



THE STATUTES OF THE REPUBLIC OF SINGAPORE

**SINGAPORE LABOUR FOUNDATION
ACT 1977**

2020 REVISED EDITION

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Singapore Labour Foundation Act 1977

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An Act to establish the Singapore Labour Foundation and for matters connected therewith.

[12 December 1977]

PART 1

PRELIMINARY

Short title

1. This Act is the Singapore Labour Foundation Act 1977.

Interpretation

2. In this Act, unless the context otherwise requires —
 - “Board” means the Board of Directors constituted under section 7(1);
 - “Chairperson” means the Chairperson of the Board elected in accordance with section 7(3);
 - “director” means a member of the Board of Directors mentioned in section 7(1);
 - “Foundation” means the Singapore Labour Foundation established under section 3;
 - “general meeting” means an annual general meeting or extraordinary general meeting of the Foundation;

“member” means a member of the Foundation;

“National Trades Union Congress” means the National Trades Union Congress registered under the Trade Unions Act 1940;

[Act 17 of 2023 wef 01/07/2023]

“virtual meeting technology” means any technology that allows a person to participate in a meeting without being physically present at the place of meeting.

[Act 17 of 2023 wef 01/07/2023]

PART 2

THE FOUNDATION AND THE BOARD

Establishment and incorporation of Foundation

3. A body corporate called the Singapore Labour Foundation is established, which —

- (a) has perpetual succession;
- (b) has a common seal;
- (c) may sue and be sued in its corporate name;
- (d) may perform any other acts that bodies corporate may by law perform; and
- (e) may exercise any powers that are conferred by this Act.

Objects

4. The objects of the Foundation are to —

- (a) promote the welfare of the members of the trade union movement in Singapore and of the families of the members;
- (b) participate, aid and assist in social, economic or educational programmes and undertakings relating to the development of the trade union movement in Singapore;

- (c) provide bursaries, scholarships and fellowships for —
 - (i) children of members of trade unions affiliated to the National Trades Union Congress and of members of other organisations that are associate affiliates of the National Trades Union Congress;
 - (ii) workers from Singapore or elsewhere who pursue studies or undergo training in Singapore in fields that are relevant to trade unions; and
 - (iii) persons nominated by the National Trades Union Congress to pursue studies in institutions of higher learning in Singapore or elsewhere;
- (d) award fellowship and awards in institutions of higher learning for research in matters relating to the trade union movement;
- (e) establish and maintain industrial rehabilitation centres;
- (f) construct and maintain suitable premises for the use of trade unions and co-operative societies managed by trade unions in Singapore; and
- (g) assist by way of grants, donations or otherwise such charitable, educational or other work, object or endeavour in Singapore or elsewhere as the Board considers desirable in the interests of, or for the furtherance of, the trade union or co-operative movement in Singapore or elsewhere.

Powers

5. For the purpose of carrying out the objects of the Foundation, the Board may —

- (a) purchase, take on lease, hire, or otherwise acquire any real or personal property which may be considered necessary or convenient for any of the objects of the Foundation;
- (b) sell, manage, lease, mortgage, dispose of, or otherwise deal with, all or any part of the property of the Foundation;
- (c) receive any gift of any nature for one or more of the objects of the Foundation;

- (d) take any steps by personal or written appeals, public meetings or otherwise, that may be considered necessary or expedient by the Board, to obtain funds for the Foundation in the shape of contributions, donations, annual subscriptions or otherwise, and generally raise funds by all lawful means to carry out the objects of the Foundation;
- (e) borrow money in any manner that the Board may think fit;
- (f) invest the moneys of the Foundation not immediately required for its purposes in or upon any investments, securities or property that the Board may think fit, subject nevertheless to the conditions (if any) and the consents (if any) that may, for the time being, be imposed or required by law;
- (g) utilise the corpus and income of the Foundation in any manner that the Board may think fit for the purpose of carrying out the objects of the Foundation;
- (h) appoint one or more committees consisting of directors alone or any combination of directors and members (so long as there is, in the latter case, on each committee one director who is to be chairperson of that committee) for any object, power or purpose set out in this Act (other than the power to borrow money) which, in the opinion of the Board, would be better or more conveniently regulated, managed or carried out by means of a committee; and
- (i) do any other lawful acts or things that are necessary, incidental or conducive to the attainment of the objects of the Foundation.

Members of Foundation

6.—(1) The Foundation consists of any number of members that the Board may admit to membership.

(2) Without limiting subsection (1), the Board may admit as members bodies or organisations affiliated to the National Trades Union Congress or any person, company or association who or which is a benefactor of the Foundation.

(3) A member must pay the entrance fee (if any) and annual subscription that the Board may determine from time to time.

(4) A member may resign from the Foundation at any time by giving notice of the member's resignation to the Board, but the member remains liable for any subscription or other sums as may be due to the Foundation on the date of the member's resignation.

(5) The Board may at any time terminate the membership of any member —

- (a) if the member has a mental disorder and becomes incapable of managing himself or herself or his or her affairs;
- (b) if the member becomes a bankrupt or suspends payment to, or makes any arrangement or composition with, the member's creditors;
- (c) if the member, being a company or an association or a body of persons, corporate or unincorporated, becomes insolvent or suspends payment to, or makes any arrangement or composition with, its creditors or goes into liquidation;
- (d) if the member fails to pay any annual subscription or other fees due to the Foundation;
- (e) if the member, being an affiliate or associate affiliate of the National Trades Union Congress, ceases to be so affiliated;
- (f) if a resolution is passed at a general meeting of the Foundation that the member should cease to be a member of the Foundation; or
- (g) for any other reason that to the Board may seem just or proper.

Management of affairs of Foundation

7.—(1) The affairs of the Foundation are to be managed by a Board of Directors which consists of —

- (a) 3 directors to be appointed by the Minister on the advice of the National Trades Union Congress;

- (b) 2 directors to be appointed by the Minister; and
- (c) 2 directors to be elected at the annual general meeting of the Foundation.

(2) The directors hold office for a term of 3 years and are eligible for re-appointment at the end of their term of office.

(3) The Board must elect a Chairperson and a Deputy Chairperson from among its directors.

(4) The Minister may, at any time, revoke any appointment made by him or her under subsection (1)(a) or (b) without giving any reason; and any director elected under subsection (1)(c) may be removed by a resolution passed at a general meeting of the Foundation.

Engagement of employees

8. The Board may engage any employees that it considers necessary and may regulate their duties and fix their salaries.

General administrative control of work of Foundation

9. The Board may appoint one of the directors to exercise, subject to the Board's direction, general administrative control over the work of the Foundation, and any appointment so made may be honorary, or at the Board's discretion, remunerated at the rate that the Board may determine.

Meetings of Board

10.—(1) The Chairperson must summon meetings of the Board as often as may be necessary but not less frequently than once in 3 months.

(2) At every meeting of the Board, 4 directors form a quorum, and decisions are to be adopted by a simple majority of the votes of the directors present and voting, except in the case of an equality of votes when the Chairperson, or the person presiding at the meeting, has a casting vote.

(3) The Chairperson, or in his or her absence the Deputy Chairperson, presides at meetings of the Board.

(4) If both the Chairperson and the Deputy Chairperson are absent from a meeting of the Board, the director whom the directors present select presides at the meeting.

(5) Subject to subsection (2), the Board is not precluded from holding any meeting or acting in any matter merely by reason of any vacancy in its membership.

(6) Subject to the provisions of this Act, the Board may regulate its own proceedings, including the holding of meetings, the notice to be given of the meetings, the proceedings at the meetings, the use of virtual meeting technology at the meetings, the keeping of minutes and the custody, production and inspection of the minutes.

[Act 17 of 2023 wef 01/07/2023]

Validity of acts of directors

11. The acts of a director are valid despite any defect that may subsequently be discovered in the director's appointment or qualifications.

Annual general meeting

12.—(1) The Foundation must hold an annual general meeting as near as may be in the same month each year as determined by the Board.

(2) The business to be transacted at each annual general meeting is, *inter alia*, to —

- (a) consider the annual statements of account and the report of the auditors;
- (b) consider the annual report of the activities of the Foundation;
- (c) appoint auditors in accordance with section 21 and to fix their remuneration;
- (d) elect a director or directors under section 7(1)(c) if a vacancy exists or vacancies exist; and
- (e) consider any other matter or business affecting the Foundation.

Extraordinary general meeting

13.—(1) Upon receipt of a requisition in writing by at least 100 members or one-quarter of the total number of members, whichever is less, the Secretary to the Board must forthwith convene an extraordinary general meeting of the Foundation.

(2) The requisition must state the objects of the meeting and must be signed by the requisitionists and deposited at the office of the Foundation.

(3) Despite subsection (1), the Secretary to the Board must convene an extraordinary general meeting of the Foundation at any time that the Board thinks this necessary and must, in the notice convening the meeting, state the objects of the meeting.

Notice of general meeting

14.—(1) The Board must send a notice of every general meeting to the members at least 14 days prior to the meeting being held, and the notice must specify the date, time and place for the holding of the meeting, the nature of the business to be transacted at the meeting and, in case of special business, concise particulars of the special business.

(2) The accidental omission to give the notice to, and the non-receipt of the notice by, a member does not invalidate the proceedings at any meeting.

Venue of general meeting

15. Every general meeting of the Foundation must be held at the office of the Foundation or at any other place that may be specified by the Board.

Quorum at general meetings

16.—(1) One-quarter of the total number of members of the Foundation as recorded in the register of members forms a quorum at all general meetings.

(2) If, within half an hour after the time appointed for a general meeting, a quorum is not present, the meeting stands adjourned to the

same day in the next week at the same place and time; and if, at the adjourned meeting, a quorum is not present within half an hour after the time appointed for the meeting, the persons entitled to vote who are present constitute a quorum.

(3) The Chairperson, or in his or her absence the Deputy Chairperson, is entitled to take the chair at any general meeting; but in the absence of the Chairperson and the Deputy Chairperson, any director, or in the absence of any director any member, appointed by the members present is entitled to take the chair.

(4) Every question arising at a general meeting must, unless a poll be demanded by a member, be decided on a show of hands; and every member present is entitled to vote, and in the case of an equality of votes, the person presiding at the meeting has a casting vote.

(5) The Board must cause minutes to be kept of all proceedings at every general meeting of the Foundation.

Arrangements for meetings

16A.—(1) This section applies to the following types of meetings:

- (a) an annual general meeting of the Foundation;
- (b) an extraordinary general meeting of the Foundation.

(2) The Foundation may hold a meeting to which this section applies —

- (a) at a physical place;
- (b) at a physical place and using virtual meeting technology; or
- (c) using virtual meeting technology only.

(3) Where the Foundation holds a meeting to which this section applies under subsection (2)(b) or (c), the meeting may be held without any number of those participating in the meeting being together at the same place.

(4) Where a meeting to which this section applies is held (whether wholly or partly) using virtual meeting technology —

- (a) a reference in this Act to any person (including any member of the Foundation) present at a meeting includes a

person who attends the meeting using virtual meeting technology;

- (b) subject to paragraph (d), a reference in this Act to a vote of a member of the Foundation at a meeting includes a vote by electronic means or any other means that the Board may determine;
- (c) subject to paragraph (d), a reference in this Act to the entitlement of a person to vote at a meeting includes, where the person is present by virtual meeting technology, the entitlement to vote by electronic means or any other means that the Board may determine;
- (d) a reference in this Act to voting by a person on a show of hands at a meeting includes, where the person is present by virtual meeting technology, voting by the person by electronic means or any other means that the Board may determine but only if the person can be identified —
 - (i) by any method that may be prescribed relating to the verification or authentication of the identity of persons attending the meeting; or
 - (ii) if no method is so prescribed, by any method that the Board may determine; and
- (e) a reference in this Act to an income and expenditure account, a balance sheet, a financial report or other document being caused to be laid before the Foundation at a meeting includes the relevant document being caused to be produced or made available —
 - (i) on a website; or
 - (ii) by any other means that the Board may determine.

[Act 17 of 2023 wef 01/07/2023]

Technological disruptions, etc., in meetings

16B. A meeting to which section 16A(2)(b) or (c) applies is not invalidated by reason of any technological disruption, malfunction or outage unless the court —

- (a) is of the opinion that the technological disruption, malfunction or outage has caused or may cause substantial injustice that cannot be remedied by any order of the court; and
- (b) by order declares the meeting to be invalid.

[Act 17 of 2023 wef 01/07/2023]

Custody of documents

17. The register of members, the minutes of proceedings of all general meetings of the Foundation and of all meetings of the Board and all books of account of the Foundation must be kept at the office of the Foundation and must, subject to any rules that may be in force, be open to inspection by members, provided that the written permission of the Chairperson or of a director is obtained prior to the inspection.

Accounts

18.—(1) The Board must open and maintain any account or accounts with a bank or banks that it considers necessary.

(2) The Board must cause proper books of account to be kept with respect to —

- (a) all sums of money received and expended by the Foundation and all matters in respect of which receipt and expenditure takes place;
- (b) all sales and purchases of goods by the Foundation; and
- (c) the assets and liabilities of the Foundation.

PART 3**MISCELLANEOUS****Application of income and property**

19.—(1) Subject to subsection (2), the income and property of the Foundation from wherever derived must be applied solely towards the promotion of the objects of the Foundation as set out in section 4, and no portion of that income or property may be paid or transferred directly or indirectly by way of dividend, bonus, profit or otherwise to members or directors.

(2) Nothing in subsection (1) is to be construed as preventing the payment, in good faith, of —

- (a) remuneration to employees of the Foundation;
- (b) remuneration to the director charged with general administrative control over the work of the Foundation as provided in section 9;
- (c) out-of-pocket and travelling expenses to any director; and
- (d) other proper charges and expenses of the Foundation.

Issue of shares, etc.

19A. As a consequence of the vesting of any property, rights or liabilities of the Government in the Foundation under this Act, or of any capital injection or other investment by the Government in the Foundation in accordance with any written law, the Foundation must issue the shares or other securities to the Minister for Finance that the Minister for Finance may direct.

Presentation of accounts

20. The Board must, at every annual general meeting, cause to be prepared and to be laid before the Foundation an income and expenditure account, a balance sheet and a financial report in respect of the preceding year.

Auditors

21. The auditors to be appointed by the Foundation at a general meeting must be public accountants within the meaning of the Companies Act 1967.

Annual report

22. The Board must, as soon as practicable after the close of each financial year, submit to the Minister an annual report on the activities of the Foundation during that year, and the Minister must cause a copy of every such report to be presented to Parliament.

Protection from liability for bona fide acts

23. No matter or thing done and no contract of any kind entered into by the Board and no matter or thing done by any director or member or by any employee engaged by the Board shall, if the matter or thing was done or the contract was entered into bona fide for the purpose of carrying out the provisions of this Act, subject any such director, member or employee to any action, liability, claim or demand whatsoever in respect thereof.

Common seal

24.—(1) The Foundation must have and may use the common seal which may be broken, changed, altered or made anew as the Board may think fit.

(2) The Board must provide for the safe custody of the seal which must only be used by the authority of the Board and every instrument to which the seal is affixed must be signed by the Chairperson or a director and must be countersigned by a second director or some other person appointed by the Board for the purpose; and such signing is sufficient evidence that the common seal of the Foundation has been duly and properly affixed and that the seal is the lawful seal of the Foundation.

Rules

25.—(1) The Board may make rules, not inconsistent with the provisions of this Act, for the carrying into effect of any of the purposes or provisions of this Act.

(2) All rules made under this section must be published in the *Gazette*.

LEGISLATIVE HISTORY
SINGAPORE LABOUR FOUNDATION
ACT 1977

This Legislative History is a service provided by the Law Revision Commission on a best-efforts basis. It is not part of the Act.

1. Act 9 of 1977 — Singapore Labour Foundation Act, 1977

Bill	:	10/1977
First Reading	:	29 June 1977
Second and Third Readings	:	2 September 1977
Commencement	:	12 December 1977

2. 1985 Revised Edition — Singapore Labour Foundation Act (Chapter 302)

Operation	:	30 March 1987
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3. G.N. No. S 337/1987 — Revised Edition of the Laws (Rectification) Order 1987

Operation	:	30 March 1987
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4. Act 5 of 2002 — Statutory Corporations (Capital Contribution) Act 2002
(Amendments made by section 3 read with item (39) of the Schedule to the above Act)

Bill	:	7/2002
First Reading	:	3 May 2002
Second and Third Readings	:	24 May 2002
Commencement	:	15 July 2002 (section 3 read with item (39) of the Schedule)

5. Act 21 of 2008 — Mental Health (Care and Treatment) Act 2008
(Amendments made by section 33 read with item 1(46) of the Second Schedule to the above Act)

Bill	:	11/2008
First Reading	:	21 July 2008
Second and Third Readings	:	15 September 2008
Commencement	:	1 March 2010 (section 33 read with item 1(46) of the Second Schedule)

6. 2014 Revised Edition — Singapore Labour Foundation Act (Chapter 302)

Operation : 31 August 2014

7. 2020 Revised Edition — Singapore Labour Foundation Act 1977

Operation : 31 December 2021

8. Act 17 of 2023 — Companies, Business Trusts and Other Bodies (Miscellaneous Amendments) Act 2023

(Amendments made by the above Act)

Bill : 14/2023

First Reading : 18 April 2023

Second and Third Readings : 9 May 2023

Commencement : 1 July 2023

Abbreviations

(updated on 29 August 2022)

G.N.	Gazette Notification
G.N. Sp.	Gazette Notification (Special Supplement)
L.A.	Legislative Assembly
L.N.	Legal Notification (Federal/Malaysian)
M.	Malaya/Malaysia (including Federated Malay States, Malayan Union, Federation of Malaya and Federation of Malaysia)
Parl.	Parliament
S	Subsidiary Legislation
S.I.	Statutory Instrument (United Kingdom)
S (N.S.)	Subsidiary Legislation (New Series)
S.S.G.G.	Straits Settlements Government Gazette
S.S.G.G. (E)	Straits Settlements Government Gazette (Extraordinary)