

## INSEAD Club of Singapore, The

Registered with the Ministry of Home Affairs, Registry of Societies

UEN No.: S84SS0015L

Registered Address: 1 Ayer Rajah Avenue, Singapore 138676



## 2024 Annual General Meeting List of Motions

The 2024 Annual General Meeting of The INSEAD Club of Singapore will be conducted as an in-person event on 25<sup>th</sup> April 6:00pm SGT at the Singapore Cricket Club, A Connaught Dr, Singapore 179681.

Dues-paying member based in Singapore for the INSEAD Club of Singapore as of 4<sup>th</sup> April 2024 will be eligible to vote.

There will be a total of 21 motions to be voted in this AGM.

Motion	Description	Yes	No	Abstain
1 <sup>#</sup>	To waive the requirement for notice of motions to be brought to the secretary 7 days prior to any AGM and to ratify and permit these late motions to be brought forth by various members for voting during this AGM			
Motion	Description	Yes	No	Abstain
2 <sup>#</sup>	To approve the 2023 Financial review and statement (pages 35-37 of the 2023 Annual Report)			
Motion	Description	Yes	No	Abstain
3 <sup>#</sup>	To approve the proposed 2023 AGM minutes (pages 38 – 40 of the 2023 Annual Report)			
Motion	Description	Kevin	Nic	Abstain
4 <sup>#</sup>	To vote for the election of either person as Board Member (Clubs & Interest Groups) <ul style="list-style-type: none"><li>• Kevin Boezennec, MAP'20 Feb <i>Kevin has served 1 year with the ExCo and was FinTech Club President for few years organizing numerous events each year. Under his leadership, the clubs organized 6 events last year.</i></li><li>• Nic Jenkinson, EMBA'19Dec <i>Nic was nominated by an alumni member.</i></li></ul>			
Motion	Description	Noriko	Anna	Abstain
5 <sup>#</sup>	To vote for the election of either person as Board Member (Socials) <ul style="list-style-type: none"><li>• Noriko Hanada, MBA'10D <i>Noriko served 9 months with the ExCo and was in the IAA Japan ExCo (2018-2022) before moving to Singapore in 2022. Under her leadership, she organized 23 social events last year.</i></li><li>• Anna Ong, MBA'09J <i>Anna was nominated by an alumni member and has hosted a few events over the years.</i></li></ul>			
Motion	Description	Yes	No	Abstain
6 <sup>#</sup>	To vote for the re-election of Tan Eng Hwa, TIEMBA'16Jan as Board Member (Professor Series & Company Events)  <i>Eng Hwa is currently in election for his third and final term with the ExCo and has organized 5 BAFG award ceremonies in the last 5 years. He also organized 4 company visits and professor talks last year.</i>			

Motion	Description	Yes	No	Abstain
7 <sup>#</sup>	To vote for the election of Olivier van Grembergen, EMBA'08D as Board Member (Mentorship)  <i>Olivier was nominated by an alumni member. He has served as a mentor for 2 programs spanning at least 6 months each.</i>			
Motion	Description	Yes	No	Abstain
8 <sup>#</sup>	To vote for the election of Alexis Lhoyer, MBA'13D as Board Member (Marketing & Communications)  <i>Alexis was nominated by an alumni member. He has assisted with 1 RCLG club event last year and is a volunteer with Wine Club.</i>			
Motion	Description	Yes	No	Abstain
9 <sup>#</sup>	<b>MODERATION OF THE "INSEAD ALUMNI SINGAPORE" WA CHATS</b> To permit the IAA reasonable discretion to moderate unprofessional behaviour, bullying or harassment of individuals or groups on the "INSEAD Alumni Singapore" WA chats, and take such action as necessary including the ability to suspend membership or block such members			
Motion	Description	Yes	No	Abstain
10 <sup>#</sup>	<b>MODERATION OF THE "INSEAD ALUMNI SINGAPORE" WA CHATS</b> To permit IAA reasonable discretion to block a person who is spamming chats on all INSEAD WA chats and take such action as necessary including the ability to suspend membership or block such members. Spamming is defined as sending more than 15 messages over 30 consecutive days by any single individual on the group chat.			
Motion	Description	Yes	No	Abstain
11 <sup>#</sup>	<b>REDRESS FOR THE "INSEAD ALUMNI SINGAPORE" WA CHATS</b> Any member who feels he/she has been unfairly blocked, can bring a motion at the next AGM to reinstate themselves.			
Motion	Description	Yes	No	Abstain
12*	<b>CONFLICT OF INTEREST FOR IAA SG VOLUNTEERS</b> There have been several incidents in the past of IAA SG volunteers organizing activities that are beneficial to their own personal or business purposes under IAA SG's name, rather than solely serving to equally benefit all alumni members. No conflict-of-Interest policy is clearly indicated in the IAA Code of Conduct for volunteers. In the interest of best practice corporate governance, transparency, and avoidance of conflicts of interest, this should not be allowed.  Add a clause under Article VI: Executive Committee of the ROS Constitution, A: Formation of Executive Committee, 7. Conflict of Interest to include adherence to the IAA Code of Conduct for volunteers  Proposed addition:  <i>(d) A member of the Executive Committee shall adhere to the IAA Code of Conduct for volunteers. If there is any conflict, such member will resign this position immediately.</i>			
Motion	Description	Yes	No	Abstain
13 <sup>#</sup>	<b>OBJECTIVE OF THE "INSEAD ALUMNI SINGAPORE" WA CHATS</b> To be used for solely for social events and proposed as a one-way communication.			

Motion	Description	Yes	No	Abstain
14*	<p><b>AGM ATTENDANCE AND VOTING</b></p> <p>Add a clause under Article IV: General Meetings of the ROS Constitution, B. Proceedings at General Meetings to allow any general member who has paid membership fees at least 12 days before the holding of AGM to be eligible to attend and vote at the AGM at no additional fees or charges</p> <p>Proposed addition:</p> <p><i>Any General Member who has paid membership fees at least twelve (12) days before the holding of the General Meeting shall be eligible to ATTEND and VOTE at the General Meeting without having to pay any additional fees or charges.</i></p>			
Motion	Description	Yes	No	Abstain
15*	<p><b>AGM E-VOTING</b></p> <p>Amend clause 3 under Article IV: General Meetings of the ROS Constitution, A. Voting Rights to allow any general member to vote electronically and remove clause 4 on proxy.</p> <p>Proposed amendment:</p> <p><i>A General Members may vote either in person at the General Meeting or electronically in accordance with the 'how to vote electronically' instructions accompanying the official notice of such General Meeting.</i></p> <p>To remove:</p> <p><i>The proxy must be authorized in writing or by electronic means of notification by the general member to vote on his/her behalf at any general meeting of the Club. Such authorization must be received by the Secretary of the Club not later than twenty-four (24) hours before the time of holding the meeting at which the person named in such authorization is proposing to vote.</i></p>			
Motion	Description	Yes	No	Abstain
16*	<p><b>MEMBER NOTIFICATION TIMELINES</b></p> <p>Amend Article III: Memberships of the ROS Constitution, A. Types of Membership to change reasonable timeline to 14 days notice, and to include minutes of General Meeting to be made available</p> <p>Proposed amendment:</p> <p><i>A copy of the Constitution and Bye-Laws of the Club, and minutes of the General Meeting open to general members, shall be available for inspection upon 14 days' notice by any general member who has fully paid up their membership fees. A copy of the Constitution and Bye-Laws of the Club will also be made available on the Club's electronic channel such as the INSEAD Alumni Association Singapore blog or website.</i></p> <p>Amend Article XI: Bye-laws of the ROS Constitution to allow changes to be notified to general members</p> <p>Proposed amendment:</p> <p><i>General members of the Club at a General Meeting or the Executive Committee may make, alter, add to and repeal the Bye-Laws of the Club, as long as they do not conflict with the Constitution of the Club and provided that in the case of the Executive Committee's decision such new alteration, addition or repeal of the Bye-Laws is notified to members within 14 days of execution, and laid before the next Annual General Meeting.</i></p>			

<b>Motion</b>	<b>Description</b>	<b>Yes</b>	<b>No</b>	<b>Abstain</b>
17*	<p><b>MEMBERSHIP CRITERIA</b></p> <p>As required by ROS, add a clause under Article III: Memberships of the ROS Constitution, A. Types of Membership – General membership to require Singapore residency for all General Members</p> <p>Proposed addition:</p> <p>As required by ROS, general members shall be residents of Singapore i.e. Singapore citizen or Singapore permanent resident or holder of a valid Employment pass, work permit, dependent pass issued by the authorities in Singapore.</p>			
<b>Motion</b>	<b>Description</b>	<b>Yes</b>	<b>No</b>	<b>Abstain</b>
18#	<p><b>EXECUTIVE COMMITTEE VOLUNTEERING EXPERIENCE</b></p> <p>Add a clause under B. Election of President and Executive Committee in the ROS Bye-Laws to require members of Executive Committee to have at least six months of volunteering experience with the Club before being elected</p> <p>Proposed addition:</p> <p>6. A member of the Executive Committee shall have at least six (6) months of volunteering experience with the Club before standing for ExCo election</p> <p>ExCo comments:</p> <ul style="list-style-type: none"> <li>• Volunteer would get a good idea of what ExCo responsibility entails before getting the title</li> </ul>			
<b>Motion</b>	<b>Description</b>	<b>Yes</b>	<b>No</b>	<b>Abstain</b>
19#	<p><b>CLUB PRESIDENTS</b></p> <p>Add a section E: Club Presidents in the ROS Bye-Laws to include their tenure, conflict of interest declaration and adherence to the IAA Code of Conduct</p> <p>Proposed addition:</p> <ol style="list-style-type: none"> <li>1. Each term of the Club President is for a period of two (2) years and the Club President may be re-elected twice (total: 6 years)</li> <li>2. Club President shall ensure that he/she does not enter into any contract or arrangement that directly or indirectly creates a conflict of interest with their duties as Club President</li> <li>3. Club President who is a party to any contract and/or arrangement that may result in a conflict of interest must declare such contracts or arrangements to the members of the Executive Committee</li> <li>4. Activities shall not be private or related to own personal or business purposes</li> <li>5. Club President shall adhere to the IAA Code of Conduct for volunteers. If there is any conflict, such member will resign this position immediately.</li> </ol>			

Motion	Description	Yes	No	Abstain
20 <sup>#</sup>	<p><b>ENGAGEMENT CHANNELS</b></p> <p>Add a section F: Engagement channels related to Governance in the ROS Bye-Laws</p> <p>Proposed addition:</p> <ul style="list-style-type: none"> <li>• <i>The Executive Committee and interested General Members shall engage in discussion on Governance topics in an interactive public forum composed only of the Executive Committee and those members who have chosen to opt into or join that Governance forum and separate from the main interactive forum for the general membership.</i></li> <li>• <i>This forum shall remain open at all times to any General Member who wishes to join it.</i></li> <li>• <i>It is the responsibility of the Executive Committee to openly discuss and address any topics raised in this channel in a timely manner</i></li> </ul> <p>ExCo comments:</p> <ul style="list-style-type: none"> <li>• Very onerous and difficult to operationalise responses “in a timely manner” as everyone is a volunteer at IAA SG. Past experiences have shown expectations of almost 24/7 expectation of response.</li> <li>• Very onerous and difficult to continue such engagement on a continuous basis. Such issues should instead be properly tabled for voting instead at suitable AGMs.</li> <li>• Very onerous and difficult to operationalize a members-only whatsapp chatgroups due to challenges associated with the tracking of membership numbers on a daily basis and mapping of mobile number to each member</li> <li>• A more suitable forum for such topic can also be raised in a meeting session instead of in a whatsapp chatgroup</li> </ul>			
Motion	Description	A - Global IAA BP	B - Democratic Election	Abstain
21 <sup>#</sup>	<p><b>PRESIDENTIAL ELECTION</b></p> <p>Should this motion be passed, this process will only be in place from next AGM onwards</p> <p>To vote for either:</p> <p><b><u>A - GLOBAL IAA BEST PRACTICE – SELECTION BY NOMINATION COMMITTEE</u></b></p> <p>Or</p> <p><b><u>B - DEMOCRATIC ELECTION</u></b></p> <p><b><u>A - GLOBAL IAA BEST PRACTICE – SELECTION BY NOMINATION COMMITTEE</u></b></p> <p>IAA is the umbrella organization of the 49 NAAs in 52 countries. Based on feedback from community (or working group) ExCo in consultation with the IAA, proposes to reconstitute the Search Committee as follows:</p> <p>The reconstituted Search Committee will be led by a senior member of the INSEAD Alumni community and will include:</p> <ul style="list-style-type: none"> <li>• a past President (but not immediate past)</li> <li>• one member of ExCo (not current president)</li> <li>• a representative from one of the working groups</li> <li>• an alumnus who is an Executive search professional, and</li> <li>• one young alumnus below the age of 35years (at the time of the constitution of the Committee).</li> </ul>			

- All members of the Committee to be resident in Singapore (at the time of the constitution of the Committee)

No change to current President Election Process: As per the current process, the Committee will review all nominations for President, and select one to be proposed for ratification at the subsequent AGM.

**B - DEMOCRATIC ELECTION**

To Vote to Amend Para B. Election of President and Executive Committee of the ROS Bye-Laws to include the composition of the nomination committee, the role of the nomination committee to screen for eligibility and not recommend and to put forward qualified candidates instead of one, to allow rejected candidates by nomination committee to continue contesting, to allow more than one Presidential candidate to be put up for election, to ensure smooth transition between past and newly elected President, to allow contested election of office bearers, to allow other members of Executive committee to be elected individually or en bloc

Proposed amendment:

1. *All qualified Presidential candidates shall be screened for eligibility for election by a "Nomination Committee" which shall be noted by the Executive Committee and will convene and advertise to the general membership the vacancy and nomination process. The Nomination Committee shall consist of three (3) alumni resident in Singapore who shall be voting members, as follows:*

- *Any one of the incumbent office bearers other than the President;*
  - *Any past President except the immediate past President; and*
  - *A general member not currently volunteering for the INSEAD Club of Singapore who has in the past held an Executive Committee or similar volunteer position;*
- In addition, the Nomination Committee shall be supported by a senior member of the INSEAD Alumni Relations staff who shall serve in a non-voting advisory role.*

2. *The Nomination Committee will proceed to interview and put forward all qualified candidates, based on a clear and transparent set of criteria published to the membership, and put those candidates forward to be noted by the Executive Committee in the Club's records.*

*Should any general member who has been interviewed and not selected by the Nomination Committee wish to continue to contest for President, they shall be allowed to do so provided they are able to obtain the signatures of 5% of the general members in writing and submit proof of the same to the Secretary at least twelve (12) days before the holding of the General Meeting.*

*The nominated Presidential candidate(s) shall be proposed and seconded at the Annual General Meeting. The President shall be elected by a simple majority vote of the general members present and voting, including proxies; or in the case of a contested election by a plurality of the general members present and voting, including proxies. Should a contested election result in a tie, a runoff between the top two (2) candidates shall be conducted. Presidents are elected for a period of 2 years. The immediate past President shall work to ensure a smooth transition to the newly elected President for a period of no fewer than three (3) months post-election.*

3. *The Vice-President and office bearers shall be elected by a simple majority vote of the general members present and voting, including proxies; or in the case of a contested*

	<p><i>election by a plurality of the general members present and voting, including proxies. Should a contested election result in a tie, a runoff between the top two (2) candidates shall be conducted.</i></p> <p>4. <i>The other members of the Executive Committee may be elected either individually or 'en bloc'.</i></p> <p><i>Nominations for election in any positions except that of the President may be proposed and seconded by any general member and shall be submitted to the Secretary at least seven (7) days before the holding of the AGM.</i></p>			
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*\* Pursuant to Article XII: Amendments of the Constitution, amendments and addition/deletion to the Constitution shall be passed with the consent of two-thirds (2/3) of the votes.*

*# Passed with simple majority for other motions*