



CONSTITUTION

Adopted at the Chamber's 180th AGM held on 23 June 2021.

THE CONSTITUTION
OF
SINGAPORE INTERNATIONAL CHAMBER OF COMMERCE

- Name 1. The name of the Association is "SINGAPORE INTERNATIONAL CHAMBER OF COMMERCE".
- Registered office 2. The registered office of the Chamber shall be situated in Singapore.
- Objects 3. The objects for which the Chamber is established are:-
- (1) To promote and protect trade, commerce, manufacturing and professional activity in the Republic of Singapore and the interests of persons engaged therein.
 - (2) To collect and circulate statistics and other information relating to trade, commerce, manufacturing and professional activity.
 - (3) To discuss, promote or oppose legislative or other measures affecting trade, commerce, manufacturing and professional activity.
 - (4) To discuss and/or attempt to resolve conflicts between members of the Chamber.
 - (5) To propose or frame rules to regulate and facilitate the transaction of trade and commercial business.
 - (6) To promote and maintain uniformity in the rules, regulations and usages of trade and commerce.
 - (7) To communicate and cooperate with Chambers of Commerce and other mercantile and public bodies throughout the world to promote measures for the protection of trade, commerce, manufacturing and professional activity and persons engaged therein.
 - (8) To acquire such of the property movable and immovable now vested in any persons in trust for the Chamber and such other property as the Chamber may from time to time think appropriate to acquire.
 - (9) To provide rooms and facilities for holding and conducting sales of property, arbitrations, meetings of creditors, meetings of companies, training meetings, marketing meetings or other meetings and gatherings as the Chamber may from time to time think appropriate to provide.

- (10) To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn into account or otherwise deal with the whole or any part of the undertaking, property (movable and immovable), assets and rights of the Chamber, either together or in portions.
- (11) To construct upon any premises acquired for the purposes of the Chamber any building or buildings for the purposes of the Chamber and to alter, add to or remove any building upon any such premises.
- (12) To borrow or raise any moneys required for the purposes of the Chamber upon such terms (including the provision of security) and in such manner as the Chamber may determine and in particular by the issue of debentures or debenture stock charged upon all or any of the property of the Chamber.
- (13) To subscribe to, become a member of, acquire shares in or co-operate with any other associations or bodies whether incorporated or not whose objects are wholly or in part similar to those of the Chamber.
- (14) To hire employees on such terms and conditions as the Chamber may from time to time think proper and to make payments towards pensions, insurance and other benefits.
- (15) To give or guarantee money for any charitable, patriotic or benevolent purposes or for any exhibition or for any public, general or useful object.
- (16) To give to any person, firm or company the right to apply for any of the debentures, debenture stock or other securities of the Chamber at any price or consideration to be agreed upon by the Board for the time being of the Chamber and to attach any terms or conditions to such right of application as the Chamber may think proper.
- (17) To organise events of any kind as the Chamber may from time to time think proper to organise.
- (18) To provide advice, services and goods of any kind to Members and non-members as the Chamber may from time to time think proper to provide.
- (19) To do all such other things as may be necessary or conducive to achieve the above objects or any of them or otherwise for the purposes of the Chamber from time to time.

Interpretation

4. In this Constitution, if not inconsistent with the subject or context, each of the words will have the following meanings: -

“Act” means the Companies Act (Cap. 50) and any statutory modification or re-enactment thereof for the time being in force.

“Chamber” means "Singapore International Chamber of Commerce" incorporated under the Act.

"Company" means any incorporated company or body corporate whether constituted under the laws of Singapore or any foreign country.

"Director" means a director on the Board of the Chamber.

"Electronic communication" means communication transmitted (whether from one person to another, from one device to another, from a person to a device or vice versa or otherwise) by means of a telecommunication system or by other means but in an electronic form, such that it can be received in legible form or be made legible following receipt in non-legible form.

"Firm" means two or more persons carrying on business in partnership together.

"General Meeting" means a general meeting of the Chamber.

"Member" means a member of the Chamber and includes an Overseas Member.

"Overseas Member" has the meaning given in Article 10.

"Representative of a Member" shall mean:-

- (1) Any person registered as an individual Member;
- (2) Any partner or designated person in a Firm registered as a Member.
- (3) Any director or designated person of a Company registered as a Member.
- (4) Any person holding a power of attorney or letter of authority for the purpose of enabling him/her to carry on the business of a Member.

"The Board" means the board of directors of the Chamber.

"The Chairman" means the Chairman of the Board.

"The Deputy Chairman" means the Deputy Chairman of the Board and "Deputy Chairmen" shall be construed accordingly.

"The Secretary" means the person or firm appointed as Secretary or Secretaries of the Chamber.

4A. In this Constitution:

- (a) Words importing the singular number only include the plural number and vice versa.
- (b) Words denoting persons include corporations.
- (c) Words referring to anything required to be done "in writing" include any written form of communication including letter, email and other forms of electronic communication of words and/or images.
- (d) Unless otherwise specified and to the extent not inconsistent with this Constitution, words referring to a meeting of any sort include a physical meeting and/or a meeting by telephone or electronic means and all persons so participating shall be treated as 'present' at the

meeting.

- (e) A reference to a law or an Act of Parliament refers to that law or Act as it applies at the date of this Constitution and any later amendment or re-enactment of it.

Dealing with
income and
property

5. The income and property of the Chamber however derived shall be applied solely towards the promotion of the objects of the Chamber as set forth in the Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise by way of profit to the persons who at any time are or have been members of the Chamber or to any of them or to any person claiming through any of them. Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any employees of the Chamber or to any Member or other person in return for any goods or services rendered to the Chamber or the payment of interest on money borrowed from any Member.

Limited
liability

6. The liability of the Members is limited to the amount provided for in Article 7.

Contribution
of member
when wound-
up

7. Every member of the Chamber undertakes to contribute to the assets of the Chamber in the event of its being wound up at the time that he/she is a Member, or within one year afterwards, for payment of the debts and liabilities of the Chamber contracted before the time at which he/she ceases to be a Member, and of the costs, charges and expenses of winding up the same such amount as may be required provided that (i) all such Members shall be required to contribute the same amount (irrespective of the type of membership) and (ii) the amount of the contribution by each Member shall not exceed S\$5.

Distribution of
assets upon
winding-up

8. If upon the winding up or dissolution of the Chamber (and except in a case of a winding up or dissolution which is (1) part of a reorganisation of the legal structure of the Chamber, and (2) not directly attributable to the Chamber being insolvent or being unable to pay its debts) there remains, after satisfaction of all its debts and liabilities, any moneys or property whatsoever, the same shall not be paid to or distributed among the members of the Chamber but shall be given to a minimum of two (2) Singapore universities and a minimum of two (2) charities in Singapore at or before the time of dissolution, provided that the value of the payment or disbursement given to any such recipient shall not exceed S\$5,000,000. The Board shall have full authority to allocate any such moneys or properties in accordance with this Constitution and in default thereof such allocation will be made by a Judge of the Supreme Court of the Republic of Singapore.

MEMBERS

Number of
Members

9. The number of Members shall not exceed 1,500 or such other number as the Board may from time to time decide.

Persons eligible
as Members

10. Any individual, Firm or Company carrying on banking, shipping, insurance, broking, manufacturing or other business of a commercial or professional character and for the purposes of its business having an office or representative in Singapore shall be eligible to apply for membership. Any individual, Firm or Company carrying on the scope of business as mentioned in the foregoing and not having an office or representative in Singapore shall be eligible to apply for an Overseas Membership and if approved will become an Overseas

Member and be treated as a Member for all purposes.

Evidence of representation of a Member

11. Any person purporting to be appointed, designated or authorised to exercise the rights and privileges of membership on behalf of a Member as a Representative of a Member, must if requested by the Secretary provide evidence that he/she has been duly appointed, designated or authorised to represent that Member.

APPLYING FOR MEMBERSHIP

Membership application

12. Candidates who wish to obtain membership shall submit a proposal signed by or on behalf of the candidate in writing to the Chamber as determined by the Board. The Board may from time to time direct candidates to furnish, during the application process: (a) the particulars of the candidates' constitutive documents or their equivalents (if any); (b) the particulars of the relevant candidate/ director/ partner (as the case may be) including name, occupation and nationality of the candidate/ director/ partner (as the case may be); and (c) further information as determined by the Board from time to time.

Board reserves the right to grant membership

13. The Board, in its sole and absolute discretion, reserves the right to decide on which applications to process and to which individuals or entities to grant membership. The Board is under no obligation to provide reasons for any such decision.

MEMBERSHIP FEES

Power of Board to prescribe membership fees

14. The Board shall have the power to prescribe different types and rates of membership fees for individuals, Firms, Companies and Overseas Members. A Member shall not be entitled to the privileges and advantages of membership of the Chamber until the prescribed fees have been paid.

HOW MEMBERSHIP MAY BE LOST

Loss of Membership

15. A Member shall cease to be a member of the Chamber if:-

Individual by death or bankruptcy

(1) being an individual, he/she shall die or be adjudicated bankrupt;

Winding-up or judicial management

(2) being a Firm, an order for either a winding-up, dissolution, judicial management or equivalent has been made against the Firm;

Company winding-up

(3) being a Company, a resolution shall have been duly passed or an order of court of competent jurisdiction made for the winding-up or equivalent of the Company;

Legislation

(4) the Member (not being an Overseas Member) be altogether precluded from carrying on business in Singapore by virtue of any legislation for the time being in force therein;

Cessation of business

(5) the Member (not being an Overseas Member) ceases to have an office or

representative in Singapore and is notified in writing by the Board that as a result of such a cessation the membership has been determined:

Non-payment of subscription monies after notice

(6) the membership fee (or any other amounts owing from the Member to the Chamber) is two months in arrears and the Member fails to pay such fee or amount within one month from the date on which a formal written notice, requiring payment thereof and noting that membership will cease, is sent to the Member by the Secretary; or

Resignation

(7) a notice in writing is sent to the Secretary by the Member that membership is resigned.

Board's decision final

16. The decision of the Board as to whether any Member has come within the provisions of Article 15 shall be final and binding on such Member.

Arrears to be Payable

17. Any Member who ceases to be a Member in pursuance of Article 15 shall be liable to pay all amounts due by such Member at the date of so ceasing to be a Member.

Exceptions as to changes in constitution

18. A Firm shall not cease to be a Member by reason only of a change in the constitution of the Firm occasioned by the admission or retirement or death of a partner provided the business of the Firm is carried on under the name in which such Firm became or was elected a Member. A Firm shall not cease to be a Member by reason of a change in the name of the Firm provided that documentary evidence is provided to the Chamber to confirm the name change. The Board may, at its discretion, allow a Firm to continue as a Member notwithstanding a change in its legal status as a result of any corporate action including a management buyout, acquisition or reconstitution.

Sole surviving Partner in Firm may be personally registered as a Member

19. If by reason of death or retirement there remains only one surviving or continuing partner of a Firm who acquires and continues the business in the Firm's name, he/she may on application and without election be registered as a Member in his own name in place of the Firm provided application for registration is made within one month after the dissolution of the Firm.

EXPULSION

Invitation to resign

20. In the opinion and at the sole discretion of the Board, if any Member fails to conform to any of the published rules and regulations of the Chamber, or is guilty of conduct derogatory to the dignity of or injurious to the reputation or interests of the Chamber, the Board may by notice require such Member to resign membership. Such notice shall state generally the grounds on which the requirement is based. If within two weeks of the service of such notice such Member shall not resign, the Board may form a special committee of the Board to consider and make a recommendation to the Board whether or not such Member should be expelled from the Chamber.

Member may address meeting

21. At such meeting of the special committee, the Member whom it is proposed to expel and, in the case of such Member being a Firm or Company, then a representative of such Firm or Company, shall be permitted to address the meeting or to require the chairman of the meeting to read to the meeting a written statement with reference to the matter complained of.

Two-thirds majority may expel

22. If the special committee decides by majority vote that the Member should be expelled then they will make such a recommendation to the Board. The Board will then consider the matter afresh and decide whether such Member should be expelled and if the Board so decides that Member shall cease to be a Member.

Expelled member not eligible for five years

23. A Member expelled from the Chamber under Article 22 may not be proposed as a Member for a period of five years from the date of so ceasing to be a Member.

HONORARY MEMBERS AND ASSOCIATE MEMBERS

Directors to appoint Honorary Members and Associate Members

24. The Board may grant membership to any person (whether an individual or an organization in whatever form or structure the organization may take, whether residing in Singapore or overseas and whether engaged in business or in commerce or in manufacturing or in a professional activity or otherwise, including acting as a diplomat or representative of any country or jurisdiction), whom the Board considers to be beneficial for the Chamber to be associated with, for membership in one of the categories provided for in Article 25.

Categories of Honorary Members

25. For the purposes of Article 24, there shall be two categories of persons whom the Board may consider beneficial for the Chamber to be associated with:-

Honorary Membership

(1) for Honorary Membership - individuals, whether in Singapore or overseas, not engaged in business or in commerce or in manufacturing or in a professional activity, and such individual shall be designated "Honorary Member".

Associate Membership

(2) for Associate Membership - organizations engaged in business or in commerce or in manufacturing or in a professional activity, whether in Singapore or overseas, and such organization shall be designated "Associate Member".

Requirements for appointment as Honorary Membership

26. A person falling within the category in Article 25(1) or 25(2) may be considered for Honorary or Associate Membership if the person is nominated by a Director and seconded by another Director for such appointment, and such appointment shall be effected by a resolution passed by simple majority at a meeting of Directors or by way of a resolution in writing passed pursuant to Article 50.

Period of membership

27. The Board may determine the period of the membership of an Honorary Member or an Associate Member.

Cessation of membership

28. An Honorary Member or an Associate Member shall cease to be an Honorary Member or Associate Member, as the case may be, if:-

Individual by death or bankruptcy

(1) being an individual, he/she shall die or is adjudicated a bankrupt or, in the case of diplomats he/she has completed their mission to Singapore and left Singapore;

Winding-up or judicial management

(2) being a Firm, an order for either a winding up, dissolution or judicial management or equivalent has been made against the Firm;

- Company winding-up (3) being a Company, a resolution shall have been passed or an order of court of competent jurisdiction made for the winding-up or equivalent of the company;
- Arrears (4) the membership fee charged (if any) (or any other amounts owing from the Honorary Member or Associate Member to the Chamber) is two months in arrears and the Honorary Member or Associate Member fails to pay such fee or amount within one month from the date on which written notice requiring payment thereof and noting that membership will cease is sent by the Secretary;
- Resignation (5) a notice in writing is sent to the Secretary by the Honorary Member or Associate Member that they resign from the honorary membership or associate membership, as the case may be;
- Board's resolution (6) a resolution is passed by the Directors removing them as an Honorary Member or Associate Member, as the case may be; or
- Non-renewal of membership (7) the membership of the Honorary Member or Associate Member, as the case may be, is not renewed by the Board on the expiry of the period of the membership of that Honorary Member or Associate Member.

Board's decision is final 29. The decision of the Board as to whether any Honorary Member or Associate Member has come within the provisions of Article 28 shall be final and binding. Any Honorary Member or Associate Member who ceases to be such in pursuance of Article 28 shall be liable to pay all amounts due by such person to the Chamber at the date of so ceasing to be an Honorary Member or Associate Member.

Service fee, benefits and privileges 30. Unless otherwise determined by the Board at its sole discretion:

- (1) an Honorary Member shall not be required to pay a membership fee and
- (2) an Associate Member shall be required to pay a membership fee,

for admission as an Honorary Member or Associate Member (as the case may be) and to enjoy the services and other benefits and privileges accorded to such Honorary Member or Associate Member (as the case may be). If an Associate Member or an Honorary Member is required to pay a membership fee, the amount, manner and frequency of the payment of such fee shall be determined by the Board at its sole discretion.

No voting rights 31. An Honorary Member and an Associate Member shall not have voting rights at meetings of the Members or otherwise for the passing of a resolution of the Chamber.

Benefits and privileges same for all Members 32. Subject to Article 31, an Honorary Member and an Associate Member shall be entitled to all the benefits and privileges similar to that which Members are entitled to.

OFFICERS AND BOARD

Chairman, Deputy Chairman and Board 33. The affairs of the Chamber shall be managed by the Board, which shall consist of a Chairman, two Deputy Chairmen and not more than twenty Directors all of whom shall be elected in accordance with Article 43 hereof or otherwise appointed in accordance with this Constitution. Without prejudice to the foregoing, the Board shall consist of one person

nominated by Singapore International Chamber of Commerce Rubber Association.

Proposal for
Director
candidates

34. At an appropriate time each year, the Board will publish a call for Members or Representatives of Members interested to be considered as a Director on the Board at the next election of Directors to submit their names and a brief career description for consideration by the Nominating Committee of the Board. The Board reserves the right to determine the number of Board seats available and the Nominating Committee will consider the gender, industry and seniority of members for consideration as a Director so as to maintain Board diversity. In considering any candidate for a director, the Nominating Committee will assess what the candidate's motives are, whether or not the candidate has sufficient time to devote to Chamber matters and what he/she will contribute to the Board. Members of the Nominating Committee will meet all shortlisted candidates and subsequently make its recommendations to the Board for approval to present a slate for Members' approval at an Annual General Meeting in accordance with Article 43. Candidates for election as Directors shall be proposed by one Member and seconded by another Member. The proposal shall be in writing and shall be signed by the proposing and seconding Members. The proposal shall also be signed by the candidate who shall signify his/her willingness to serve if elected.

Proposal
requirements

35. A copy of the proposal signed by the Secretary shall be posted in the registered office of the Chamber for at least three days before an election is held.

Power of
Board to co-
opt

36. The Board may, if thought fit, co-opt to the Board any number of persons not exceeding ten, and such co-opted persons shall be deemed Directors. Such persons co-opted to the Board shall hold office until the next Annual General Meeting, and during such meeting he/she shall stand as a candidate for election as Director.

Co-opted
Members

37. All Directors of the Board and persons co-opted shall be Members or Representatives of Members.

When office
shall be
vacated

38. The office of Chairman, Deputy Chairman or Director shall be vacated: -

Bankruptcy

(1) If he/she becomes a bankrupt.

Lunacy or
unsound mind

(2) If he/she be found of unsound mind.

Cessation of
membership

(3) If being a Member at the time of election he/she ceases to be a Member.

No
requirement
to vacate
office

(4) If being a Representative of a Member at the time of election he/she ceases to be a representative of that Member or that Member ceases to be a Member PROVIDED THAT and subject always to Article 38(5) and Article 41, he/she shall not be required to vacate his/her office if:

a. He/she becomes a Representative of another Member within 90 days from the date of ceasing to be a representative of the first-named Member; and

b. The Board passes a resolution confirming that he/she shall not be required to vacate his office.

- Dual roles (5) If he/she becomes a Representative of a Member already represented on the Board.
- Not carrying out duties (6) If the Board determines that the Director is not carrying out his/her duties in a manner consistent with the expectations set out in the Chambers guidance on the role of a Director.
- Resignation (7) If by notice in writing given to the Chamber he/she resigns his/her office.
- Removal by special resolution (8) If he/she is removed from office by special resolution of the Members.
- Disqualification (9) becomes disqualified from being a Director by virtue of his or her disqualification or removal or the revocation of his or her appointment as a Director under Section 148, 149, 149A, 154, 155, 155A or 155C of the Act.
- Ceases to be a director under Companies Act (10) ceases to be a Director by virtue of the Act.

Only one member of a Firm may be an Officer or on the Board 39. During the tenure of office as Chairman, Deputy Chairman or Director by any Representative of a Member no other representative of the same Member shall be eligible for election or appointment to any such office.

Board may act notwithstanding vacancy 40. The Board may act notwithstanding a vacancy in its members provided that the number of Directors of the Board is not below eight.

Maximum tenure of Directors 41. Save as provided herein, all Directors of the Board must cease being a Director if they have served three (3) consecutive terms. A term runs for a period of three (3) years. For the avoidance of doubt, time spent as Chairman or as a Deputy Chairman counts towards these periods. No person who has served three terms as a director is eligible to serve as a Director again until 3 years after the expiry of their three (3) consecutive terms. Notwithstanding the foregoing, a Director who has served three (3) consecutive terms may be appointed as a Chairman for one additional term, provided that a resolution is passed by the Board of Directors approving the appointment.

ELECTION AND APPOINTMENT OF OFFICERS

Directors to retire at Annual General Meeting 42. At every Annual General Meeting of the Chamber, all of the Directors, if any, whose term as a Director comes to an end at such Annual General Meeting must retire from office. Subject to Article 41 a retiring director shall be eligible for re-election.

Election of Directors at Annual General Meeting 43. The Members at the Annual General Meeting at which a Director retires pursuant to Article 42 may fill the vacated office of that Director by electing a candidate (as proposed by the Board)

standing for election as Director to fill that vacated office. In addition, the Members at any Annual General Meeting of the Chamber may elect a candidate (as proposed by the Board) standing for election as a Director and so elect such number of Directors as the Board shall decide before such Annual General Meeting subject to an overall limit of a Chairman, two Deputy Chairmen and not more than twenty directors at any time on the Board.

Term of directorship 44. Each Director elected in accordance with Article 43 shall be so elected for a term of 3 years; such term ending on the date of the Annual General Meeting in the relevant year.

Appointment of Chairman, First Deputy Chairman or Second Deputy Chairman 45. A Director, on his election or otherwise, may be appointed by the Members at an Annual General Meeting as the Chairman or as a First Deputy Chairman or Second Deputy Chairman, provided that a Chairman may only serve 1 term of 3 years or less. If a Chairman does not complete his/her term for whatever reason, he/she will be succeeded by the First Deputy Chairman as Chairman until the next Annual General Meeting. If the First Deputy Chairman is unable or unwilling to become Chairman, the Second Deputy Chairman shall succeed as Chairman until the next Annual General Meeting. If the Second Deputy Chairman is unable or unwilling to serve as Chairman, the Board shall elect one of its members to be Chairman until the next Annual General Meeting. If any vacancy shall occur in the office of Deputy Chairman, the Board shall elect one of its members to be Deputy Chairman until the next Annual General Meeting.

Casual vacancy in the Board 46. Any casual vacancy in the Board during the Annual General Meeting may be filled by the Board co-opting a Member or Representative of a Member to fill the vacancy. For the avoidance of doubt, the Board may co-opt one person nominated by Singapore International Chamber of Commerce Rubber Association as a Director at the Annual General Meeting, to fulfil the requirement set out in Article 33. Such persons shall hold office until the next Annual General Meeting, and during such meeting he/she (save for the person nominated by Singapore International Chamber of Commerce Rubber Association) shall stand as a candidate for election as Director.

Secretaries appointed by Board 47. The Secretary shall be appointed by the Board at such remuneration as the Board may fix.

Ambassadors of the Chamber

ELECTION AND APPOINTMENT OF AMBASSADORS

48. The Board may determine to elect up to 3 persons (who shall not be a current Director) to be Ambassadors of the Chamber. The Board will also determine the role and function of an Ambassador. The Board may remove an Ambassador at any time without providing reason. An Ambassador will not be a Director and will not attend meetings of the Board unless invited to do so by the Board.

Meetings of Directors

PROCEEDINGS OF THE BOARD

49. The Board shall meet at such times as it may deem advisable and may make such regulations as it thinks proper as to the summoning and holding of meetings of the Board and for the transaction of business at such meetings and the record of its proceedings shall be open to the inspection of Members subject to such regulations as the Board may from time to time deem expedient. Questions arising at any meeting shall be decided by a majority of votes,

Directors' Resolutions in writing

and in the case of an equality of votes the Chairman shall have a second or casting vote. A determination by a majority of Directors is for all purposes treated as a determination of the Board.

First Deputy Chairman and Second Deputy Chairman

50. A resolution in writing, signed by a majority of the Directors for the time being entitled to receive notice of a meeting of the Directors, is as valid and effectual as if it had been passed at a meeting of the 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 letter, email, or other forms of electronic communication.

Quorum

51. In the absence of the Chairman, the First Deputy Chairman shall chair the meeting of the Board and, in his absence, the Second Deputy Chairmen. In the absence of the Chairman and both Deputy Chairmen, the Board shall elect one of its members as chairman for that meeting of the Board.

Participation in a Board meeting by video conference or conference telephone

52. Five Directors shall form a quorum for the transaction of business.

53. Board meetings may be convened whether wholly or partly, by electronic communication, video conferencing, teleconferencing or other electronic means. Any Director may participate at a Board meeting by means of video conferencing, teleconferencing or other similar communications equipment whereby all persons participating in the meeting are able to hear each other in which event such Director shall be deemed to be present at the meeting. A Director participating in a meeting in the manner aforesaid may also be taken into account in ascertaining the presence of a quorum at the meeting. Such a meeting shall be deemed to take place where the largest group of Directors present for purposes of the meeting is assembled or, if there is no such group, where the Chairman is present.

Business and assets of the Chamber to be managed by the Board

POWERS AND DUTIES OF THE BOARD

54. The management of the business and assets of the Chamber shall be vested in the Board which in addition to the powers that this Constitution expressly confers on it may exercise all such powers and do all such acts and things as may be exercised or done by the Chamber and are not hereby or by law expressly directed or required to be exercised or done by the Members in General Meeting.

Power of Chamber exercisable by Directors

Appointment of sub-committees

55. Without prejudice to the general powers conferred by the preceding Article the Board shall have the power:-

Delegation of powers to sub-committees

- (1) To appoint Board sub-committees consisting of Members or Representatives of Members which may be permanent or temporary or for special purposes as the Board may determine.
- (2) To delegate, subject to such conditions as it thinks fit, any of its powers to sub-committees and to make, vary and repeal by-laws or rules for the regulation of the proceedings of subcommittees.

Make, vary and repeal by-laws or rules

- (3) To make, vary and repeal by-laws or rules for the election of Members, for the regulation of the business of the Chamber whether internal, external or conducted in concert with other associations, the regulations for officers, employees or Members, or of any department or section of the Chamber. The Board shall also have the power to make, vary and repeal, by-laws or rules for the conduct of the Chairman, the Deputy Chairman and the Directors and such persons will be required to follow such by-laws and rules which shall cover, in particular, their ability to speak on behalf of the Chamber and to otherwise take action on behalf of the Chamber.

Appoint a Chief Executive

- (4) From time to time appoint a Chief Executive who has the authority to appoint such officers, clerks, agents, consultants and employees for, and to remove or suspend the same from, permanent, temporary or special services as he/she may think fit and to determine the relevant powers and duties and to fix their salaries, wages, commission or emoluments.

Purchase of goods, chattels or personal property

- (5) To buy, sell, lease, let or take on hire, exchange or otherwise deal with goods, chattels, rights over property and moveable or personal property of any description for the purposes of the Chamber upon such terms and on such conditions as the Board may deem expedient.

Purchase of lease property

- (6) To purchase, lease, take in, exchange or otherwise acquire lands, buildings or immovable property of any tenure in Singapore or any share or interest therein as may be required or deemed expedient for the purposes of the Chamber and to cause the same to be conveyed, transferred, assigned or otherwise assured to or in trust for the Chamber upon such terms and conditions and subject to such covenants or obligations as may be deemed necessary or proper.

Sale of land buildings

- (7) To sell by public auction or private contract or by tender, exchange, surrender, release, divide or partition lands buildings or any immovable property of any tenure belonging to the Chamber for such consideration whether in cash or otherwise and upon such terms and conditions as may be thought fit and to receive the purchase consideration and to execute conveyances, assignments, transfers or other assurances.

Undertake obligations for rent, insurance, etc

- (8) To undertake on behalf of the Chamber the payment of all rents, and the performance of all covenants, conditions and agreements contained in or reserved by any deed or contract to which the Chamber may be a party, or which may have been assigned to the Chamber, to insure and keep insured, if deemed expedient, all or any of the buildings, articles or other property of the Chamber, to insure against the consequential loss through fire, of the Chamber's revenue and/or standing charges and to execute all deeds, agreements, contracts, receipts and other documents that may be necessary or expedient for the purposes of the Chamber.

Sue and defend

- (9) To commence, institute, prosecute and defend all such actions and suits as the Board may deem necessary or expedient on the part of the Chamber and to compromise or submit the same to arbitration as the Board in its discretion may think fit.

Give receipts

Manner of execution of financial/ legal documents

(10) To make and give receipts, releases and other discharges for money payable to the Chamber and for the claims and demands of the Chamber.

Money for charitable purpose

(11) To determine the manner in which bills, notes, receipts, acceptances, endorsements, cheques, releases, contracts and documents shall be signed or executed by or on behalf of the Chamber.

Invest funds

(12) To subscribe, give or guarantee money for any charitable, patriotic or benevolent purpose or for any exhibition or for any public, general or useful object.

Raise/borrow money

(13) To invest, deposit or otherwise deal with any of the moneys of the Chamber not immediately required for the purposes thereof upon such securities or with such bank or banks or in such other manner as they think fit and from time to time to vary or release such investment deposits or securities.

Enter into arrangement for protection of development of trade

(14) From time to time at its discretion to raise or borrow any sum or sums of money for the purposes of the Chamber and to secure the repayment of such moneys in such manner and upon such terms and conditions in all respects as it thinks fit and in particular by the issue of debentures or debenture stock of the Chamber, charged upon the property and assets of the Chamber (both present and future).

Rules and by-laws when deemed duly made

(15) To enter into such arrangements and upon such terms and subject to such conditions as the Board may from time to time consider to be in the interests of the Chamber or the Members with any associations in Singapore or globally whose objects are not inconsistent with those of the Chamber as defined in the Constitution.

56. Any rules or by-laws purporting to have been made by the Board under Article 55(3) and signed by the Chairman of the Board and the Secretary shall be deemed to have been duly made by the Board and shall be made available to the Members.

Annual General Meeting

GENERAL MEETINGS

57. The Annual General Meeting of the Chamber shall be held on or before the 30th of June in every year except in circumstances where the Board decides it is not practical or safe to hold a physical meeting and it is not possible to have a meeting using electronic or other means at that time but provided that the cancellation or postponement of the meeting is in accordance with all relevant laws. Every general meeting of the Chamber other than the Annual General Meeting shall be called an Extraordinary General Meeting.

Participating in general meeting by video conference or conference telephone

58. Annual General Meetings and Extraordinary General Meetings may be convened whether wholly or partly, by electronic communication, video conferencing, teleconferencing or other electronic means. A Member or a Representative of a Member may participate in an Annual General Meeting or an Extraordinary General Meeting by means of video conference, conference telephone or other similar communications equipment whereby all persons participating in the meeting can hear each other in which event such Member or Representative of a Member shall be deemed to be present at the meeting. A Member or a Representative of a Member participating in a meeting in the manner aforesaid shall also be taken into account in ascertaining the presence of a quorum at the meeting. Such a meeting shall be deemed to take place where the largest group of Members present for purposes of the meeting is assembled or if there is no such group, where the chairman of the meeting is present.

Calling Extraordinary General Meetings

59. The Board may, whenever it thinks fit or upon a requisition made in writing by not less than 10 per cent of the Members for the time being forthwith, proceed to convene an Extraordinary General Meeting.

Process of requisitions

60. Any requisition made by Members shall express the reasons for which it is desired that the meeting be called and shall be left at the Registered Office of the Chamber. It must be signed by the requisitionists and may consist of several documents in like form, each signed by one or more requisitionists.

Power of requisitionists to convene Extraordinary General Meetings

61. The Board shall within 10 business days after the receipt of such requisition proceed to convene an Extraordinary General Meeting. If it does not proceed to convene the same within 10 business days of the receipt of the requisition, the requisitionists or a majority of them may themselves convene an Extraordinary General Meeting to be held within six weeks from the date of the deposit of the requisition on such day and at such place as the persons convening the same may determine. Any meeting convened under this Article by the requisitionists shall be convened in the same manner as nearly as possible as that in which meetings are to be convened by the Board.

Period of notice to be given

62. Where it is proposed to pass a special resolution 21 clear days' notice and in other cases 14 clear days' notice to the Members specifying the place day and hour of the meeting and in the case of special business the general nature of such business shall be given either by notice either personally delivered, sent by post or by electronic communication.

Passing of resolutions by written means

63. All special resolutions may be passed by written means if agreement is obtained from one or more Members of the Chamber who on the date of tabling such resolution represent at least 75% of the total voting rights of all the Members who on that date would have the right to vote on that resolution at a general meeting of the Chamber, and the resolutions are signed by such majority of the Members. All resolutions, not being special resolutions, may be passed by written means if the resolutions in writing are signed by more than 50% of voting rights of all the Members who on that date would have the right to vote on that resolution at a general meeting of the Chamber. All such resolutions in writing may consist of several documents in the like form each signed by one or more of such Members. The expressions "in writing" and "signed" include approval by letter, email and other forms of electronic communication.

PROCEEDING OF GENERAL MEETINGS

- Business of Annual General Meeting
64. The business of the Annual General Meeting shall be to receive and consider the Balance Sheet and Accounts and the Report of the Board, to elect a Chairman, two Deputy Chairmen of the Chamber and/or Directors as required in accordance with Article 43, to appoint Auditors and to transact any other business which under this Constitution ought to be transacted at an Annual General Meeting.
- Special business
65. All other business transacted at an Annual General Meeting and all business transacted at an Extraordinary General Meeting shall be deemed special.
- Quorum for General Meeting
66. No business shall be transacted at any general meeting unless a quorum of Members or Representatives of the Members is present at the time when the meeting proceeds to business. The quorum for any general meeting shall be 10 Members present personally or by representative but if more than one Representative of a Member be present only one shall count in reckoning a quorum.
- If no quorum
67. If within fifteen minutes from the time appointed for the meeting a quorum is not present, the meeting, (a) if convened upon the requisition of Members, shall be dissolved; or (b) if convened by the Board or otherwise than upon the requisition of Members, shall be adjourned to such day in the next 21 days and at such time and place as the Board may determine.
- If no quorum at adjourned meeting
68. At any adjourned meeting, the Members or Representatives of the Members present personally, whatever their number, shall form a quorum and shall have power to decide upon all matters which could properly have been disposed of at the meeting from which the adjournment took place as if a quorum had been present.
- Chairman
69. The Chairman shall preside at every general meeting or, in his absence, a Deputy Chairman. If there be no such Chairman or Deputy Chairman, or if at any meeting no Chairman or Deputy Chairman shall be present within fifteen minutes after the time appointed for holding such meeting or shall decline to take, or shall retire from the chair, the Directors present shall choose someone of their number to be the Chairman of the meeting and if no such Director is present, or if all such Directors present decline to take the chair, the Members and Representatives of Members present shall choose someone of their number to be Chairman of the meeting.
- Adjournment
70. The Chairman may, with the consent of the meeting, adjourn any meeting from time to time 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.

Voting by show of hands

71. At a 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 on the declaration of the result of the show of hands) demanded by at least two Members or Representatives of Members present in person and entitled to vote and unless a poll is so demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book of the proceedings of the Chamber 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.

If poll demanded

72. If a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

Chairman's casting vote

73. In the case of an equality of votes whether on a show of hands or on poll upon any question at any meeting the Chairman of the meeting shall be entitled to a casting vote in addition to his own vote as a Member or Representative of a Member.

Poll on election of Chairman

74. A poll demanded on the election of a Chairman or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs.

Dissentient Members may have statement entered in minutes.

75. If the dissentient Members or Representatives of Members on any resolution at a general meeting shall within 48 hours of the close of such meeting send to the Secretary a statement of their reasons of dissent, such statement and the names of the Members and Representatives of Members dissenting or forwarding such statement shall be entered into the minutes of the meeting.

VOTES OF MEMBERS

Each Member one vote

76. Any Representative of a Member may attend any general meeting and, subject to this Constitution, any Member present personally or by representative shall have one vote.

MINUTES

Minutes to be entered

77. The Board shall ensure concise minutes of all proceedings of the general meeting of the Chamber are prepared and circulated or made available to Members.

ACCOUNTS AND REPORTS

Proper books to be kept

78. The Board shall cause proper books of account to be kept at the Registered Office of the Chamber or at such place or places, and in the charge of such person as the Board may from time to time direct.

Inspection of accounts and books

79. The Board shall from time to time determine whether and to what extent and at what times and places, and under what conditions and regulations the accounts and books of the Chamber or any of them shall be open to the inspection of the Members (not being Directors) and no Member (not being a Director) shall have any right of inspecting any account book or document of the Chamber except as conferred by law or authorised by the Board or by the Members in general meeting.

Report, Income and Expenditure Account and Balance Sheet

80. At the Annual General Meeting in each year the Board shall lay before the Members a Report and an Income and Expenditure Account and Balance Sheet containing a summary of the assets and liabilities of the Chamber made up to a date not more than six months before the meeting from the time when the last preceding account and balance sheet were made up. The Report to be submitted to the Annual General Meeting by the Board shall be a Report as to the state of the Chamber's affairs, finances and activities. The Accounts, Balance Sheet and Report shall be signed by the Chairman or Deputy Chairman and one other Director. A copy (in whatever form the Board shall determine) of such Accounts and Balance Sheet and Report of the Board shall be sent to every Member either via electronic means (by way of electronic mail to the electronic address that has been notified to the Chamber) or via post to the registered address of such Member, with the notice convening the meeting and a copy shall also be deposited at the Registered Office of the Chamber for the inspection of Members during a period of at least five days before the meeting. The method for service of such documents to the Members shall be at the sole election of the Board and Members shall have no right to elect to receive a physical copy of the documents if the documents are served by electronic means.

Annual audit and appointment of Auditors

81. The Auditor shall audit the accounts of the Chamber and of all funds and connected with or controlled by the Chamber. The Auditor shall be appointed at each Annual General Meeting to hold office until the next Annual General Meeting.

NOTICES

Notice to members to be sent personally or by post or by electronic means

82. A notice may be given to a Member either via means of electronic communication (by way of electronic mail to the electronic address that has been notified to the Chamber), or by serving it personally, or by sending it by post to the registered address of such Member. The method for service of notice to the Members shall be at the sole discretion of the Board and Members shall have no right to elect to receive a physical copy of the notice if the notice is served by means of electronic communication. Where a notice is sent by post, service of the notice shall be deemed to be affected by properly addressing, prepaying and posting the letter containing the notice and to have been effected at the expiration of 24 hours after the letter containing the same was posted.

Accidental omission

83. The accidental omission to give notice of a meeting to or the non-receipt of a notice of a meeting by any Member shall not invalidate the proceedings at that meeting.

SEAL

Custody and use
of seal

84. The Board shall provide for the safe custody of the Seal which shall only be used by the authority of the Board and every instrument to which the Seal shall be affixed shall be signed by at least one Director and countersigned by the Secretary or by a second Director or by some other person appointed by the Board for the purpose and, in favour of any person bona fide dealing with the Chamber, such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed Provided That every certificate of origin and supporting documents to which the Seal shall be affixed may be signed by any one of the following : the Chief Executive or any officer of the Chamber as may be authorised in writing by the Chief Executive and Provided Further That, in respect of certificates of origin and supporting documents, the Board may by resolution determine, either generally or in any particular case, that the signature of the Chief Executive or any such authorised officer of the Chamber may be affixed by some mechanical means to be specified in a resolution of the Board.

INDEMNITY

Indemnity for
Directors and
other officers,
Agents and
Auditors

85. Subject to the provisions of, and so far as may be permitted by the Act, every member of the Board (including the Chairman and Deputy Chairmen), the Chief Executive, Agent, Auditor, Secretary, and other officer for the time being of the Chamber shall be indemnified out of the assets of the Chamber against all costs, charges, losses, expenses and liabilities (other than any liability referred to in Section 172(1)(a) or (b) of the Act) incurred by him/her to a person other than the Chamber in the execution and discharge of his/her duties or in relation thereto including any liability incurred by him/her (i) in connection with any negligence, default, breach of duty or breach of trust, (ii) in defending any proceedings, whether civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him/her as officer or employee of the Chamber, and (iii) in which judgement is given in his/her favour or in which he/she is acquitted or in connection with any application under the Act in which relief is granted to him/her by the Court in respect of any negligence, default, breach of duty or breach of trust.

ELECTRONIC SIGNATURES

Electronic
Signatures

86. Any General Chamber Documents signed by way of an electronic signature (for example, by a digital signature software or pasting a digitized image of a manuscript signature) shall be deemed to be valid and effective as if it had been signed by hand. For the avoidance of doubt, the validity of the electronic signature referred to in this Article 86 shall be subject to the requirements in the Electronic Transactions Act (Cap. 88). For the purpose of this Article 86, the term "General Chamber Documents" shall refer to any documents in relation to the Chamber including, without limitation, this Constitution, resolutions in writing of the Directors or the Members, letters originating from or addressed to the Chamber, documents relating to any business of the Chamber including certificates of origin, as well as other corporate documents which are required by law to be signed by hand.