Action Buttons

3. After successful verification, an acknowledgment will be displayed (Figure 9). Once an application is verified and submitted to ROS, you will not be allowed to delete the application.

Figure 9. Acknowledgement

#### G. Status of Application

1. To check status of the application, log in with SingPass or iROSES account and click on **Application/Submission Status** on the left hand navigation panel.

#### H. Withdraw Application

1. You may withdraw an application before payment is made. To withdraw an application, the President, Secretary or Treasurer would have to log in with SingPass or iROSES account and click on **Outstanding Tasks** tab (depending on the stage of the application). Open the application and click on **Withdraw** button (Figure 10)



Figure 10. Action Buttons

2.

#### I. Payment

1. Payment for the application is only required when it is approved. To make payment

for the application, the President, Secretary or Treasurer would have to log in with SingPass or iROSES account and click on **Outstanding Tasks** tab. Open the application and click on **Make Payment** button (Figure 11).



Figure 11. Action Buttons

2. Enter Credit Card details to make payment (Figure 12).

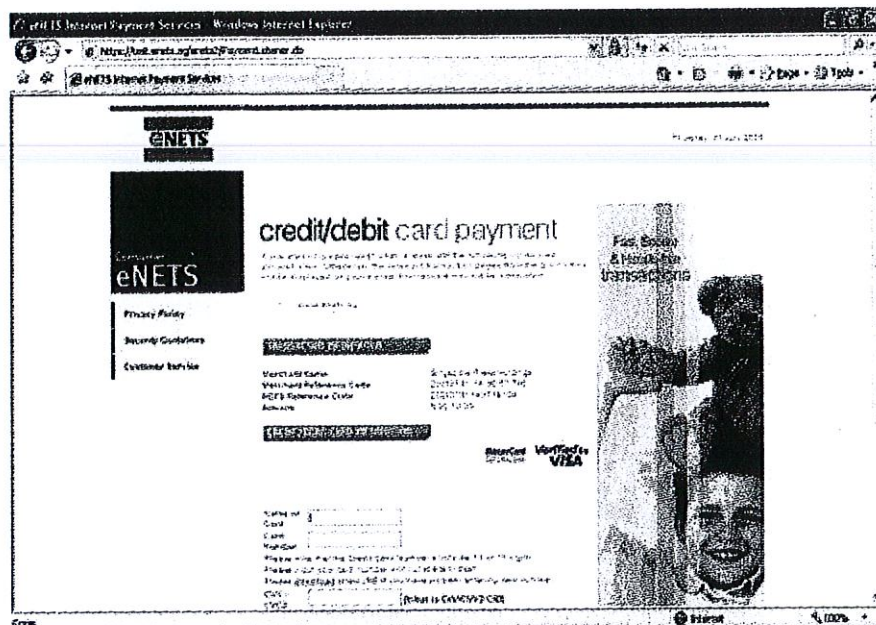


Figure 12.



## Registry Of Societies

### Amendment of Rules

#### Society Details

UEN :

Name of the Society :

Place of Business :

#### Application Details

Date of General Meeting at which amendments were passed:

Proposed Amendments: Constitution.doc



Supporting Document(s): Support Document from CU.doc



#### Summary of Contact Details

Full Name of Contact Person :

Postal Code :

Blk/Bldg/House No :

Unit No :

Street Name :

Building Name :

Mobile No :

Office No :

Residential No :

Email :

## Application of Amendment of Rules

Submission is successful.

Please use this Case ID for all future  
Correspondence:

Submission Summary

Submission date :

Society Name:

Summary of Contact Person

Name:

Address:

Telephone:

Email:

Application for verification is successful. Please inform the President/Secretary to verify the submission



Dear President and Secretary,

Please refer to your application to amend the rule of \_\_\_\_\_  
passed at the General Meeting held on 08/10/2011.

2 The proposed amendments are approved-in-principle, subjected to the following:

a) Full acceptance by the members of all amendments made by the Registry of Societies.

b) Payment of the prescribed fee of SGD\$130.00.

3 The President, Secretary or Treasurer can log in to iROSES at [www.ros.gov.sg](http://www.ros.gov.sg) to make payment via eNETS credit/Credit Card. For more details on alternative modes of payment, please go to [http://www.ifaq.gov.sg/mha/apps/fcd\\_faqlmain.aspx](http://www.ifaq.gov.sg/mha/apps/fcd_faqlmain.aspx).

4 Payment of the prescribed fee is confirmation that the society has fully accepted all our amendments in red. The amendments to the constitution shall come into effect on the day the above payment is received by the Registry of Societies.

5 Kindly note that if payment is not received within 3 months from the date of this email, the application shall be withdrawn and purged from our system. Thereafter, if your society wishes to seek our approval for the amendments to your rules, a new application has to be made.

6 Your society's attention is drawn to Section 11(1)(b) of the Societies Act, which stipulates that it is an offence for a registered society to amend its rules without the prior approval of the Registrar or an Assistant Registrar of the Societies.

7 If you require any assistance, you may contact Ms Lim Wenfeng at 63916353 or [Lim\\_Wenfeng@mha.gov.sg](mailto:Lim_Wenfeng@mha.gov.sg).

This is a system-generated message. No signature is required.