

# SENGKANG TOWN COUNCIL INDEPENDENT PANEL

## TERMS OF REFERENCE

### 1. CONSTITUTION OF THE INDEPENDENT PANEL

1.1. Sengkang Town Council ("SKTC") hereby appoints the following persons as agents of SKTC who shall sit as members of a panel (hereinafter referred to as the "Independent Panel") to exercise the powers provided herein:

1.1.1. Mr Lok Vi Ming SC;

1.1.2. Mr Kenneth Tan SC; and

1.1.3. Professor Kevin Y.L. Tan.

(each person, a "Member" and collectively, the "Members")

1.2. In the exercise of the powers provided herein, the Members of the Independent Panel:

1.2.1. Shall strive to act in the best interests of SKTC;

1.2.2. Shall remain independent and impartial at all times; and

1.2.3. Shall not take any direction or instruction from any other person.

1.3. The Members are appointed in their personal capacities, and the fact that other persons in their organisations have been or may be engaged by or have any dealing with SKTC including on matters potentially relevant to the work of the Independent Panel would not of itself give rise to a justifiable doubt as to the independence of the Members.

1.4. In the event that a Member ("Affected Member") dies, becomes de jure or de facto unable to perform his or her function properly, or resigns for whatever reason, SKTC shall nominate a replacement Member for the remaining two Members' unanimous approval. The two Members' decision shall be final.

1.5. The Members of the Independent Panel shall not be remunerated by SKTC, but such expenses as may reasonably be incurred by them in connection with the exercise of the powers provided herein shall be paid directly or reimbursed by SKTC, and in particular the reasonable remuneration of:

1.5.1. legal advisers and other experts engaged for the purpose of the Independent Panel's discharge of its powers; and

1.5.2. a Secretary to the Independent Panel if required.

## **2. POWERS OF THE INDEPENDENT PANEL**

- 2.1. The Independent Panel shall have the full powers to do the following for and in the name of SKTC and on behalf of SKTC:
- 2.1.1. To make any and all decisions and to give instructions in relation to the appeals (the "Appeals") from the Honourable Justice Kannan Ramesh's judgment in Aljunied-Hougang Town Council and another v Lim Swee Lian Sylvia and others and another suit [2019] SGHC 241. For the avoidance of doubt, the Independent Panel is empowered to take such decisions independently and consistent with paragraph 1.3 above.
  - 2.1.2. Without prejudice to the generality of paragraph 2.1.1 above, to do all such acts, matters and things including reviewing the previous instructions given to the solicitors (Messrs Davinder Singh Chambers) and advice given by the said solicitors and deciding the position to be taken in relation to the Appeals.
  - 2.1.3. To the extent necessary or desirable, the Independent Panel should also be at liberty to consider whether to instruct the solicitors to seek an adjournment of the hearing of the Appeals in order for the Independent Panel to discharge its duties.
  - 2.1.4. To engage or employ agents, advisers, accountants, consultants, experts, lawyers for carrying out the powers or discharging the duties herein.
  - 2.1.5. To request the attendance and cooperation of parties internal and external of SKTC to provide or obtain information or documents necessary to carrying out the powers or discharging the duties herein.
  - 2.1.6. To provide updates and reports to SKTC on the progress of its work and exercise of its powers or performance of its duties herein at such times and in such manner as the Independent Panel deems fit.
  - 2.1.7. To apply to Court for directions where it is appropriate and/or necessary for carrying out the powers or discharging the duties herein or where the process in paragraph 1.5 does not lead to the appointment of a replacement Member.
  - 2.1.8. To do any and all such other things as may be incidental to the above.
- 2.2. For the avoidance of doubt, the constitution of the Independent Panel and the appointment of the Members shall not be void for any inconsistency with section 32(3) of the Town Council Act which application is in any event not ousted.

### **3. PROCEEDINGS OF THE INDEPENDENT PANEL**

- 3.1. Any Member of the Independent Panel may at any time summon a meeting of the Independent Panel.
- 3.2. Notice of a meeting shall be given to all Members of the Independent Panel at least one (1) clear day before the day of each meeting. In the case of an emergency meeting, as long a notice as practicable shall be given.
- 3.3. The Members of the Independent Panel may meet together in person or by telephone conference, video conference or any other form of audio or audio-visual instantaneous communication by which all persons participating in the meeting are able to hear and be heard by all other participants for the despatch of business, adjourn and otherwise regulate their meetings as they think fit.
- 3.4. The Independent Panel shall make decisions by a majority of votes of the Members. A determination by such a majority of the Members shall for all purposes be deemed a determination of the Independent Panel. Except where there is an irreconcilable conflict of interest (which cannot be resolved prior to a decision to be made by the Independent Panel), the Members shall not abstain from exercising his or her vote or second (or casting) vote.
- 3.5. A resolution in writing, signed by all the Members of the Independent Panel, shall be as valid and effectual as if it had been passed at a meeting of the Independent Panel duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more Members, and may be received by electronic mail or facsimile transmission.
- 3.6. The Independent Panel is not required to keep or maintain minutes or records of meetings nor to provide reasons for decisions made.
- 3.7. Paragraphs 3.1 to 3.6 are without prejudice to the Independent Panel's power to decide its own procedure.

#### **4. RATIFICATION**

4.1. SKTC hereby ratifies and confirms and agrees to ratify and confirm all documents, deeds, acts matters and things that the Independent Panel shall do or purport to do relating to or in connection with the exercise of the powers provided herein.

#### **5. INDEMNITY**

5.1. SKTC hereby indemnifies and irrevocably agrees to indemnify the Members and to keep them indemnified from and against any and all actions, claims, demands, proceedings, damages, liabilities, losses, costs, expenses which the Members may incur in the exercise, or the purported exercise in good faith, of any of the powers provided herein, and to keep the Members harmless in respect of all matters relating to or in connection with the exercise of the powers provided herein.