

Company No. 201001118N

THE COMPANIES ACT, (CAP. 50)

PUBLIC COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM AND ARTICLES OF ASSOCIATION
OF

THE CHARTERED INSTITUTE OF ARBITRATORS (SINGAPORE) LIMITED

Incorporated on the 14th day of January 2010

ATMD BIRD & BIRD LLP
Advocates & Solicitors
2 Shenton Way #18-01
SGX Centre 1
Singapore 068804

Lodged in the Office of the Registrar of Companies
Singapore

The Companies Act (Cap.50)

PUBLIC COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

THE CHARTERED INSTITUTE OF ARBITRATORS (SINGAPORE) LIMITED

Interpretation, Nature of Branch, Registered Name And Office

1. The Interpretation Article 2 of the Articles of Association (attached) shall apply to this Memorandum of Association.
2. The Chartered Institute of Arbitrators (Singapore) Limited shall be registered in that name and incorporated as a public company limited by guarantee under the Act (hereinafter referred to as the "Branch")
3. The registered office of the Branch will be situated in the Republic of Singapore.

Object

4. The object for which the Branch is established is to promote and facilitate the object of the Institute in the Branch Area namely the determination of disputes by means of Private Dispute Resolution.
5. (1) The Branch will seek to achieve and carry out the object by the following and other suitable means:
 - (a) the promotion of the concept that Private Dispute Resolution may be adopted as a genuine alternative to litigation in the courts by the use of flexible and sensible procedures which avoid unnecessary expense and delay;
 - (b) the provision of education and training both to those who wish to become qualified and proficient Practitioners, and to persons with an interest in Private Dispute Resolution;
 - (c) the promotion and dissemination, as a learned society, of a wider knowledge of Private Dispute Resolution by means of meetings, conferences, seminars and lectures and by the publication of relevant materials, including a journal, and other literature;
 - (d) the encouragement of Ordinary Members to become qualified and proficient Practitioners;
 - (e) the use of the Institute's means for testing the qualifications of candidates for admission to the various categories of membership of the Institute by examination, assessment or other procedures;

- (f) the supervision and monitoring of the performance of any Ordinary Member through an independent and impartial system of peer review;
- (g) the promotion of a wider knowledge of the law and practice relating to Private Dispute Resolution;
- (h) the consideration and giving of advice upon improvements in the law and practice relating to Private Dispute Resolution;
- (i) the establishment of lists and panels of Practitioners;
- (j) facilitating the appointment of Practitioners by the Institute and the establishment of procedures to enable them to carry out their professional duties;
- (k) the provision of facilities in which to hold hearings, courses, conferences, meetings, seminars and lectures.

6. To further achieve and carry out the object, the Branch may also do all such other things that are incidental or conducive and, in particular:

- (a) To publicise the Branch's activities by means of publishing circulars and other literary matters and through radio, television, print and new media.
- (b) To accept subscriptions, donations (whether of real or personal estate), demises and bequests.
- (c) To invite, issue, appeal for and solicit subscriptions, benefactions, donations, and bequests to or for the Branch.
- (d) To establish and maintain such banking account or accounts as the Branch thinks fit into such of which as may be appropriate shall be paid forthwith all monies for the time being belonging to the Branch.
- (e) To take any gift, grant or contribution of property of any kind whatsoever to achieve and carry out the object of the Branch.
- (f) To enter into any arrangements with any government or authority, supreme, municipal, local or otherwise, that may seem conducive to achieve and carry out the Branch's object ; and to obtain from any such government or authority any rights, privileges and concessions which the Branch may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (g) To support or propose amendment to any legislative measures which may adversely affect the interests of the Branch.
- (h) To subscribe to, become a member of and co-operate with any other company, institution, association or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Branch.

- (i) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Branch.
- (j) Subject to the provisions of section 23 of the Companies Act (cap. 50), to erect, purchase or otherwise acquire and to improve, maintain, develop, work, manage, carry out or control any buildings, offices, workshops, theatres, studios, shops, dwellings and other works and conveniences and to contribute, subsidise and otherwise assist or take part in the construction, improvement, maintenance, development, working, management, carrying out or control thereof.
- (k) To borrow or raise or secure the payment of money in such manner as the Branch may think fit and to secure the same or the repayment or performance of any debt, liability contract, guarantee or other engagement incurred or to be entered into by the Branch in any way and in particular by the issue of debentures, perpetual or otherwise, charged on all or any of the Branch's property (both present and future) and to purchase, redeem or pay off any such securities.
- (l) To make draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- (m) To invest and deal with the moneys of the Branch not immediately required upon such securities and in such manner as may from time to time be determined.
- (n) To sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Branch.
- (o) To subscribe and underwrite, purchase or otherwise acquire and to hold, dispose of and deal with the shares, stocks, securities and evidence of indebtedness or the right to participate in profits or other similar documents issued by any government, authority, corporation or body or by any company or body of persons and any options or rights in respect thereof and to buy and sell foreign exchange.
- (p) To undertake and execute any trust or any agency business which may seem directly or indirectly conducive to the achievement and carrying out of the object of the Branch.
- (q) To subscribe to and promote the aims and objects of any societies, institutes associations or organisations, whether incorporated or not, and to encourage and support any society, institute or organisation whose objects are not in variance with that of the Branch.
- (r) To subscribe to or otherwise aid benevolent, charitable, national or other charitable institutions and to grant donations to any institution of a public character approved under the Income Tax Act (Cap. 134) and which has objects altogether similar to that of the Branch.
- (s) To amalgamate with any companies, institutions, societies or associations or organisations, whether incorporated or not, having objects altogether similar to that of the Branch.

- (t) To pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the Branch and to remunerate any person or persons for services rendered in the promotion and establishment of the Branch
- (u) To do all such other things as are incidental or conducive to achieve and carry out the object and the exercise of the powers of the Branch.

Application of Income

7. (1) The income and property of the Branch, whencesoever derived, shall be applied solely towards the promotion of the object of the Branch as set forth in this Memorandum of Association, and subject to clause 10 below, no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Branch, except that the Branch may make payments to a Member of:

- (a) reasonable remuneration in consideration for services rendered or goods supplied by that Member to the Branch in the ordinary course of business;
- (b) interest at a reasonable rate on money borrowed by the Branch from that Member;
- (c) reasonable rent for premises leased to the Branch by that Member; or
- (d) any other reasonable amount of a similar character to those described in this paragraph 5(1).

(2) No Director of the Branch shall be paid Director's fees, or remuneration or other benefit in money or money's worth.

(3) The Branch may pay the following:

- (a) reimbursement to a Director of the Branch for out-of-pocket expenses;
- (b) in good faith, a reasonable and proper remuneration to any officer or servant or member of the Branch for services rendered to the Branch;
- (c) in good faith, a reasonable and proper rent to any member or Director of the Branch for premises demised or let to the Branch; and
- (d) refund of monies, funds, payments or grants to any donor or person or authority.

(4) No payment shall be made to any company of which a Director of the Branch may be a member and in which such Director is not bound to account for any share of profits he may receive in respect of such payment.

Restriction on Alteration

8. No addition, alteration, or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Minister of Finance empowered to act under Section 29 of the Companies Act (Cap. 50), the Comptroller of Income Tax and the Commissioner of Charities.

Licence under Companies Act

9. Clauses 5 and 6 of this Memorandum contain conditions to which a licence granted by the Minister of Finance to the Branch in pursuance of Section 29(1) of the Companies Act (Cap. 50) is subject.

Limited Liability

10. The liability of the Members is limited.

Guarantee

11. Every Member of the Branch undertakes to contribute to the assets of the Branch in the event of the same being wound up during the time he is a Member, or within one year after he ceases to be a Member for payment of the debts and liabilities of the Branch contracted before he ceases to be a Member, and the costs, charges and expenses of winding up the same, and for adjusting the rights of the contributors amongst themselves, such amount as may be required, not exceeding the sum of one hundred Singapore dollars (S\$100.00) only.

Distribution of Assets

12. Subject to the Act, if upon the winding up or dissolution of the Branch there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Branch, but shall be given or transferred to the Institute.

Accounts to be kept

13. True accounts shall be kept of the sums of money received and expended by the Branch, and the matters in respect of which such receipt and expenditure take place, and of the property, credits, and liabilities of the Branch, and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Branch for the time being, shall be open to the inspection of the members. Once at least in every year the accounts of the Branch shall be examined and the correctness of the balance sheet ascertained, by one or more properly qualified auditor or auditors.

Appointment of Auditors

14. Any appointment of the auditors of the Branch shall be subject to the approval of the Comptroller of Income Tax or such other relevant governmental or regulatory bodies.

We, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a public company limited by guarantee in pursuance of this Memorandum of Association and in accordance with the Act.

Names, addresses and occupations of subscribers

Lau Loke Sam
1 Pandan Valley #03-104
Camellia Terrace
Singapore 597625

Independent Arbitrator and Counsel



Dated this 13th day of January 2010

Witness to the above signature: -



Claire Anne Gomez
Advocate & Solicitor
2 Shenton Way #18-01
SGX Centre 1
Singapore 068804

We, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a public company limited by guarantee in pursuance of this Memorandum of Association and in accordance with the Act.

Names, addresses and occupations of subscribers

Dhingra Jag Mohan
Blk 404 Bukit Batok West Ave 7
#03-14
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Arbitrations and Management Consultants

Dated this 13th day of January 2010

Witness to the above signature: -

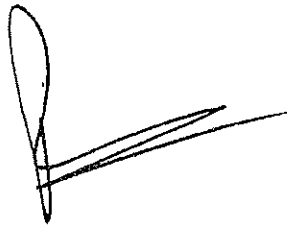


Claire Anne Gomez
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Names, addresses and occupations of subscribers

Tan Richard
21 Bukit Sedap Road
Singapore 279920



Lawyer

Dated this 13th day of January 2010

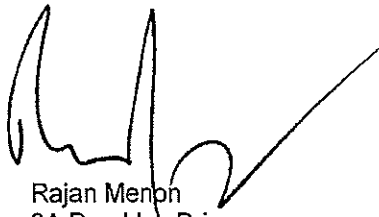
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Names, addresses and occupations of subscribers



Rajan Menon
2A Burghley Drive
Serangoon Garden Estate
Singapore 558977

Lawyer

Dated this 13th day of January 2010

Witness to the above signature: -



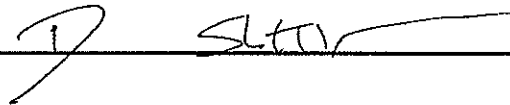
Claire Anne Gomez
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Names, addresses and occupations of subscribers

David John Shuttleworth
202 Pasir Panjang Road
Singapore 118572

Contracts Consultant



Dated this 13th day of January 2010

Witness to the above signature: -



Claire Anne Gomez
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ARTICLES OF ASSOCIATION OF
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Table "A" Excluded

1. The regulations in Table "A" in the Fourth Schedule to the Companies Act (Cap. 50) shall not apply to the Branch except in so far as the same are repeated or contained in these Articles.

Interpretation

2. In these Articles unless the subject or context otherwise requires, the words standing in the first column of the table hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof:-

Words	Meanings
"Act"	The Companies Act, Cap 50 or any statutory re- enactment or modification thereof for the time being in force.
"Articles"	These Articles of Association as originally passed or as altered from time to time by special resolution.
"Board"	The Board of Directors for the time being of the Branch.
"Board of Trustees"	The Board of Trustees of the Institute for the time being.
"Branch"	The Chartered Institute of Arbitrators (Singapore) Limited
"Branch Area"	Singapore
"Cessation Event"	<p>(a) if a Member is an individual:</p> <p>(i) the death or bankruptcy of that Member; or</p> <p>(ii) that Member becoming of unsound mind or becoming a person whose property is liable to be dealt with under a law about mental health; or</p> <p>(b) if a Member is a body corporate, the deregistration of that Member under the laws of the jurisdiction of its registration.</p>
"Chairman"	Chairman of the Board for the time being.
"Chapter"	A chapter of the Branch formed under Article 58 and Article 59.

"Director"	Includes any person acting as a Director of the Branch.
"Directors"	The Directors for the time being of the Branch.
"Expulsion Event"	<p>(a) the Member has intentionally, recklessly or negligently breached a provision of the Memorandum and Articles of Association of the Branch and that breach is not trivial or of little consequence;</p> <p>(b) the conduct of the Member, in the opinion of the Board, is unbecoming of the Member or prejudicial to the interests or reputation of the Branch; or</p> <p>(c) the Member is, or any step is taken for the Member to become, either an insolvent under administration or an externally administered body corporate.</p>
"Honorary Secretary"	The Honorary Secretary of the Board for the time being.
"Institute"	The Chartered Institute of Arbitrators constituted by Royal Charter on 6 February 1979.
"Legal Costs"	Legal costs of a person (on a full indemnity basis) incurred by that person in defending a claim or action for a Liability or reasonably incurred in connection with circumstances that might give rise to such a claim or action with a view to meeting any such claim or action.
"Liability"	Any liability of a person incurred by that person as a Relevant Officer including any liability for costs, charges, losses, damages, expenses and penalties of any kind.
"Member"	The Special Member or an Ordinary Member (as the case may be) registered under Article 3 and entered in the Register as the Special Member or an Ordinary Member (as the case may be), excluding Affiliate Members.
"Month"	Calendar month.
"Notice"	A notice given pursuant to, or for the purposes of, these Articles or the Act.
"Office"	The Registered Office of the Branch for the time being.
"Practitioner"	A practitioner in a Private Dispute Resolution process recognized by the Institute for their skill, experience and competency.
"Prescribed Notice"	14 days
"Private Dispute Resolution"	The determination of disputes by arbitration, mediation, conciliation and other means of dispute resolution other than resolution by the court.
"Register"	The register of Members to be kept pursuant to the Act.
"Relevant Extent"	The extent to which:

- (a) the Branch is not precluded by law from doing so;
- (b) the Relevant Officer is not otherwise entitled to be indemnified and is not actually indemnified by any other person, including an insured under a contract of insurance; and
- (c) the Liability does not arise out of conduct of the Relevant Officer involving dishonesty, lack of good faith or breach of fiduciary duty in relation to the Branch.

"Relevant Officer"	A person who is, or has been, a Director, a member of a Chapter committee or a director or secretary of a subsidiary of the Branch, and includes the Executive Officer.
"Seal"	The common seal of the Branch.
"Secretary"	A person who carries out the duties of secretary as prescribed by the Act and includes any person appointed to perform the duties of secretary temporarily.
"Singapore"	The Republic of Singapore.
"Vice Chairman"	Vice Chairman of the Board for the time being.

Words importing the masculine gender only shall include the feminine gender.

Words importing the singular number only shall include the plural number, and vice versa

Words importing persons shall include statutory bodies, corporations or societies constituted under any written law in Singapore.

The word "includes" in any form is not a word of limitation.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including reference to printing, lithography, photography, and other models of representing or reproducing words in a visible form.

Where the context so admits, these Articles will be interpreted in a manner consistent with the Royal Charter, Bye-Laws and Regulations of the Institute except the provisions of:

- (i) Bye-Law 7.6 of the Institute in force at the date of registration of the Branch;
- (ii) any Bye-Law of the Institute to like or similar effect amending or replacing that Bye-Law;
- (iii) the Royal Charter, another Bye-Law or any Regulation of the Institute to like or similar *effect*.

A reference to a meeting of Members includes a meeting of any class of Members.

A Member is taken to be present at a meeting of Members if the Member is present in person or by proxy, attorney or representative.

A reference to a notice or document in writing includes a notice or document given by fax or another form of written communication.

Subject as aforesaid, any words or expressions defined in the Act and the Interpretation Act, Cap. 1 shall, unless the context otherwise requires, bear the same meanings in these Articles.

MEMBERS

- 3A. There are 2 categories of Members, namely Special and Ordinary.
- 3B. (1) Only the Institute is eligible to become a Special Member.
- (2) Only a member of the Institute is eligible to become an Ordinary Member.
- (3) Ordinary membership of the Branch comprises members of the Institute whose address of residence, as shown on the member's profile and recorded in the central membership database of the Institute, is within the Branch Area. Such record in the central membership database of the Institute shall be conclusive of the status of the Ordinary Membership and shall be deemed to constitute the Branch Register of Ordinary Members.
- (4) Upon receipt of acknowledgement or notice that an applicant has paid the full subscription fee to the Institute, the Branch must:
- (i) give written notice of the acceptance to the applicant; and
 - (ii) enter the applicant's name in the Register.
- 3C. The rights of being a Member are not transferable whether by operation of law or otherwise.
- 3D. (1) A person will cease to be an Ordinary Member if:
- (i) He resigns in accordance with Article 3E;
 - (ii) He is expelled under Article 3F;
 - (iii) He ceases to be a member of the Institute; or
 - (iv) a Cessation Event occurs in respect of the Member.
- 3E. (1) A Member may resign as a Member by giving the Branch notice in writing.
- (2) Unless the notice provides otherwise, a resignation by a Member takes effect immediately on the giving of that notice to the Branch.
- 3F. (1) Subject to Article 3F(3), the Branch may expel an Ordinary Member by a resolution of the Board if:
- (i) an Expulsion Event occurs in respect of the Ordinary Member;
 - (ii) the Branch gives that Member at least ten (10) days' notice in writing:
 - (a) stating the Expulsion Event and that the Ordinary Member is liable to be expelled; and
 - (b) informing the Ordinary Member of its right under Article 3F(3).
- (2) The Branch may expel an Ordinary Member by a resolution of the Board if the Ordinary Member does not pay a subscription within twenty (20) days after the due date for its payment.

(3) Before the passing of any resolution under Article 3F(1), the Ordinary Member is entitled to give the Board, either orally or in writing, any explanation or defence of the Expulsion Event the Ordinary Member may think fit.

(4) If a resolution is passed under Article 3F(1) or 3F(2) the Branch must give that Ordinary Member notice in writing of the expulsion within five (5) days of the resolution.

(5) The Ordinary Member may by notice in writing to the Branch within 10 days of receipt of the notice referred to in Article 3F(1)(ii), request that a resolution under Article 3F(1) be reviewed by the Branch at its next general meeting.

(6) If a request under Article 3F(5) is made, the Branch must propose at its next general meeting that a resolution be moved to confirm the expulsion of the Ordinary Member concerned.

(7) A resolution under Article 3F(6) must be passed by the favourable votes of at least 75% of the votes cast by Members entitled to vote on the resolution.

(8) A resolution under Article 3F(1) takes effect:

- (i) if the Ordinary Member gives a notice under Article 3F(5), on the date (if any) the resolution is confirmed by a general meeting of the Branch; or
- (ii) if the Ordinary Member does not give a notice under Article 3F(5), on the date of the resolution.

(9) A resolution under Article 3F(2) takes effect on the date of the resolution.

(10) The Branch may reinstate an expelled Ordinary Member on any terms and at any time as the Board resolves, including a requirement that all amounts due but unpaid by the expelled Ordinary Member are paid.

4. (1) Subject to the Act and the terms of Ordinary Members, the Branch may, with the written consent of the Special Member, vary or cancel rights of Ordinary Members by special resolution of the Branch and:

- (i) by a special resolution passed at a meeting of the Ordinary Members; or
- (ii) with the written consent of Ordinary Members who are entitled to at least 75% of the votes that may be cast in respect of Ordinary Members .

(2) The provisions in these Articles concerning meetings of Members (with the necessary changes) apply to a meeting held under Article 4(1)(i).

5. (1) The Branch may issue to each Member, free of charge, a certificate evidencing that person as a Special Member or an Ordinary Member (as the case may be).

(2) The Branch may issue a replacement certificate of being a Member if:

- (i) the Branch receives and cancels the existing certificate; or
- (ii) the Branch is satisfied that the existing certificate is lost or destroyed, and the Member pays any fee as the Board resolves.

6. The following powers of the Branch under this Article 6 may only be exercised by the Board:

- (i) A Special Member is not liable to pay any subscriptions;
- (ii) An Ordinary Member must pay such subscriptions in the amounts and at the times as the Board

resolves, including payment by instalments.

- (iii) The Board may make subscriptions payable for one or more Ordinary Members for different amounts and at different times.
- (iv) The Board may either generally or in a particular case revoke reduce waive or postpone subscriptions or extend the time for their payment.
- (v) The Branch must give Ordinary Members at least twenty (20) days' notice of subscriptions.
- (vi) A notice of subscription must be in writing and specify the amount of the subscription, the due date for its payment and the manner in which payment must be made.
- (vii) A subscription is not invalid if either or both an Ordinary Member does not receive notice of the subscription or the Branch accidentally does not give notice of the subscription to an Ordinary Member.
- (viii) An Ordinary Member must pay to the Branch the amount of the subscription payable by the Ordinary Member on the date and in the manner specified in the notice of the subscription;
- (ix) If a subscription is payable in one or more fixed amounts on one or more fixed dates, the relevant Ordinary Member must pay to the Branch those amounts on those dates;
- (x) The Branch may by resolution of the Board appoint the Institute its agent for the giving of notices and collection of subscriptions.

7. The Board may set out terms and conditions for membership and the procedure for application and approval of Members

8. [deliberately left blank]

GENERAL MEETINGS

9. (1) Subject to the Act, the Board may call a meeting of Members at a time and place as the Board resolves.

(2) The Board must call and arrange to hold a general meeting of the Branch on the request of:

- (i) Members made in accordance with the Act;
- (ii) 10 or more Ordinary Members made in a like manner (with the necessary changes); or
- (iii) the Special Member made in a like manner (with the necessary changes) to consider a resolution of the kind referred to in Article 26A;

(3) The Members may call and arrange to hold a general meeting of the Branch as provided by the Act.

(4) The Special Member may call and arrange to hold a general meeting of the Branch as provided by the Act (with the necessary changes) to consider a resolution of the kind referred to in Article 26A.

10. The Branch shall on or before 30 April in each year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it. The Annual General Meeting shall be held in such time and place as the Board shall appoint.

Provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting. The first Annual General Meeting shall be held within eighteen months of its incorporation.

11. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

12. (1) Subject to the Act, the Branch must give not less than Prescribed Notice of a meeting of Members.

(2) Notice of a meeting of Members must be given to each Member and any auditor of the Branch.

(3) Subject to Article 19A(4), a notice of a meeting of Members must:

- (i) set out the place, date and time for the meeting (and if the meeting is to be held in 2 or more places, the technology that will be used to facilitate this);
- (ii) state the general nature of the business of the meeting;
- (iii) set out or include any other information or documents as required by the Act.

(4) A person may waive notice of any meeting of Members by notice in writing to the Branch to that effect.

13. (1) An Annual General Meeting shall be called with at least twenty-eight (28) days' notice in writing. An Extraordinary General Meeting of the Branch shall be called with at least twenty eight days' notice in writing.

Provided that a meeting of the Branch shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed to by all the Members having the right to attend and vote at the meeting.

(2) The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, day and hour of meeting and in case of special business, the general nature of the business.

(3) The notice convening a meeting to consider a special resolution shall specify the intention to propose the resolution as a special resolution.

(4) Notice of every general meeting shall be given in any manner authorised by these Articles to every Member.

14. The accidental omission to give notice of a meeting to or the non-receipt of such notice by any person entitled to receive notice thereof shall not invalidate any resolution passed or proceedings at any meeting.

14A. (1) An election of Directors will be held in conjunction with each Annual General Meeting.

(2) For each such election, the Chairman will appoint independent scrutineers who are either the auditors of the Branch or such other responsible persons or bodies as the Chairman may select and who are willing to accept appointment.

(3) The Board will give directions to the Honorary Secretary regarding:

- (i) the date of and time for closing of voting at the election (which shall be at least seven days before the date fixed for the Annual General Meeting);
- (ii) the date by which Members eligible to vote at the election are to be notified of the election;
- (iii) the date and time by which nominations for election are to be received by the Branch, such date being not less than forty-two (42) days before the Annual General Meeting;
- (iv) the date by which ballot papers are to be distributed to Members eligible to vote at the election if a ballot is required to be held; and
- (v) the form of the ballot paper.

(4) The Honorary Secretary must forward nomination papers to every eligible Member at least fourteen (14) days before the date directed by the Board for the distribution of ballot papers to Members eligible to vote at the election.

(5) A nomination of a Member for election as a Director must be in writing signed by the 2 Members making the nomination and by the Member nominated for election, and must be received by the Branch on or before the closing date and time for nominations directed by the Board.

(6) A nomination of a Member for election may, within seven (7) days of the date and time for the closing of nominations directed by the Board, be withdrawn in writing by the candidate, or be withdrawn in writing by the 2 Members who made the nomination with the written consent of the candidate.

(7) If the number of nominations received and not withdrawn is equal to or fewer than the number of vacancies on the Board to be filled at the election:

- (i) the Members so nominated will be declared elected by the chairperson of the Annual General Meeting without a ballot; and
- (ii) each such vacancy remaining unfilled will be treated as a casual vacancy and may be filled accordingly.

(8) If the number of nominations received and not withdrawn is greater than the number of vacancies on the Board to be filled at the election, a ballot must be held. The Chairman shall, as soon as practicable, forward a ballot paper to every eligible Member and the ballot paper shall be in such form as the Director General of the Institute from time to time directs.

(9) Completed ballot papers shall be delivered or returned by post, prepaid, to the scrutineers at

least seven days before the date fixed for the Annual General Meeting.

(10) A completed ballot paper which is not received on or before the date and time directed by the Board for the closing of voting at the election will be invalid.

(11) The scrutineers must make and sign a report in which they state the total number of ballot papers received, the number rejected and the grounds for rejection, the number of votes in favour of each candidate and the names of those duly elected, and must deliver that report to the Chairman not later than 72 hours before the scheduled time of commencement of the relevant Annual General Meeting.

(12) The report of the scrutineers will be conclusive as to the facts of the ballot, notwithstanding any irregularity or informality.

(13) The report of the scrutineers must be read at the relevant Annual General Meeting.

(14) Elections under this Article 14A will take effect as from the conclusion of the relevant Annual general meeting.

(15) After the ballot papers have been examined and the results of the election ascertained by the scrutineers, the ballot papers, which must remain confidential at all times, will be retained by the scrutineers for one month after the relevant Annual General Meeting and then destroyed.

PROCEEDINGS AT GENERAL MEETINGS

15. (1) The business of the Annual General Meeting should include (even if not referred to in the notice):

- (i) the consideration of the annual financial report, directors' report and auditors' report for the Branch;
- (ii) the election of Directors of the Board;
- (iii) the appointment of the auditors of the Branch; and
- (iv) the fixing of the remuneration of the auditors of the Branch.

15A. (1) Each Member and any auditor of the Branch are entitled to attend any meetings of Members.

(2) Subject to these articles, each Director is entitled to attend and speak at all meetings of Members.

15B. (1) A meeting of Members may be held in 2 or more places linked together by any technology that:

- (i) gives the Members as a whole in those places a reasonable opportunity to participate in proceedings;
- (ii) enables the chairperson to be aware of proceedings in each place; and
- (iii) enables the Members in each place to vote on a show of hands and on a poll.

(2) If a meeting of members is held in 2 or more places under Article 15B(1):

- (i) a Member present at one of the places is taken to be present at the meeting; and
- (ii) the chairperson of that meeting may determine at which place the meeting is taken to be held.

16 (1) Subject to Article 16(3), no business shall be transacted at any Annual General Meeting unless there is a quorum of at least five (5) members is present in person or by proxy and entitled to vote in the case if the Branch has less than 500 members; in the case where the Branch has 500 or more than 500 members the quorum shall be 1% of the Branch membership from time to time, such members to be personally present and entitled to vote.

(2) Subject to Article 16(3), the quorum of an Extraordinary General Meeting shall be ten members present and entitled to vote.

(3) For a meeting called and arranged to be held by the Board on the request of the Special Member or called and arranged to be held by the Special Member, in either case to consider a resolution of the kind referred to in Article 26A, the quorum will be one Special Member.

(4) In determining whether a quorum for a meeting of Members is present:

- (i) where more than one proxy, attorney or representative of a Member is present, only one of those persons is counted;
- (ii) where a person is present as a Member and as a proxy, attorney or representative of another Member, that person is counted separately for each appointment provided that there is at least one other Member present; and
- (iii) where a person is present as a proxy, attorney or representative for more than one Member, that person is counted separately for each appointment provided that there is at least one other Member present.

(5) A quorum for a meeting of Members must be present at the commencement of the meeting, and if a quorum is so present, it is taken to be present throughout the meeting unless the chairperson otherwise determines

17. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if called under Article 9(2) or Article 9(3), shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine.

17A If a quorum is not present within 30 minutes after the time appointed for an adjourned meeting of Members, the meeting is dissolved.

18. (1) The Chairman shall (if present within 15 minutes after the time appointed for the holding of the meeting and willing to act) preside as the Chairman at every general meeting.

(2) If at a meeting of Members:

- (i) there is no Chairman;
- (ii) the Chairman is not present within 15 minutes after the time appointed for the holding of a meeting of Members;
- (iii) the Chairman is present within that time but is not willing to chair all or part of that meeting,

then, if the Board has elected a Vice Chairman, the Vice Chairman (or the more senior of them, if more than one) must, if present within 15 minutes of after the time appointed for the holding of the meeting of Members and willing to act, chair all or part of the meeting of Members.

(3) Subject to Articles 18(1) and 18(2) if:

- (i) there is no Vice Chairman;

- (ii) no Vice Chairman is present within 15 minutes after the time appointed for the holding of the meeting of Members; or
- (iii) a Vice Chairman is present within that time but is not willing to chair all or part of the meeting

the Directors present may, by majority vote, elect another person present to chair all or part of that meeting.

- (4) Subject to Articles 18(1) and 18(2), if at a meeting of Members:
 - (i) a chairperson of that meeting has not been elected under Article 18(2) by the Directors present;
 - (ii) the chairperson elected by the Directors present is not willing to chair all or part of the meeting of Members,

the Members present must elect another person present and willing to act to chair all or part of the meeting.

18A (1) Subject to the Act, the chairperson of a meeting of Members is responsible for the general conduct of that meeting and for the procedures to be adopted at that meeting.

(2) The chairperson of a meeting of Members may delegate any power conferred by this Article to any person.

(3) The powers conferred on the chairperson of a meeting of Members under this Article 18A do not limit the powers conferred by law.

19. (1) Subject to the Act, the Chairman
- (i) may adjourn a meeting of Members to any day, time and place; and
 - (ii) must adjourn a meeting of Members if the Members present with a majority of votes that may be cast at that meeting agree or direct the chairperson to do so. The chairperson may adjourn that meeting to any day, time and place.

(2) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(3) When a meeting is adjourned for twenty-eight (28) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

19A. (1) Subject to the Act and Articles 19 and 19A, the Board may at any time postpone or cancel a meeting of Members by giving notice not less than 5 days before the time at which the meeting was to be held to each person who is, at the date of the notice:

- (i) a Member; or
- (ii) an auditor of the Branch.

(2) A general meeting called under Article 9(2) must not be cancelled by the Board without the consent of the Members who requested the meeting.

(3) A general meeting called under Article 9(3) must not be cancelled or postponed by the Board without the consent of the Members who called the meeting.

- (4) A notice under Article 19(3) of a meeting of Members resumed from an adjourned meeting and

a notice postponing a meeting of Members must set out the place, date and time for the revised meeting (and if the revised meeting is to be held in 2 or more places, the technology that will be used to facilitate this).

20. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least 5 Members present in person or by proxy or by one or more Members present and who are together entitled to at least 5% of the votes that may be cast on that resolution on a poll and unless a poll is so demanded a declaration by the Chairman of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority and an entry to that effect on the minute book of the Branch shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

20A. A declaration by the chairperson of a meeting of Members that a resolution on a show of hands is passed, passed by a particular majority, or not passed, and an entry to that effect in the minutes of the meeting, are sufficient evidence of that fact, unless proved incorrect.

21. Subject to the provisions of Article 20, if a poll be demanded in the manner aforesaid it shall be taken at such time and place and in such manner as the Chairman of the meeting shall direct and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

22. No poll shall be demanded on the election of a Chairman at a meeting, or on any question of adjournment.

23. In case of an equality of votes whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote, in addition to any vote the chairperson of that meeting has in respect of that resolution.

24. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

25. Subject to the provisions of the Act, a resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at general meetings (or, being organisations, by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Branch duly convened and held. Any such resolution in writing may consist of two or more documents in like form each signed by one or more Members.

VOTES OF MEMBERS

26. Subject to these Articles and, in particular, Article 26A and to any rights or restrictions attached to a class of Members, on a show of hands or on a poll at a meeting of Members, every Member present has one vote.

26A. On a resolution to:

- (i) change the name of the Branch;
- (ii) expel an Ordinary Member;
- (iii) elect or remove a member of the Board;
- (iv) amend these Articles; or
- (v) wind-up the Branch,

the Special Member has, on a show of hands and on a poll at a meeting of Members, that number of votes which is equal to three times the aggregate number of votes which are able to be cast on the resolution by Ordinary Members.

27. Save as herein expressly provided no Member other than a Member duly registered who shall have paid

every sum (if any) which shall be due and payable to the Branch by that person in their capacity as a Member shall be entitled to vote on any question either personally or by proxy or as a proxy for another Member at any general meeting.

27A. A Member present at a meeting of Members is not entitled to vote on a resolution at that meeting where that vote is prohibited by the Act or an order of a court of competent jurisdiction.

27B. The Branch must disregard any vote on a resolution purported to be cast by a Member present at a meeting of Members where that person is not entitled to vote on that resolution.

27C. (1) An objection to the qualification of any person to vote at a meeting of Members may only be made:

- (i) before that meeting, to the Board; or
- (ii) at that meeting (or any resumed meeting if that meeting is adjourned), to the chairperson of that meeting.

(2) Any objection under Article 27C(1) must be decided by the Board or the chairperson of the meeting of Members (as the case may be), whose decision, made in good faith, is final and conclusive.

28. Votes may be given on a poll either personally or by proxy. A proxy shall be entitled to vote on a show of hands or by poll. A corporation may vote by its duly authorised representative. A proxy need not be a Member of the Branch.

29. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a corporation, either under seal, or under the hand of an officer or representative or attorney duly authorised. The Directors may, but shall not be bound to, require evidence of the authority of such officer or representative or attorney.

30. An instrument appointing a proxy may be in any usual or common form or in any other form which the Directors may approve or the chairperson of a meeting of Members may accept.

30A. A Member may appoint a proxy, attorney or representative for

- (i) all or any number of meetings of Members;
- (ii) a particular meeting of Members.

30B. (1) Unless otherwise provided in the Act or in the instrument appointing a proxy or attorney, a proxy or attorney may:

- (i) agree to a meeting of Members being called by shorter notice than is required by the Act or these articles;
- (ii) agree to a resolution being either or both proposed and passed at a meeting of Members of which less than Prescribed Notice is given;
- (iii) speak on any resolution at a meeting of Members on which the proxy or attorney may vote;
- (iv) vote at a meeting of Members (but only to the extent allowed by the appointment);
- (v) demand or join in demanding a poll on any resolution at a meeting of Members on which the proxy or attorney may vote; and
- (vi) attend and vote at any meeting of Members which is rescheduled or adjourned.

(2) Unless otherwise provided in the Corporations Act or in the instrument appointing a proxy or attorney, a proxy or attorney may vote on:

- (i) any amendment to a resolution on which the proxy or attorney may vote;
- (ii) any motion not to put that resolution or any similar motion; and
- (iii) any procedural motion relating to that resolution, including a motion to elect the chairperson of a meeting of Members, vacate the chair or adjourn that meeting, even if the appointment directs the proxy or attorney how to vote on that resolution.

(3) If the name of the proxy or the name of the office of the proxy in a proxy form of a Member is not filled in, the proxy of that Member is:

- (i) the person specified by the Branch in the form of proxy in the case the Member does not choose; or
- (ii) if no person is so specified, the chairperson of that meeting.

(4) A Member may specify the manner in which a proxy or attorney is to vote on a particular resolution at a meeting of Members.

31. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Office of the Branch, or at such other place within Singapore as is specified for that purpose in the notice convening the meeting, not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

32. A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, if no intimation in writing of such death, unsoundness of mind or revocation, has been received by the Branch at the Office before the commencement of the meeting or adjourned meeting at which the instrument is used.

32A The authority of a proxy or attorney for a Member to speak or vote at a meeting of Members is suspended while the Member is present in person at that meeting.

BOARD OF DIRECTORS

33. Unless otherwise determined by a general meeting, the number of Directors shall be not less than six (6) nor more than sixteen (16), who are, subject to these articles, elected by the Members.

34. All Directors shall be natural persons. A Director must be an Ordinary Member.

35. (1) At each Annual General Meeting, one third of the Directors, or if the number of Directors is not a multiple of three, then the number nearest to but not exceeding one third, must retire from office.

(2) When determining those Directors to retire under Article 35(1), account will not be taken of any Director retiring under Article 36(2).

(3) Those Directors to retire under Article 35(1) will be those who have been longest in office since their last election and, if two (2) or more of them have been in office for the same length of time, those to retire will be determined by lot unless those Directors otherwise agree.

(4) A Director so retiring is eligible for re-election without the need for re-nomination if they notify the Secretary in writing of their intention to stand for re-election.

(5) A Director may not serve on the Board for longer than seven (7) years without being re-nominated for election to the Board.

(6) The minimum number of members of the Board shall not be less than six (6).

(7) Subject to Articles 33 to 35, the Board must determine the number of Directors provided that the Board cannot reduce the number of Directors below the number in office at the time that determination takes effect.

(8) If the number of Directors is below the minimum fixed by the articles, the Board must not act except in emergencies, for appointing one or more individuals who are Ordinary Members in order to make up a quorum for a meeting of the Board, or to call and arrange to hold a meeting of Members.

(9) The immediate past Chairman shall be a Director on the Board and shall have the right to vote at meetings of the Board. He shall be removed as a Director of the Board if he is replaced as the immediate past Chairman.

36. (1) Subject to Articles 33 to 35, the Board may appoint:

- (i) any individual who is an Ordinary Member as a Director to fill any casual vacancy; or
- (ii) up to 3 individuals who are Ordinary Members as additional Directors.

(2) An individual appointed a Director under Article 36(1) must retire at the next Annual General Meeting.

(3) Subject to Articles 14A, 33, 34 and 35, the Branch in general meeting may by ordinary resolution elect any individual who is an Ordinary Member as a Director of the Board.

37. (1) The Branch must not pay any fees to a Director for performing that person's duties and responsibilities as such a Director.

(2) The Branch must not pay any amount to a Director under this Article unless that payment has been approved by the Board.

(3) The Branch may pay all reasonable travelling, accommodation and other expenses that a Director properly incurs:

- (i) in attending meetings of the Board or any meetings of committees of the Board;
- (ii) in attending any meetings of Members; and
- (iii) in connection with the business of the Branch.

38. (1) When the office of a Director is vacated by death or otherwise prior to the expiry of the Directors period of office, the Members may appoint a Director to replace him for the unexpired period of such office.

(2) At any time during the temporary absence of the Chairman from Singapore, the Vice-Chairman of the Board shall act as Chairman during the absence of the Chairman of the Board. The acting Chairman shall have the same powers as the Chairman.

39. (1) A Director may resign from office by giving the Branch notice in writing.

(2) Subject to the Act, the Branch may by ordinary resolution passed at a general meeting remove any Director and, if thought fit and subject to Articles 33 to 35, appoint another individual who is an Ordinary Member in place of that Director.

(3) The office of a Director shall be immediately vacated:-

- (i) if a receiving order is made against him or he makes any arrangement or composition

with his creditors;

- (ii) if he is prohibited from being a Director by reason of any order made under any provision of the Act;
- (iii) if he becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental disorder;
- (iv) if he resigns his office by notice in writing to the Board;
- (v) if he is removed from his office by the Members;
- (vi) is absent without an accepted apology from 3 consecutive meetings of the Board;
- (vii) is an Executive Officer and ceases to be an employee of the Branch or of a related body corporate of the Branch; or
- (viii) ceases to be a Member.

40. (1) A Director may:

- (i) hold an office or otherwise be interested in any related body corporate of the Branch or other body corporate in which the Branch is interested; or
- (ii) act, or the member's firm may act, in any professional capacity (except as auditor) for the Branch or any related body corporate of the Branch or other body corporate in which the Branch is interested.

(2) If a Director discloses their interest in accordance with the Act, the Director may:

- (i) contract or make an arrangement with the Branch, or a related body;
- (ii) subject to the Act, be counted in a quorum for a meeting of the Board considering the contract or arrangement;
- (iii) subject to the Act, vote on whether the Branch enters into the contract or arrangement, and on any matter that relates to the contract or arrangement;
- (iv) sign on behalf of the Branch, or witness the affixing of the common seal of the Branch to, any document in respect of the contract or arrangement; or
- (v) retain the benefits under the contract or arrangement; and

the Branch cannot avoid the contract or arrangement merely because of the existence of the Director's interest.

OFFICERS

41. (1) At the first meeting of the Board after each Annual General Meeting, the Board will elect from its members:

- (i) a Chairman;
- (ii) one or more Vice-Chairmen;
- (iii) the Honorary Secretary; and
- (iv) the Honorary Treasurer.

each of whom will hold office until the election of officers after the next Annual General Meeting unless they earlier cease to hold office

(2) The Board may remove or dismiss any such officer, and may at any time elect from its members a person to replace any officer so removed or dismissed or to fill any casual vacancy.

(3) Except in special circumstances, a Director may not serve as Chairman for more than 3 successive years without a break of at least one year.

(4) Any 2 of the offices of Honorary Secretary, Honorary Treasurer and Vice-Chairman may, at the discretion of the Board, be held by one Director.

41A (1) The Board may appoint an Executive Officer of the Branch for any period and on any terms (including as to remuneration) as the Board may resolve.

(2) The Executive Officer need not be a Member.

(3) Subject to any agreement between the Branch and the Executive Officer and to any applicable law, the Board may:

- (i) remove or dismiss the Executive Officer at any time, with or without cause; or
- (ii) revoke or vary the appointment of the Executive Officer.

41B. The Board may appoint one or more patrons from among eminent members of the community, and may at any time terminate any such appointment.

41C. (1) To the Relevant Extent, the Branch must indemnify each Relevant Officer against:

- (i) a Liability of that person; and
- (ii) Legal Costs of that person.

(2) To the extent permitted by law, the Branch may make a payment (whether by way of advance, loan or otherwise) to a Relevant Officer in respect of Legal Costs of that person.

(3) To the extent permitted by law, the Branch may pay, or agree to pay, a premium for a contract insuring a Relevant Officer against:

- (i) a Liability of that person; and
- (ii) Legal Costs of that person.

(4) To the extent permitted by law and consistently with these articles, the Branch may enter into an agreement or deed with:

- (i) a Relevant Officer; or
- (ii) a person who is, or has been an officer of the Branch or a subsidiary of the Branch,

Under which the Branch must do all or any of the following:

- (iii) keep books of the Branch and allow either or both that person and that person's advisers access to those books on the terms agreed;
- (iv) indemnify that person against any Liability of that person;
- (v) make a payment (whether by way of advance, loan or otherwise) to that person in respect of Legal Costs of that person; and

- (vi) keep that person insured in respect of any act or omission by that person while a Relevant Officer or an officer of the Branch of a subsidiary of the Branch, on the terms agreed (including as to payment of all or part of the premium for the contract of insurance).

POWERS AND DUTIES OF DIRECTORS

42. The business of the Branch shall be managed by or under the direction of the Board, who may pay all expenses incurred in promoting and registering the Branch, and may exercise all such powers of the Branch as are not, by the Act or by these Articles, required to be exercised by the Branch in general meeting, subject nevertheless to the provisions of the Act or these Articles and to such regulations being not inconsistent with the aforesaid provisions, as may be prescribed by the Branch in general meeting; but no regulation made by the Branch in general meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

42A. The Board may make bye-laws and regulations which are not inconsistent with these articles and which are binding on the Members

43. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Branch, shall be signed, drawn, accepted, indorsed, or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine.

44. A Director may contract with and be interested in any contract or proposed contract with the Branch and shall not be liable to account for any profit made by him by reason of any such contract, provided that the nature of the interest of the Director in any such contract be declared at a meeting of the Board as required by section 156 of the Act.

45. (1) The Board may delegate any of its powers (including this power to delegate) to a committee of Directors, a Director, an employee of the Branch or any other person.

(2) The Board may revoke or vary any power delegated under Article 45(1).

(3) A committee or delegate must exercise the powers delegated in accordance with any directions of the Board.

(4) The exercise of a delegated power by the committee or delegate is as effective as if the Board exercised the power.

(5) Articles 47 to 57 apply with the necessary changes to meetings of a committee of the Board.

46. The Directors may from time to time by power of attorney appoint any corporation, firm or person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Branch for such purposes and with such powers, authorities, and discretions (not exceeding those vested in or exercisable by the Directors under these regulations) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit and may also authorise any such attorney to delegate all or any of the powers authorities, and discretions vested in him.

PROCEEDINGS OF THE BOARD OF DIRECTORS

47. (1) Subject to the Act, the quorum necessary for the transaction of the business of the Board shall be four (4).

(2) A quorum for a meeting of the Board must be present at all times during the meeting.

(3) If there are not enough persons to form a quorum for a meeting of the Board, one or more of the Directors (including those who have an interest in a matter being considered at that meeting) may call a

general meeting of the Branch and the general meeting may pass a resolution to deal with the matter.

- 47A. (1) The Board may meet, adjourn and otherwise regulate its meetings as it thinks fit.
- (2) A meeting of the Board may be held using any technology consented to by all of the Directors.
- (3) The consent of a Director under Article 47(2):
- (i) may be for all meetings of the Board or for any number of meetings; and
 - (ii) may only be withdrawn by that member within a reasonable period before a meeting of the Board.
- (4) If a meeting of the Board is held in 2 or more places linked together by any technology:
- (i) a Director present at one of the places is taken to be present at the meeting unless and until that Director states to the chairperson of the meeting that the Director is discontinuing their participation in the meeting; and
 - (ii) the chairperson of that meeting may determine at which place the meeting will be taken to have been held.
- 47B. (1) The Chairman must (if present within 15 minutes after the time appointed for the holding of the meeting and willing to act) chair each meeting of the Board.
- (2) If:
- (i) there is no Chairman; or
 - (ii) the Chairman is not present within 15 minutes after the time appointed for the holding of a meeting of the Board; or
 - (iii) the Chairman is present within that time but is not willing to chair all or part of that meeting,

then if the Board has elected a Chairman, the Vice-Chairman (or the more senior of them, if more than one) must if present within 15 minutes after the time appointed for the holding of the meeting and willing to act, chair all or part of the meeting of the Board.

- (3) Subject to Articles 47B(1) and 47B(2), if:
- (i) there is no Vice-Chairman; or
 - (ii) the Vice-Chairman not present within 15 minutes after the time appointed for the holding of a meeting of the Board; or
 - (iii) the Vice-Chairman is present within that time but is not willing to chair all or part of that meeting,

the Directors present must elect one of themselves to chair all or part of the meeting of the Board.

- (4) A person does not cease to be a Chairman or Vice-Chairman if that person retires as Director at a meeting of Members and is re-elected as a Director at that meeting.

48. (1) A Director may at any time and the Honorary Secretary upon the request of a Director shall convene a meeting of Directors. It shall be necessary to give notice of any meeting of the Board to each Director.

- (2) A notice of meeting of the Board must:

- (i) set out the place, date and time for the meeting (and, if the meeting is to be held in 2 or more places, the technology that will be used to facilitate this); and
 - (ii) state the general nature of the business of the meeting.
- (3) At least 48 hours notice of a meeting of the Board must be given, unless all Directors agree otherwise.
- (4) A Director may waive notice of a meeting of the Board by notice in writing to the Branch to that effect.

49. The continuing Directors may act notwithstanding any vacancy in their body but so that if the number falls below the number necessary to form a quorum the Directors shall not except in emergencies or for the purpose of filling up vacancies or convening general meetings act so long as the number is below that number.

50. [deliberately left blank]

51. Subject to these Articles, questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of Directors shall for all purposes be deemed a determination of the Board. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote.

52. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretion by or under the regulations of the Branch for the time being vested in the Board generally.

53. The Board may delegate any of its powers to committees consisting of such persons as it thinks fit and any person so appointed need not be a Director or a member of the Branch. Any committee so formed shall in the exercise of the power so delegated conform to any regulations imposed on it by the Board. The meetings and proceedings of such committee consisting of two or more members shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Board so far as they are applicable and so far as the same are not superseded by any regulations made by the Board.

54. All acts bona fide done by any meeting of the Directors or of any committee, or any person acting as a Director, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director or a member of the committee.

55. The Directors shall cause proper minutes to be made of all proceedings of the meetings of the Branch and of the Board and of committees appointed by the Board and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting shall be sufficient evidence without any further proof of the facts therein stated.

56. The Board may pass a resolution without a meeting of the Directors being held if all the Directors entitled to vote on the resolution assent to a document containing a statement that they are in favour of the resolution set out in the document. Separate copies of the document referred to in this article may be used for assenting to by Directors if the wording of the resolution and the statement are identical in each copy.

56A. (1) A Director may signify assent to a document under Article 56 by signing the document or by notifying the Branch of the assent of the Director:

- (i) in a manner permitted by Article 80A; or
- (ii) by any technology including telephone.

(2) Where a Director signifies assent to a document under Article 56A(1) other than by signing the document, the Director must by way of confirmation sign the document before or at the next meeting of the Board attended by that Director.

(3) The resolution the subject of a document under Article 56 is not invalid if a Director does not comply with Article 56A(2).

57. (1) A resolution of the Board is passed if more votes are cast in favour of the resolution than against it.

(2) Subject to Article 57, each Director has one vote on a matter arising at a meeting of the Board.

(3) Subject to the Act, in case of an equality of votes on a resolution at a meeting of the Board, the chairperson of that meeting has a casting vote on that resolution in addition to any vote the chairperson has in his or her capacity as a Director in respect of that resolution.

CHAPTERS

58. The Board may upon the approval of the Board of Trustees establish chapters consisting of Members residing in a particular part of the Branch Area.

59. (1) The affairs of each Chapter will be managed by a Chapter committee which will be under the direction of the Director and must act in conformity with these Articles and any rules regulations or bye-laws made under these Articles.

(2) The Board will appoint the first members of the Chapter committee.

(3) The Chapter committee will have such powers authorities and discretions with respect to the management of the affairs of the Chapter as the Board may in its discretion confer on it from time to time.

(4) The Chapter committee will consist of such number of officers and Ordinary Members (being not fewer than 3) as is determined by the Board and will be subject to Article 59(3), be elected annually by and from the members of the Chapter and in such manner as the Board may prescribe from time to time.

(5) The Board may appoint:

- (i) any individual who is an Ordinary Member as a member of the Chapter committee to fill any casual vacancy; or
- (ii) up to 3 individuals who are Ordinary Members as additional members of the Chapter committee.

Any individual so appointed will remain in office until the next elections for the Chapter committee.

(6) The Board may remove any member of a Chapter committee should there be evidence of any significant failure in the proper management of the Chapter or the duties of the member and, if thought fit, appoint another individual in place of that member.

(7) Save where inconsistent with these Articles or with any rules regulations or bye-laws made by the Board with respect to a Chapter committee or to Chapter committees generally, the provisions of these Articles that govern the conduct of the Board will apply (with the necessary changes) to that Chapter committee or to those Chapter committees, as the case may be.

SECRETARY

60. (1) The Branch shall have a Secretary (who shall be distinct from the Honorary Secretary) appointed by the Board, and the Secretary shall carry out the duties prescribed in the Act, for such term, at such remuneration and upon such conditions as the Board may think fit.

(2) Anything required or authorised to be done by or to the Secretary may, if the office is vacant or

there is for any other reason no Secretary capable of acting, be done by or to any Assistant Secretary, or if there is no such Assistant Secretary, by or to any officer of the Branch authorised generally or specially in that behalf by the Board.

EXECUTION OF DOCUMENTS

61. (1) The common seal of the Branch shall not be affixed to any instrument except by the authority of a resolution of the Board and every instrument to which the Seal of the Branch is affixed shall be signed by any two Directors, or by any one Director and the Honorary Secretary, or by any one Director and any other person appointed by the Board for such purpose.

(2) The Branch may have for use in any place outside Singapore an official seal which shall be a facsimile of the common seal of the Branch with the addition on its face of the name of every place where it is to be used and the person affixing any such official seal shall in writing under his hand certify on the instrument to which it is affixed the date on which and the place at which it is affixed.

(3) The Branch may execute a document without a common seal if the document is signed by any two Directors, or by any one Director and the Honorary Secretary, or by any one Director and any other person appointed by the Board for such purpose.

(4) The Branch may execute a document as a deed if the document is expressed to be executed as a deed and is executed in accordance with Article 61(1).

62. [deliberately left blank].

63. [deliberately left blank].

64. There shall be kept such minutes of meetings and proceedings of Members, Directors and managers of the Branch and such registers as are required by the Act to be kept by the Branch; and the Branch shall comply with all the requirements of the Act relating to the same

65. The Directors shall cause to be kept such accounting and other records and shall cause to be prepared from time to time such profit and loss account and balance sheet as are required by the Act; and every such profit and loss account and balance sheet shall be dealt with in accordance with the Act.

65A. The Branch shall open an account in the name of the Branch at a bank approved by the Board and shall, through its Honorary Treasurer, keep proper income and expenditure accounts which shall be made up to the end of each quarter. A statement of account on the approved Institute form, a copy of the bank reconciliation as at the quarter- end and such tax information as the Institute may require shall be filed with the Institute no later than 31 January of the year following the last financial year.

66. The Directors shall cause proper books of account to be kept with respect to:-

- (i) all sums of money received and expended by the Branch and the matters in respect of which the receipt and expenditure takes place;
- (ii) all sales and purchases by the Branch; and
- (iii) the assets and liabilities of the Branch.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Branch's affairs and to explain its transactions.

67. The books of account shall be kept at the Office or at such other place or places as the Directors think fit, and shall always be open to the inspection by the Institute, the Branch's auditors or of any Director.

68. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the books of account of the Branch or any of them shall be open

to the inspection of Members not being Directors, and no Member (not being a Director) shall have any right of inspecting any account or book or document of the Branch except as conferred by statute or authorised by the Directors or by the Branch in general meeting.

69. The Directors shall once at least in every year lay before the Branch in general meeting, an income and expenditure account and a balance sheet for the period since the preceding account or (in the case of the first account) since the incorporation of the Branch, made up to a date not more than six (6) months before such meeting. The said account and balance sheet shall be accompanied by such reports and documents and shall contain such particulars as are prescribed by the Act.

70. A copy of the income and expenditure account and balance sheet (including every document required by law to be annexed thereto), together with a copy of the Directors' report and (where required by law) a copy of the auditors' report, shall be sent to every Member of the Branch and to all persons, other than Members, being persons entitled to receive notices of general meetings of the Branch in accordance with the provisions of the Act. Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Branch is not aware.

AUDIT

71. Once at least in every year the accounts of the Branch shall be examined, and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors.

71A. Auditors shall be appointed and their duties regulated in accordance with the applicable provisions of the Act.

AUTHENTICATION OF DOCUMENTS

72. Any Director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the constitution of the Branch and any resolutions passed by the Branch or the Directors, and the books, records, documents and accounts relating to the business of the Branch, and to certify copies thereof or extracts therefrom as true copies or extracts; and where any books, records, documents or accounts are elsewhere than at the Office, the local manager and other officer of the Branch having the custody thereof shall be deemed to be a person appointed by the Directors as aforesaid.

73. A document purporting to be a copy of a resolution of the Directors or an extract from the minutes of a meeting of Directors which is certified as such in accordance with the provisions of the last preceding Article shall be conclusive evidence in favour of all persons dealing with the Branch upon the faith thereof that such resolution has been duly passed or, as the case may be, that such extract is a true and accurate record of a duly constituted meeting of the Directors.

NOTICES

74. (1) Any notice may be given by the Branch to any Member in any of the following ways:-

- (a) by delivering the notice personally to him; or
- (b) by sending it by prepaid mail to him at his registered address in Singapore or where such address is outside Singapore by prepaid air-mail; or
- (c) by sending a cable or telex, or telefax containing the text of the notice to him at his registered address in Singapore or where such address is outside Singapore to such address or to any other address as might have been previously notified by the Member concerned to the Branch.

(2) Any notice or other communication served under any of the provisions of these Articles on or

by the Branch or any officer of the Branch may be tested or verified by telex or telefax or telephone or such other manner as may be convenient in the circumstances but the Branch and its officers are under no obligation so to test or verify any such notice or communication.

75. Any Member with a registered address shall be entitled to have served upon him at such address any notice to which he is entitled under these Articles.

76. (1) Where a notice is delivered personally to the Member, service of the notice shall be deemed to be effected at the time when it is so delivered.

(2) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of twenty-four (24) hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

(3) Where a notice is sent by facsimile to the Member, service of the notice shall be deemed to be effected on the day it is so sent.

(4) Where a notice is sent by electronic communications, service of the notice shall be deemed to be effected on the day it is so sent.

(5) In proving such service or sending, it shall be sufficient to provide that the letter containing the notice or document was properly addressed and put into the post as prepaid letter or airmail letter as the case may be or that a telex or telefax was properly addressed and transmitted or that a cable was properly addressed and handed to the relevant authority for despatch.

77. Any notice on behalf of the Branch or of the Directors shall be deemed effectual if it purports to bear the signature of the Secretary or other duly authorised officer of the Branch whether such signature is printed or written.

78. When a given number of days' notice or notice extending over any other period is required to be given the day of service shall, unless it is otherwise provided or required by these Articles or by the Act, be not counted in such number of days or period.

79. (1) Notice of every General Meeting shall be given in manner hereinbefore authorised to:-

- (a) every Member;
- (b) every person entitled to a share in consequence of the death or bankruptcy or otherwise of a Member who but for the same would be entitled to receive notice of the Meeting; and
- (c) the Auditor for the time being of the Branch.

(2) No other person shall be entitled to receive notices of General Meetings.

80. The provisions of Articles 74, 76, 77 and 78 shall apply mutatis mutandis to notices of meetings of Directors or any committee of Directors.

80A. A person may give Notice to the Branch:

- (i) by leaving it at the registered office of the Branch;
- (ii) by sending it by post to the registered office of the Branch;
- (iii) by sending it to the fax number at the registered office of the Branch nominated by the Branch for that purpose;
- (iv) by sending it to the electronic address (if any) nominated by the Branch for that purpose; or

- (v) by any other means permitted by the Act.

INDEMNITY

81. Every director, managing director, agent, auditor, secretary, and other officer for the time being of the Branch shall be indemnified out of the assets of the Branch against any liability incurred by him whilst acting in good faith in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by the Court in respect of any negligence, default, breach of duty or breach of trust.

DISSOLUTION

82. (1) The Branch may be dissolved upon the passing of a special resolution of the Branch at a general meeting of Members specially convened to consider such proposed dissolution and the written approval to the dissolution by a majority of the Board after such special resolution has been passed.

(2) The Branch may also be dissolved if it ceases to carry out the objects of the Branch.

(3) Clause 12 of the Memorandum of Association of the Branch relating to the winding up and dissolution of the Branch shall have effect as if the provisions thereof were repeated in these Articles.

(4) Notice of the winding up and dissolution of the Branch shall be given to the Minister of Finance, the Comptroller of Income Tax and the Commissioner of Charities within seven (7) days of the passing of the resolution to wind up the Branch.