

THE COMPANIES ACT (CHAPTER. 50)

REPUBLIC OF SINGAPORE

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

CONSTITUTION

OF

Singapore Corporate Counsel Association Ltd.

(Registration no. 201938558E)

Incorporated on the 14th day of November 2019



CERTIFICATE CONFIRMING INCORPORATION OF COMPANY

Company Name : SINGAPORE CORPORATE COUNSEL ASSOCIATION LTD.

UEN : 201938558E

This is to confirm that the company was incorporated under the Companies Act, on and from **14/11/2019** and that the company is a **PUBLIC COMPANY LIMITED BY GUARANTEE**.



TAN YONG TAT
ASST REGISTRAR OF COMPANIES & BUSINESS NAMES
ACCOUNTING AND CORPORATE REGULATORY AUTHORITY
SINGAPORE

Dated : 15/11/2019
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Authentication No. : F19829877A

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(CHAPTER 50)

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INTERPRETATION

1. (1) In this Constitution, if not inconsistent with the subject or context, the words standing in the first column of the table below shall bear the meanings set opposite to them respectively in the second column thereof:-

WORDS	MEANINGS
The Act	- The Companies Act, Cap. 50 or any statutory modification or re-enactment thereof or any and every other act for the time being in force concerning companies and affecting the Company and any reference to any provision of the Act is to that provision as so modified, amended or re-enacted or contained in any such subsequent act or acts.
Board of Directors	- The board of directors for the time being of the Company.
The Company	- The abovenamed Company by whatever name from time to time called.
This Constitution	- This Constitution as may be amended from time to time.
Director	- A member of the Board of Directors.
Member	- A member of the Company.
Office	- The registered office for the time being of the Company.
Seal	- The common seal of the Company or in appropriate cases the Official Seal or duplicate Common Seal.
Secretary	- The Secretary or Secretaries appointed under Section 171 of the Act and shall include any person appointed to perform the duties of Secretary and such other duties as the Board of Directors may determine from time to time.

(2) In this Constitution, unless the context otherwise requires:-

- (a) words importing the singular shall include the plural and *vice versa*;
- (b) references to persons shall include individuals, bodies corporate (wherever incorporated), unincorporated associations, trusts and partnerships;
- (c) the headings and marginal notes are inserted for convenience only and shall not affect the construction of this Constitution;
- (d) references to one gender include all genders; and
- (e) any reference to an enactment or statutory provision is a reference to it as it may have been, or may from time to time be modified, consolidated or re-enacted.

Save as aforesaid, any word or expression used in the Act and the Interpretation Act, Cap. 1 shall, if not inconsistent with the subject or context, bear the same meaning in this Constitution.

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

Subject as aforesaid, any words or expressions defined in the Act shall, unless the context otherwise requires, bear the same meanings in this Constitution but excluding any statutory modification thereof not in force when these regulations become binding on the Company.

Name	2. The name of the Company is Singapore Corporate Counsel Association Ltd..
Registered Office	3. The registered office of the Company is situated in Singapore.
Business and Activity	4. Subject to the provisions of the Act, any other written law and this Constitution, the Company has: <ul style="list-style-type: none"> (a) full capacity to carry on or undertake any business or activity, do any act or enter into any transaction; and (b) for the purposes of paragraph (a), full rights, powers and privileges.

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| Application of income | <p>5. The income and property of the Company, whencesoever derived, shall be applied solely towards the promotion of the business and activities of the Company, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or in any other way that amounts to a distribution of profit or surplus, to the Members.]</p> <p>Provided for the avoidance of doubt that nothing herein shall prevent the payment, in good faith, of:-</p> <ul style="list-style-type: none"> (a) reasonable and proper remuneration to any person (including any officer, employee or Member) for any services actually rendered to the Company; (b) a reasonable rate of interest on money lent to the Company; (c) a reasonable and proper rent to a Director or Member for property or premises demised to or let to the Company; (d) reimbursements of expenses to any officer, employee or Member; or (e) premiums on any indemnity insurance to cover the liability of any Director which by law would otherwise attach to such Director in respect of any negligence, default, breach of duty or breach of trust of which the Director may be guilty in relation to the Company provided that any such insurance or indemnity must not extend to any claim arising from wilful fraud or dishonesty on the part of the Director. |
| Liability of Members | <p>6. The liability of the Members is limited.</p> |
| Guarantee | <p>7. Every Member undertakes to contribute to the assets of the Company in the event of the same being wound up during the time he is a Member, or within one year afterwards, for payment of the debts and liabilities of the Company 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 (1) Singapore dollar.</p> |

Dissolution of
Company and
Distribution of
Assets

8. (1) The Company may be dissolved upon the passing of a special resolution of the Company at a general meeting of Members convened for this purpose and the obtaining of written approval by a majority of the Board of Directors after such special resolution has been passed.

(2) If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any moneys or property whatsoever, the same must not be paid to or distributed among the Members, but must be given or transferred to a charity or institution of a public character, as determined by the Members at or before the time of the dissolution having objects similar to those of the Company, and which is registered under the Charities Act (Cap. 37).

MEMBERS

9. The number of Members with which the Company proposes to be registered is not less than two (2) but not more than ten (10) and the Board of Directors may from time to time register an increase of Members.
10. The subscribers to this Constitution and such other persons as shall be admitted to membership in accordance with this Constitution, and no others, shall be Members.
11. (1) The Board of Directors may from time to time appoint replacement or additional Members.
- (2) No person shall be admitted as a Member unless he is first approved by the Board of Directors and the Board of Directors shall have absolute discretion as to the admission of any person as a Member.
- (3) The Board of Directors may at any time, at its absolute discretion, by written notice to the Company remove a Member. Any written resolution signed by a majority of the Directors for the time being shall constitute the requisite approval or written notice for the purpose of this Regulation 11.
- (4) A Member so removed shall cease to be a Member.
12. (1) The privileges of a Member shall not be transferable and shall cease if:-
- (a) he makes a general assignment, arrangement or composition with or for the benefit of his creditors;
- (b) he institutes or has instituted against him a proceeding seeking a judgment of bankruptcy or insolvency or any other relief under any bankruptcy or insolvency law or other similar law affecting creditors' rights, and such proceeding:-
- (i) results in a judgment of insolvency or bankruptcy;
- (ii) is not dismissed, discharged, stayed or restrained in each case within thirty (30) days of the institution or presentation thereof;
- (c) a secured party takes possession of all or substantially all his assets or has a distress, execution, attachment, sequestration or other legal process levied, enforced or sued on or against all or substantially all his assets and such secured party maintains possession, or any such process is not

dismissed, discharged, stayed or restrained, in each case within thirty (30) days thereafter;

- (d) he causes or is subject to any event which, under the applicable laws of any jurisdiction, has an analogous effect to any of the events specified in (a) to (c) (inclusive);
 - (e) he becomes of unsound mind or if in Singapore or elsewhere an order shall be made by any court claiming jurisdiction in that behalf on the ground (however formulated) of mental disorder for his detention or for the appointment of a guardian or for the appointment of a receiver or other person (by whatever name called) to exercise powers with respect to his property or affairs;
 - (f) he dies; or
 - (g) he is removed as a Member pursuant to Regulation 11(2) above.
- (2) A Member may also terminate his membership with the Company by giving to the Company notice in writing to that effect in such form as the Board of Directors may require.
13. A Member may also terminate his membership with the Company by giving to the Company notice in writing to that effect in such form as the Board of Directors may require.
14. Every Member shall be bound to further, to the best of his ability, the objects and interests of the Company and shall observe all regulations, policies and procedures of the Company made by the Board of Directors for the regulation and management of the affairs of the Company.
15. *[intentionally left blank]*

GENERAL MEETINGS

16. In accordance with and subject to the provisions of the Act, the Company shall hold a general meeting as its Annual General Meeting (unless such meeting has been dispensed with in accordance with the provisions of the Act) in addition to any other meetings in that year.
17. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
18. The Directors may, whenever they think fit, convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on such requisition or in default, may be convened by such requisitionists, as provided by the Act.

NOTICE OF GENERAL MEETINGS

19. (1) Subject to the provisions of the Act, any General Meeting at which it is proposed to pass a special resolution or a resolution of which special notice has been given to the Company, shall be called by the giving of twenty-one (21) days' notice in writing at the least, and any other General Meeting shall be called by the giving of fourteen (14) days' notice at the least, in the manner hereinafter mentioned to such persons as are under the provisions of this Constitution entitled to receive notices of General Meetings from the Company, but with the consent of all persons for the time being entitled as aforesaid, a meeting may be convened in such manner as such persons may approve. Provided that a General Meeting, notwithstanding that

it has been called by a shorter notice than that specified above, shall be deemed to have been duly called if it is so agreed:-

- (a) in the case of an Annual General Meeting, by all the Members entitled to attend and vote thereat; and
 - (b) in the case of an Extraordinary General Meeting, by that number or majority in number of the Members having a right to attend and vote thereat as is required by the Act.
- (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.
 - (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 this Constitution to every Member.
 - (5) Every notice calling a General Meeting shall specify the place and the day and hour of the meeting, and there shall appear with reasonable prominence in every such notice a statement that a Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a Member.
 - (6) In case of an Annual General Meeting, the notice shall also specify the meeting as such.
 - (7) In the case of any General Meeting at which business other than Routine Business is to be transacted, the notice shall specify the general nature of such business.
20. The accidental omission to give notice of a meeting or a non-receipt of such notice by any person entitled to receive notice thereof shall not invalidate any resolution passed or proceeding at any meeting.
21. "Routine Business" shall mean and include only business transacted at an Annual General Meeting of the following classes, that is to say:-
- (a) receiving and adopting the financial statements, the Directors' Statement, the Auditors' report and other documents required to be attached or annexed to the financial statements;
 - (b) appointing or re-appointing Directors to fill vacancies arising at the meeting on retirement or otherwise;
 - (c) appointing or re-appointing Auditors;
 - (d) fixing the remuneration of the Auditors or determining the manner in which such remuneration is to be fixed; and
 - (e) fixing the remuneration of the Directors proposed to be paid in accordance with the provisions of Regulation 60(3) of this Constitution.
22. Any notice of a General Meeting to consider special business shall be accompanied by a statement regarding the effect of any proposed resolution on the Company in respect of such special business.

PROCEEDINGS AT GENERAL MEETINGS

23. (1) All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting other than Routine Business shall also be deemed special.
- (2) A Member wishing to bring before the Annual General Meeting any special business shall give notice thereof in writing to the Secretary not less than twenty-one (21) days before the day of such meeting and if so given, notice thereof shall be included in the notice convening the Annual General Meeting. Save as aforesaid no special business shall be considered at the Annual General Meeting unless it be deemed a matter of urgency by the Members assembled or be expressly authorised by this Constitution.
24. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, two (2) Members present in person shall form a quorum save that:
 - (a) in the event the Company has only one Member, the necessary quorum shall be one person, and in the event of a corporation being the sole Member, one person representing such corporation shall be a quorum and shall be deemed to constitute a meeting and, if applicable, the provisions of Section 179 of the Act shall apply; and
 - (b) in the event the Company has only one Member, the Company may pass a resolution by that Member recording the resolution and signing the record in accordance with the provisions of the Act.

For the purpose of these Regulations, "Member" includes a person attending by proxy or by attorney or as representing a corporation or a limited liability partnership which is a Member.

25. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, 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 of Directors may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Member or Members present in person or by proxy, attorney or representative, shall be a quorum but they shall not have the power to amend the Constitution.
26. The Chairman of the Board of Directors shall be the president of the Company elected pursuant to the by-laws (if any) and shall preside as Chairman at every General Meeting of the Company, or if there is no such Chairman, or if he is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act, the Members present shall elect one of their number to preside at the meeting.
27. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time (or *sine die*) and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Where a meeting is adjourned *sine die*, the time and place for the adjourned meeting shall be fixed by the Directors. When a meeting is adjourned for thirty (30) days or more or *sine die*, 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.
28. If an amendment shall be proposed to any resolution under consideration but shall in good faith be ruled out of order by the Chairman of the meeting, the proceedings on the

substantive resolution shall not be invalidated by any error in such ruling. In the case of a resolution duly proposed as a special resolution, no amendment thereto (other than a mere clerical amendment to correct a patent error) may in any event be considered or voted upon.

29. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands by Members present and voting unless a poll is (before or on the declaration of the result of the show of hands) demanded by:-
 - (a) the Chairman of the meeting; or
 - (b) any Member present in person or by proxy and entitled to vote; or
 - (c) a Member or Members present in person or by proxy and representing not less than 5% of the total voting rights of all the Members having the right to vote at the meeting.
30. A demand for a poll may be withdrawn. Unless a poll is required a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book, shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded for or against such resolution. If a poll is required, it shall be taken in such manner (including the use of ballot or voting papers or tickets) as the Chairman of the meeting may direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The Chairman of the meeting may (and if so directed by the meeting shall) appoint scrutineers and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the result of the poll.
31. No poll shall be demanded on the election of a Chairman at a meeting, or on any question of adjournment.
32. 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 the vote or votes to which he may be entitled as a Member.
33. A poll demanded on any question shall be taken either immediately or at such subsequent time (not being more than thirty (30) days from the date of the meeting) and place as the Chairman may direct. No notice need be given of a poll not taken immediately. 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.
34. 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 Company duly convened and held. Any such resolution in writing may consist of two (2) or more documents in like form each signed by one (1) or more Members.
35. Proper minutes shall be made of all General Meetings of the Company and of all business transacted at such meetings, and such minutes if signed by the Chairman of such meeting shall (save in the case of manifest error) be conclusive evidence of the facts stated in the minutes.
36. (1) The meetings of the Members may be conducted by means of telephone conference or other methods of simultaneous communication by electronic, telegraphic or other similar means by which all persons participating in the meeting are able to hear and be heard by all the other participants without the need for physical presence. The minutes of such a meeting signed by the Chairman of the meeting shall be conclusive evidence of any resolution of any meeting so conducted.

- (2) The Members participating in any such meeting shall be counted in the quorum for such meeting and, subject to there being a requisite quorum under this Constitution, all resolutions agreed by the Members in such meeting shall be deemed to be as effective as a resolution passed at a meeting in person of the Members duly convened and held. A meeting conducted by means of a telephone conference or a video conference telephone or similar communications equipment as aforesaid is deemed to be held at the place agreed upon by the Members attending the meeting, provided that at least one of the Members present at the meeting was at that place for the duration of the meeting.

VOTES OF MEMBERS

37. Subject as hereinafter provided every Member who is present in person or by proxy or attorney or in the case of a corporation by a representative shall have one (1) vote and on a poll every such Member shall have one (1) vote.
38. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting whose decision shall be final and conclusive.
39. Votes may be given on a poll either personally or by proxy or by attorney or in the case of a corporation by its representative and a person entitled to more than one (1) vote need not use all his votes or cast all the votes he uses in the same way. A proxy, attorney or representative need not be a Member. A proxy shall be entitled to vote on a show of hands or by poll. A corporation may vote by its duly authorised representative.
40. The instrument appointing a proxy shall be in writing under the hands of the appointor or his attorney duly authorised in writing or if such appointor is a corporation under its common seal, if any, and if none then under the hand of some officer duly authorised in that behalf.
41. The instrument appointing a proxy shall be in the following form with such variations if any as circumstances require or in such other form as the Directors may accept:-

"Singapore Corporate Counsel Association Ltd.

I/We, _____ of _____ being a member/members of Singapore Corporate Counsel Association Ltd., hereby appoint _____, of _____ or failing him, _____ of _____, as my/our proxy to vote for me/us on my/our behalf at the (annual or extraordinary, or adjourned as the case may be) general meeting of the Company to be held on the _____ day of _____ 20____, and at any adjournment thereof.

Signed this _____ day of _____ 20____.

This form is to be used in favour of/against* the resolution.

*Delete whichever is not applicable. Unless otherwise instructed, the proxy may vote as he or she thinks fit."

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

42. 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 registered office of the Company, or at such other place within Singapore as is specified for that purpose in the notice convening the meeting, not less than seventy-two

(72) 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 (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid unless the Directors otherwise determine.

43. An instrument appointing a proxy shall, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting as for the meeting to which it relates.
44. 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 Company at the registered office at least one (1) hour before the commencement of the meeting or adjourned meeting at which the instrument is used.

ENTITIES ACTING BY REPRESENTATIVES

45. Any organisation, corporation, association, entity or body of persons which is a Member may by resolution of its directors, board of trustees or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company. The person so authorised shall be entitled to exercise the same powers on behalf of such organisation, corporation, association, entity or body of persons as it could exercise if it were an individual Member and such organisation, corporation, association, entity or body of persons shall for the purposes of these presents be deemed to be present in person at any such meeting if a person so authorised is present thereat.

BOARD OF DIRECTORS

46. (1) There shall be a Board of Directors of the Company, which responsibilities are to ensure that the Company acts in furtherance of its objects and to ensure that the funds and assets of the Company are properly accounted for and safeguarded.
- (2) Subject to the Act, the Company shall have at least three (3) Directors, two (2) of whom are ordinarily citizens of Singapore, and there shall be no more than twelve (12) Directors.
47. A Director need not be a Member but shall be entitled to receive notice of and to attend all General Meetings of the Company.
48. The Directors shall have power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an additional Director but so that the total number of Directors shall not at any time exceed the maximum number fixed by or in accordance with this Constitution.
49. Subject to this Constitution and to the Act, at each annual general meeting at least one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not lesser than one-third) shall retire from office retire by rotation, Provided That all Directors submit themselves for re-nomination and re-election at regular intervals and at least once every three (3) years.
50. The Directors to retire by rotation shall include (so far as necessary to obtain the number required) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment or have been in office for the three (3) years since their last election. However as between persons who became or were last re-elected Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring Director shall be

eligible for re-election subject to meeting any eligibility criteria as set out in the bye-laws (if any).

51. The Company at the meeting at which a Director retires under any provision of this Constitution may by ordinary resolution fill up the vacated office by electing the retiring Director or some other person who has satisfied the eligibility criteria under the Act, this Constitution, or the bye-laws (if any) for appointment. In default, the retiring Director shall be deemed to have been re-elected, unless:
- (a) at such meeting it is expressly resolved not to fill up such vacated office or a resolution for the re-election of such Director is put to the meeting and lost; or
 - (b) such Director is disqualified under the Act or any bye-laws from holding office as a Director or has given notice in writing to the Company that he is unwilling to be re-elected; and
 - (c) such Director is disqualified from acting as a director in any jurisdiction for reasons other than on technical grounds.

The retirement shall not take effect until the conclusion of the meeting (except where a resolution is passed to elect some other person in the place of the retiring Director or a resolution for his re-election is put to the meeting and lost) and accordingly a retiring Director who is re-elected or deemed to have been re-elected will continue in office without a break.

VACATION OF OFFICE OF DIRECTOR/REMOVAL AND RESIGNATION

52. (1) In addition to any disqualification under the Act or the terms of any subsisting agreement, the office of a Director shall be vacated if:-
- (a) he dies or ceases to meet any eligibility criteria (whether under the Act, this Constitution or the bye-laws);
 - (b) he makes a general assignment, arrangement or composition with or for the benefit of his creditors;
 - (c) he institutes or has instituted against him a proceeding seeking a judgment of bankruptcy or insolvency or any other relief under any bankruptcy or insolvency law or other similar law affecting creditors' rights, and such proceeding:-
 - (i) results in a judgment of insolvency or bankruptcy; or
 - (ii) is not dismissed, discharged, stayed or restrained in each case within thirty (30) days of the institution or presentation thereof;
 - (d) a secured party takes possession of all or substantially all his assets or has a distress, execution, attachment, sequestration or other legal process levied, enforced or sued on or against all or substantially all his assets and such secured party maintains possession, or any such process is not dismissed, discharged, stayed or restrained, in each case within thirty (30) days thereafter;
 - (e) he causes or is subject to any event which, under the applicable laws of any jurisdiction, has an analogous effect to any of the events specified in (b) to (d) (inclusive);
 - (f) he resigns his office by writing under his hand delivered to the Company, subject to Section 145 of the Act;

- (g) he shall become prohibited by law from acting as a director;
 - (h) he becomes of unsound mind or if an order shall be made by any competent court on the ground of his mental disorder for his detention or for the appointment of a guardian or for the appointment of a receiver or other person to exercise powers with respect to his property or affairs;
 - (i) he absents himself from the meetings of Directors for a period of six (6) months without special leave of absence from the other Directors, and they pass a resolution that he has by reason of such absence vacated his office;
 - (j) he has been convicted of an offence punishable by imprisonment for a term of not less three (3) months; or
 - (k) he ceases to be a Director by virtue of any of the provisions of the Act or this Constitution.
- (2) The Company may by ordinary resolution of which special notice has been given remove any Director before the expiration of his period of office, notwithstanding any provision of this Constitution or of any agreement between the Company and such Director but without prejudice to any claim he may have for damages for breach of any such agreement.
- (3) Unless the Company agrees otherwise, a Director who is appointed as director of any related or associated company of the Company shall resign (without compensation whatsoever) as such director if he is removed as Director of the Company or if his office as Director is vacated (notwithstanding any agreement between the Director and the Company or any such related or associated company). Unless the Company agrees otherwise, an employee of the Company who is appointed director of any related or associated company of the Company shall resign (without compensation whatsoever) as such director if he ceases for any reason whatsoever to be an employee of the Company.

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

53. The Board of Directors may exercise all such powers and do all such acts and things as may be necessary to establish, promote and maintain the Company including:-
- (a) prescribe the powers, authorities, duties and functions of any appointments for the Company;
 - (b) create and establish any institutions, subsidiaries or other units and prescribe the powers, authorities, duties and functions thereof; and
 - (c) appoint such committees comprising Directors or other suitable persons as it thinks fit to assist and advise the Board of Directors in carrying out its functions and the exercise of its powers. A committee so appointed shall have, and may exercise and discharge, such powers, authorities, duties and functions as the Board of Directors may determine.
54. (1) The Directors shall have power to make, alter or revoke regulations, policies, procedures and bye-laws for carrying on or administering the business and affairs of the Company, which shall be binding on all Members. In particular and without prejudice to the generality to the foregoing, the Directors may make bye-laws relating to:-
- (a) the creation of different classes of membership, the rights and privileges (so far as not provided for in this Constitution) to be accorded to such

classes of membership and the conditions of membership and the terms on which members may resign or have their membership terminated;

- (b) as to the particulars to be supplied by candidates for membership;
- (c) as to entrance fees and annual subscriptions, if any, to be paid by members. Different amounts of entrance fees and annual subscriptions may be prescribed for members who are corporations, institutions or individuals;
- (d) the conduct of members in relation to one another, and to the Company's employees;
- (e) the procedure at General Meetings and meetings of the Directors and sub-committees in so far as such procedure is not regulated by this Constitution; and
- (f) generally, all such matters as are commonly the subject matter of the Company's rules.

- (2) In the event of any regulation, policy, procedure or bye-laws being inconsistent with the provisions of this Constitution, the provisions of this Constitution shall prevail and that regulation, policy or procedure shall to the extent of the inconsistency be void Provided

- 55. The business of the Company shall be managed by or under the direction of the Board of Directors, who may authorise the payment of all expenses incurred in promoting the incorporation of the Company. The Directors may exercise all the powers of a Company except any power that the Act or this Constitution requires to be exercised in General Meeting.
- 56. The Board of Directors may exercise the voting power conferred by the shares in any company held or owned by the Company in such manner and in all respects as the Board thinks fit in the interests of the Company (including the exercise thereof in favour of any resolution appointing the Board of Directors or any of the Directors to be directors of such company or voting or providing for the payment of remuneration to the directors of such company) and any such Director may vote in favour of the exercise of such voting powers in the manner aforesaid notwithstanding that he may be or be about to be appointed a director of such other company.
- 57. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, indorsed, or otherwise executed, as the case may be, by any two Directors or in such manner as the Board of Directors shall from time to time by resolution determine.
- 58. The Board of Directors shall cause minutes to be made:-
 - (a) of all appointments of officers to be engaged in the management of the Company's affairs;
 - (b) of names of Directors present at all meetings of the Company and of the Board of Directors; and
 - (c) of all proceedings at all meetings of the Company and of the Board of Directors.

Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting.

- 59. The Directors may delegate any of their powers to committees consisting of such persons as they think fit. The chairman of any such committee shall be a Director. If at any meeting

the chairman is not present, the members present may choose one of their number to chair the meeting. Any committee so formed shall in the exercise of the power so delegated conform to any regulations that may from time to time be imposed upon them by the Board of Directors.

60. The meetings and proceedings of any such committee consisting of two (2) or more members shall be governed by the provisions of this Constitution regulating the meetings and proceedings of the Directors, so far as the same are applicable and are not superseded by any regulations made by the Directors under the last preceding regulation.
61. The Directors may, at any time, and from time to time, by power of attorney under the Seal, appoint any person, firm or company whether nominated directly or indirectly by the Directors to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under this Constitution), and for such period and subject to such conditions as the Directors may from time to time think fit, and any such power of attorney may contain such powers for the protection or convenience of persons dealing with such attorney as the Directors may think fit and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him.
62. All acts bona fide done by any meeting of Directors or of a committee of Directors or by any person acting as Director shall as regards all persons dealing in good faith with the Company, notwithstanding that there was some defect in the appointment of any such Director or person acting as aforesaid or that they or any of them were or was disqualified or had vacated office or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote.
63.
 - (1) A Director may contract with and be interested in any contract or proposed contract with the Company 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 of Directors as required by section 156 of the Act. No Director shall participate in the discussions or vote as a Director in respect of any contract or arrangement in which he is interested, and such Director shall offer to withdraw from such meeting, and the other Directors should decide if this is required. He shall not be counted in the quorum present at such meeting. The prohibition in this Regulation 60(1) shall not apply to any contract or arrangement with any other company in which he is interested only as an officer of the company or as a holder of shares or other securities.
 - (2) A Director may act by himself or his firm in any professional capacity for the Company (except as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a Director.
 - (3) The Directors shall not be paid any remuneration for services rendered by them as Directors of the Company but if any Director, being willing and having been called upon to do so, shall render or perform extra or special services of any kind, including services on any committee established by the Directors or shall travel or reside abroad for any purpose or business of the Company, he shall be entitled to receive such sum as the Board of Directors may think fit for his expenses subject to section 169 of the Act. They may be reimbursed for all out-of-pocket expenses, travelling and other expenses properly incurred by them in attending and returning from meetings of the Board of Directors, any of its committees, or any General Meeting of the Company or otherwise in connection with the affairs of the Company.
 - (4) The Directors may from time to time appoint one (1) or more of their body to be the holder of any executive office on such terms and for such period as they may

determine and, without prejudice to the terms of any contract entered into in any particular case, may at any time revoke any such appointment.

PROCEEDINGS OF THE BOARD OF DIRECTORS

64. The Board of Directors shall meet regularly for the despatch of business, and shall regulate its meetings as it thinks fit. A Director may, and on the request of a Director, the Secretary shall at any time summon a meeting of the Directors by notice served upon the several Directors.
65. Subject to this Constitution, questions arising at any meeting of the Board of Directors 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 of Directors. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote. If the Chairman is absent from the meeting, then the Deputy Chairman shall have a second or casting vote.
66. In the event the Company has more than one Director, the quorum necessary for the transaction of the business of the Board of Directors shall be fixed by the Directors, and unless so fixed is three (3). Notwithstanding the foregoing, in the event the Company has only one Director, that Director shall form the quorum and may pass a resolution by recording the resolution and signing the record. A meeting of the Board of Directors at which a quorum is present shall be competent to exercise all the authorities, powers and discretion by or under the regulations of the Company for the time being vested in the Board of Directors generally.
67. The continuing Directors may act notwithstanding any vacancy in the Board of Directors, but if and so long as their number is reduced below the number fixed by or pursuant to this Constitution as the necessary quorum of the Board of Directors, the continuing Director or Directors may act for the purpose of increasing the number of Directors to that number or for the purpose of summoning a General Meeting of the Company, but for no other purpose.
68. The Board of Directors or any committee of the Directors may from time to time elect a Chairman and if desired, a Deputy Chairman and determine the period for which he is or they are to hold office. The Deputy Chairman will perform the duties of the Chairman during the Chairman's absence for any reason. The Chairman, and in his absence the Deputy Chairman, shall preside as Chairman at meetings of the Directors, but if no such Chairman or Deputy Chairman be elected or if at any meeting the Chairman or the Deputy Chairman be not present within five (5) minutes after the time appointed for holding the same, a substitute for that meeting shall be appointed by such meeting from among the Directors present.
69. All acts done by any meeting of the Board of Directors or of a committee or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that the Directors 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.
70. The Board of Directors shall cause proper minutes to be made of all proceedings of the meetings of the Company and of the Board of Directors and of committees appointed by the Board of Directors 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.
71. A resolution in writing signed by a majority of the Directors for the time being entitled to receive notice of a meeting of the Board of Directors and constituting a quorum shall be as valid and effectual as if it had been passed at a meeting of the Board of Directors duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more Directors. The expressions "in writing" and "signed" include

approval by any such Director by telefax or any form of electronic communication approved by the Directors for such purpose from time to time.

72. (1) The meetings of the Board of Directors may be conducted by means of telephone conference or other methods of simultaneous communication by electronic, telegraphic or other similar means by which all persons participating in the meeting are able to hear and be heard by all the other participants without the need for physical presence. The minutes of such a meeting signed by the Chairman of the meeting shall be conclusive evidence of any resolution of any meeting so conducted.
- (2) The Directors participating in any such meeting shall be counted in the quorum for such meeting and, subject to there being a requisite quorum under this Constitution, all resolutions agreed by the Board of Directors in such meeting shall be deemed to be as effective as a resolution passed at a meeting in person of the Board of Directors duly convened and held. A meeting conducted by means of a telephone conference or a video conference telephone or similar communications equipment as aforesaid is deemed to be held at the place agreed upon by the Directors attending the meeting, provided that at least one of the Directors present at the meeting was at that place for the duration of the meeting.
73. In the case of a meeting which is not held in person, the fact that a Director is taking part in the meeting must be made known to all the other Directors taking part, and no Director may disconnect or cease to take part in the meeting unless he makes known to all other Directors taking part that he is ceasing to take part in the meeting.

COMPANY SECRETARY

74. The Secretary or Secretaries shall and a Deputy or Assistant Secretary or Secretaries may be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary, Deputy or Assistant Secretary so appointed may be removed by them, but without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company. The appointment and duties of the Secretary or Secretaries shall not conflict with the provisions of the Act and in particular Section 171 thereof.

SEAL

75. The Directors shall provide for the safe custody of the Seal which shall only be used by the authority of the Directors or of a committee of the Board of Directors authorised by the Board of Directors in that behalf, and every instrument to which the Seal is affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Board of Directors for that purpose.
76. The Company may exercise all the powers conferred by the Act to have an Official Seal for use abroad and such Official Seal shall be affixed by the authority and in the presence of and the instruments sealed therewith shall be signed by such persons as the Board of Directors shall from time to time by writing under the Seal appoint.

AUTHENTICATION OF DOCUMENTS

77. Any Director, the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the constitution of the Company and any resolutions passed by the Company or the Directors, and any books, records, documents and financial statements relating to the business of the Company, and to certify copies of the same or extracts from them as true copies or extracts, and

where any books, records, documents or financial statements are elsewhere than at the Office, the local manager and other officer of the Company having custody of them shall be deemed to be a person appointed by the Directors according to this Regulation.

78. 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 Regulation shall be conclusive evidence in favour of all persons dealing with the Company 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. Any authentication or certification made pursuant to this Regulation may be made by any electronic means approved by the Directors from time to time for such purpose incorporating, if the Directors deem necessary, the use of security procedures or devices approved by the Directors.

FINANCIAL STATEMENTS

79. The Board of Directors shall cause proper accounting and other records to be kept with respect to:-
- (a) all sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place;
 - (b) all sales and purchases by the Company; and
 - (c) the assets and liabilities of the Company.

Proper accounting and other records shall not be deemed to be kept if there are not kept such accounting and other records as are necessary to give a true and fair view of the state of the affairs of the Company and to explain its transactions.

80. The accounting and other records shall be kept at the office or at such other place or places as the Board of Directors shall think fit and shall always be open to the inspection of the Directors, provided that if the accounting and other records are kept by the Company at a place outside of Singapore, there shall be sent to and kept at a place in Singapore such statements and returns with respect to the business dealt with in the accounting and other records so kept as will enable to be prepared true and fair financial statements and any documents required to be attached thereto, which shall be at all times open to inspection by the Directors.
81. The Company in General Meeting may from time to time (subject to the provisions of the Act) impose reasonable restrictions as to the time and manner of the inspection by the Members, other than Directors, of the accounts, financial statements and books of the Company or any of them and subject to such restrictions the accounts, financial statements and books of the Company shall be open to the inspection of such Members at all reasonable times during business hours.
82. The Directors shall, in accordance with the provisions of the Act, cause to be prepared and to be laid before the Company in General Meeting such financial statements, balance sheets, reports, statements and other documents as may be necessary (unless such meeting has been dispensed with in accordance with the provisions of the Act).

AUDIT

83. At least once every year the accounts of the Company shall be examined and the correctness of the Income and Expenditure of Account and balance sheet ascertained by one or more auditors.

84. Auditors who are approved company auditors under the Act shall be appointed and their duties shall be performed in accordance with the relevant provisions of the Act.
85. Every auditor of the Company shall have a right of access at all times to the accounting and other records of the Company and shall make his report as required by the Act.
86. Subject to the provisions of the Act, all acts done by any person acting as an auditor of the Company shall, as regards all persons dealing in good faith with the Company, be valid, notwithstanding that there was some defect in his appointment or that he was at the time of his appointment not qualified for appointment.
87. The auditors of the Company shall be entitled to attend any General Meeting and to receive all notices of and other communications relating to any General Meeting to which any Member is entitled and to be heard at any General Meeting on any part of the business of the meeting which concerns them as auditors.

NOTICES

88. Any notice, communication and/or document ("**Document**") may be given, sent or served by the Company to any Member by:-
 - (a) delivering the Document personally;
 - (b) sending it by prepaid post addressed to such Member at his registered address in Singapore, or if he has no registered address in Singapore, to the address, if any, in Singapore supplied by him to the Company for the giving of Documents to him;
 - (c) where such address is outside Singapore, by prepaid air-mail;
 - (d) facsimile transmission sent to such Member at the facsimile number in Singapore which such Member has last notified the Company in writing; or
 - (e) electronic communications sent to such Member at the electronic address which such Member has last notified the Company in writing.
89. Any Document so given or sent by personal delivery, post, facsimile or electronic communications in accordance with this Constitution shall be deemed to have been duly given:-
 - (a) in the case of personal delivery, at the time when delivered;
 - (b) in the case of post, on the working day after the date of posting and it shall be sufficient to prove that the Document was properly addressed, affixed with pre-paid postage and posted;
 - (c) in the case of facsimile transmission, at the time of completion of transmission; or
 - (d) in the case of electronic communications, at the time transmission of the electronic communications is made.
90. Any notice on behalf of the Company 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 Company, whether such signature is printed or written.
91. When a given number of days' notice or notice extending over any other period is required to be given the day of service shall not, unless it is otherwise provided or required by this Constitution or by the Act, be counted in such number of days or period.

92. Notice of every General Meeting shall be given in manner hereinbefore authorised, to every Member and the auditor for the time being of the Company. No other person shall be entitled to receive notices of General Meetings.
93. The provisions of Regulations 85 to 88 shall apply mutatis mutandis to notices of meetings of the Board of Directors or any committee of Directors.

INDEMNITY

94. Subject to the Act, every Director, auditor, Secretary and/or other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him as such Director, auditor, Secretary and/or officer 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 an application under section 391 of the Act in which relief is granted to him by the Court.
95. Without prejudice to the generality of the foregoing, no Director, Manager, Secretary or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or for joining in any receipt or other act for conformity or for any loss or expense happening to the Company through the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any moneys, securities or effects shall be deposited or left or for any other loss, damage or misfortune whatsoever which shall happen in the execution of the duties of his office or in relation thereto unless the same shall happen through his own negligence, wilful default, breach of duty or breach of trust.

SECRECY

96. No Member shall be entitled to require discovery of or any information respecting any detail of the Company's trade or any matter which may be in the nature of a trade secret, mystery of trade or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Directors it will be inexpedient in the interest of the Members of the Company to communicate to the public save as may be authorised by law.

PERSONAL DATA

97. (1) A Member who is a natural person is deemed to have consented to the collection, use and disclosure of his personal data (whether such personal data is provided by that Member or is collected through a third party) by the Company (or its agents or service providers) from time to time for any of the following purposes:
 - (a) implementation and administration of any corporate action by the Company (or its agents or service providers);
 - (b) internal analysis and/or market research by the Company (or its agents or service providers);
 - (c) investor relations communications by the Company (or its agents or service providers);
 - (d) implementation and administration of any service provided by the Company (or its agents or service providers) to its members to receive notices of meetings, annual reports and other

shareholder communications and/or for proxy appointment, whether by electronic means or otherwise;

- (e) processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for any General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to any General Meeting (including any adjournment thereof);
- (f) implementation and administration of, and compliance with, any provision of this Constitution;
- (g) compliance with any applicable laws, listing rules, take-over rules, regulations and/or guidelines; and
- (h) purposes which are reasonably related to any of the above purpose.

- (2) Any Member who appoints a proxy and/or representative for any General Meeting and/or any adjournment thereof is deemed to have warranted that where such Member discloses the personal data of such proxy and/or representative to the Company (or its agents or service providers), that Member has obtained the prior consent of such proxy and/or representative for the collection, use and/or disclosure by the Company (or its agents or service providers) of the personal data of such proxy and/or representative for the purposes specified in regulation 97(1)(e) and 97(1)(g), and is deemed to have agreed to indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of such Member's breach of warranty.