

THE COMPANIES ACT (CAP. 50)

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Memorandum of Association
Of
Foundation of Rotary Clubs (Singapore) Ltd

1. The name of the Company (hereinafter called "the Foundation") is "FOUNDATION OF ROTARY CLUBS (SINGAPORE) LTD."
2. The Registered Office of the Foundation will be situated in Singapore.
3. The objects for which the Foundation is established are: -
 - (a) To support social and humanitarian causes, which are exclusively charitable.
 - (b) To work with other organisation, including Rotary Clubs in Singapore, to support social and humanitarian activities.
4. In furtherance of the above mentioned objects but not further or otherwise, and provided nothing is done for commercial reasons or solely for profit, the Foundation is empowered:-
 - (a) To subscribe to the object of Rotary International.
 - (b) To take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient, for the purpose of procuring contributions to the funds of the Foundation in the shape of donations, annual subscriptions, fees or otherwise.
 - (c) Subject to the provisions of the Companies Act:-
 - (i) To receive any gift of any property, whether real or immovable or personal or movable or pecuniary and whether or not subject to any trust, for any one or more of the objects of the Foundation.
 - (ii) To purchase, take on lease or in exchange, hire or otherwise acquire any real or immovable, or personal or movable property and any rights or privileges which the Foundation may think necessary or convenient for the promotion of its objects, and in particular any land, building and easement, and to construct, alter, maintain, work, control and manage any building or erection necessary or convenient for the purposes of the Foundation.
 - (iii) To let on lease or on hire, the whole or any part of the real or immovable, or personal or movable property of the Foundation on such terms as the Board shall determine.
 - (iv) To sell, let, mortgage, charge, dispose of or turn to account all or any of the property or assets of the Foundation as may be thought expedient, with a view to the promotion of its objects.
 - (d) To construct, maintain, improve, develop, work, control and manage any hospital, sanatorium or other facility for the aged, the sick and/ or the poor.
 - (e) To appoint any officers or agents or hold, administer and manage on behalf of the Foundation all or any part of the property and assets of the Foundation on

such terms as to remuneration or otherwise as may be thought fit subject to Clause 5 hereof.

- (f) To amalgamate, affiliate or co-operate with and subscribe to any association, society or corporation whose objects shall be charitable, educational or cultural PROVIDED that the association, society or corporation prohibits the distribution of its income and property among its members to an extent at least as great as is imposed on the Foundation under Clause 5 hereof.
- (g) To take, or otherwise acquire, and hold shares, debentures, or other securities of any other company, the objects of which shall, either in whole or in part, be similar to those of the Foundation or such as may be likely to promote the interests of the Foundation.
- (h) To enter into any arrangements with any government or authority, supreme, municipal, local, or otherwise, that may seem conducive to the Foundation's objects, or any of them, and to obtain from any such government or authority any rights, privileges and concessions which the Foundation may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (i) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and convenience calculated to further the objects of the Foundation, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition, or for any public, general, or useful object.
- (j) To promote any other company or companies for the purpose of acquiring or taking over all or any of the property, rights and liabilities of the Foundation, or for any other purpose which may seem directly or indirectly calculated to further the objects of the Foundation.
- (k) To pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the Foundation and subject to Clause 5 hereof to remunerate any person or company for services rendered, or to be rendered, in or about the organisation, formation or promotion of the Foundation.
- (l) To apply for, secure or acquire by grant, legislative enactment, assignment, transfer, purchase, or otherwise, and to exercise, carry out, and enjoy any charter, license, power, authority franchise, concession, right or privilege which any Government or authority or any corporation or other public body may be empowered to grant, and to pay for, aid in, and contribute towards carrying the same into effect, and to appropriate any of the Foundation's property and assets to defray the necessary costs, charges and expenses thereof.
- (m) To apply for, promote, and obtain any statute, order, regulation or other authorisation or enactment which may seem calculated directly or indirectly to further the objects of the Foundation, and to oppose any bills, proceedings or applications which may seem to be calculated directly, or indirectly to prejudice the Foundation's interests.
- (n) To invest and deal with the money of the Foundation not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and on such terms as the Board may determine.

- (o) To borrow or raise money for the purposes of the Foundation or any of them in any such manner and upon such terms and security as may be considered expedient, and to mortgage or charge all or any part of the property of the Foundation.
- (p) To carry out all or any of the objects of the Foundation and do all or any of the above things either as principal, agent, trustee or otherwise and by or through trustees or agents and either alone or in conjunction with others.
- (q) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Foundation.

PROVIDED ALWAYS AND IT IS HEREBY DECLARED that the Foundation shall not support with its funds any object, or endeavour to impose on or procure to be observed by its Members or others, any regulation, restriction or condition which, if any object of the Foundation would make it a Trade Union.

AND IT IS HEREBY DECLARED and the word "company" in this Memorandum when not referring to the Foundation shall be deemed to include any corporation, partnership, association, club or other body of persons whether incorporated or not and wherever incorporated or domiciled and whether now existing or hereafter to be formed AND further that unless the context or subject matter is inconsistent therewith, words signifying the singular number shall be deemed and taken to include the plural and vice versa, and words and expressions in this Memorandum shall bear the same meanings as in the Articles.

5. The income and property of the Foundation whensoever derived, shall be applied solely towards the promotion of the objects of the Foundation as set forth herein, and no portion thereof shall be paid or transferred directly and indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to the Members of the Foundation. Provided however that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officers or employees of the Foundation or any Member of the Foundation for any services actually rendered to the Foundation, nor prevent the payment of interest on money lent or reasonable and proper rent for premises demised or let by any Member of the Foundation, but so that no member of the Board shall be appointed to any salaried office of the Foundation or any office of the Foundation paid by fees, and that no remuneration or other benefit in money shall be given by the Foundation to any member of the Board, except repayment of out-of-pocket expenses and interest on money lent or reasonable and proper rent for premises demised or let to the Foundation, provided, however, that the provision last aforesaid shall not apply to any payment to any company of which a member of the Board may be a member and in which such member shall not hold more than one-hundredth part of the capital and such member shall not be bound to account for any share of the profits he may receive in respect of such payments.
6. The liability of the Members is limited.
7. Every Member of the Foundation undertakes to contribute to the assets of the Foundation in the event of the same being wound up while it is a Member, or within one year after it ceases to be a Member, for payment of the debts and liabilities of the Foundation contracted before he ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding \$50.00. Provided Always that the Foundation may collect the said sum or any part thereof prior to the Member being admitted as a member or during its membership.
8. If upon the winding up or dissolution of the Foundation or in the event the Foundation ceases to be a registered charity under the Charities Act there remains,

after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Foundation but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Foundation, and which shall prohibit the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Foundation under or by virtue of Clause 5 hereof, such institution or institutions to be determined by the Members of the Foundation at or before the time of dissolution, or in default thereof by such judge of the Supreme Court of Singapore as may have or acquire jurisdiction in the manner, and if and so far as effect cannot be given to the aforesaid provisions, then to some charitable object in Singapore. Provided always that any institution or institutions to or among which any property whatsoever is paid or distributed in terms hereof shall be an institution or institutions of a public character registered under the Charities Act.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Gerald Minjoot,
No.2, Greendale Rise,
Singapore 1128.

Managing Director

Robert Loh Choo Kiat
No.126, Eng Neo Avenue,
Singapore 1129.

Medical Practitioner

Dated this 9th day of February 1993
Witness to the above signatures:-

SIM TEOW GOK,
Advocate & Solicitor,
20 Maxwell Road,
#07-17/22 Maxwell House,
Singapore 0106.

THE COMPANIES ACT (CAP. 50)
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Articles of Association
Of
Foundation of Rotary Clubs (Singapore) Ltd

TABLE "A" EXCLUDED

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| 1. | The regulations contained in Table "A" in the Fourth Schedule to the Companies Act, Cap. 50 shall not apply to the Foundation, except so far as the same are repeated or contained in these Articles, but the following shall, subject to repeal, addition and alteration as provided by the Act or these Articles, be the regulations of the Foundation. | Table "A"
excluded |
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GENERAL

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| 2. | (a) In these Articles, the words standing in the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context: - | Interpretation |
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WORDS	MEANINGS
the Act	The Companies Act (Cap. 50).
these Articles	The Articles of Association of the Foundation set forth in this document.
the Board	The Board of Directors of the Foundation constituted under these Articles and having the authority to act for the Foundation.
a Director	A member of the Board elected or appointed under these Articles and includes his Alternate Director.
the Directors	The members of the Board elected or appointed under these Articles.
Executive Committee	The Executive Committee constituted in accordance with Article 57.
Previous Articles	The Articles of Association of the Foundation adopted on 9 th February 1993.
Outgoing Directors	Persons who were directors of the Foundation immediately before the adoption of these Articles.
the Foundation	The above-named Foundation by whatever name from time to time called.
General Meeting	An Annual General Meeting as defined in Section 175 of the Act or an Extraordinary General Meeting as defined in Sections 176 and 177 of the Act.
Member	A Rotary Club in Singapore which is a member of the Foundation pursuant to Article 4 herein.

the Memorandum	The Memorandum of Association of the Foundation for the time being in force.
the Minister	The Minister under the Charities Act or any other applicable statute.
Nominations Committee	The Nominations Committee constituted in accordance with Article 51.
the Office	The registered office of the Foundation for the time being.
Past President	A Rotarian who has previously served a full term as a President of a Rotary Club in Singapore and is recognised as a Past President under the convention of Rotary International.
President	The duly elected president for the time being of a Member.
Rotarian	A person who is (i) a member (other than being an Honorary member) of a Rotary Club in Singapore which is a Member; and (ii) residing in Singapore.
Register	The register of members of each Rotary Club in Singapore as recorded with Rotary International.
a Rotary Club in Singapore	A Rotary Club in Singapore which is chartered by Rotary International and duly constituted under the Societies Act.
Rotary International	An association of Rotary Clubs throughout the world.
the Seal	The common seal of the foundation.
Secretary	The Secretary or Secretaries appointed under Article 60 and shall include any person entitled to perform the duties of Secretary temporarily.
the Societies Act	The Societies Act of Singapore (Cap. 311).
Month	Calendar month.
In writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in visible form.

And words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender and neuter gender; and

Words importing persons shall include entities.

Subject as aforesaid, any words or expressions defined and used in the Act and the Interpretation Act (Cap. 1) shall, if not consistent with the subject or context, bear the same meaning in these Articles.

The headnotes and marginal notes are inserted for convenience only and shall not affect the construction of these Articles.

- (b) These Articles shall come into effect from the date they are adopted and do not have retrospective effect. For the avoidance of doubt, the Previous Articles which preceded these Articles shall remain in force until the date these Articles are adopted.

MEMBERS

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| 3. | <p>(a) At the end of thirty (30) days from the date the Memorandum and these Articles have been adopted, all Rotarians who are members pursuant to the Previous Articles shall cease to be members of the Foundation.</p> <p>(b) Only Rotary Clubs in Singapore shall be eligible to be Members.</p> <p>(c) The membership of a Rotary Club duly admitted by the Board in accordance with Article 4 herein shall vest in the President of the said Rotary Club as the nominee of the said Rotary Club.</p> <p>(d) Upon the retirement, resignation or removal of the said President as President of the Member, the membership which the outgoing President holds as nominee of the Member shall be automatically transferred from the outgoing President to the newly elected President of said Member effective from the date the incoming President takes office, without the need for the signing of any documentation relating to the transfer of membership by the outgoing President or the newly elected President of the said Member.</p> <p>(e) The proposed number of Members to be registered is no more than fifty (50), but the Board may from time to time register an increase of Members provided that the total number of members shall not be at any time less than three.</p> | <p>Transitional Provisions</p> <p>Admission of Members</p> <p>Vesting of Membership</p> <p>Automatic Transfer of Membership</p> <p>Number of Members</p> |
| 4. | <p>(a) Subject to Article 3(c), where any Rotary Club in Singapore desires to be admitted to membership of the Foundation, it must first sign and deliver to the Foundation an application for admission framed in such terms as the Board shall require. Admission to Membership is at the sole and absolute discretion of the Board.</p> <p>(b) The provisions of Section 190 of the Act shall be observed by the Foundation, and every Member of the Foundation shall either sign a written consent to become a Member, or sign the register of Members maintained under Section 190 of the Act on becoming a Member.</p> | <p>Procedure for admission of Members</p> <p>Registration</p> |
| 5. | <p>(a) The Foundation is established for the objects expressed in the Memorandum of Association.</p> <p>(b) Every Member shall be bound to further to the best of its ability the objects and interests of the Foundation.</p> | <p>Objects of Foundation</p> <p>Members' Duty</p> |
| 6. | The privileges of a Member shall not be transferable. | Privileges of Members |
| 7. | <p>A Member shall cease to be a Member upon the happening of one or all of the following events: -</p> <p>(a) If it is dissolved howsoever, including in accordance with the provisions of the Societies Act;</p> | Cessation of Membership |

- (b) If it terminates its membership by notice in writing to that effect in a form acceptable to the Board; and
- (c) If it is excluded from membership of the Foundation pursuant to Article 8 hereof.

8. Any Member who shall fail to observe these Articles or any of the objects or By-Laws of the Foundation may be excluded from membership of the Foundation by resolution of a majority of at least three-fourths of the Directors present and voting at a special meeting of the Board. All Directors shall be present at such special meeting. Such Member shall have fourteen (14) clear days' notice sent to it of the special meeting of the Board and it may attend the meeting but shall not be present at the voting or take part in the proceedings otherwise than as the Board allows. Exclusion of Membership
9. A Member excluded from the Foundation by a special meeting of the Board held in accordance with Article 8, may, within seven (7) days next after notice of its exclusion, appeal from the decision of the Board to a special General Meeting of the Foundation, which will thereupon be convened by the Board. A majority of not less than three-fourths of the votes of Members present at such last mentioned special General Meeting shall have power to annul the exclusion or to annul it subject to the performance of any conditions which the meeting may think fit to impose. Annulment of exclusion
10. A Member so excluded by the Board, and if applicable whose appeal has been rejected by the Foundation at the special General Meeting of the Foundation held in accordance with Article 9, shall cease to be a Member of the Foundation. Effect of Exclusion
11. The cessation or exclusion of membership in accordance with Articles 8 to 10 shall not release such Member from its obligation under Clause 7 of the Memorandum. Such Member is also not entitled to any refund of all monies paid by it or any part thereof towards such obligation.

GENERAL MEETINGS

12. Subject to the provisions of the Act the Foundation shall in each year hold a General Meeting in addition to any other meetings in the year and not more than fifteen (15) months shall elapse between the date of one Annual General Meeting of the Foundation and that of the next. Provided that so long as the Foundation holds its First Annual General Meeting within eighteen (18) months of its incorporation, it need not hold it in the year of its incorporation or in the following year. Annual General Meeting
13. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings. The Board may, whenever it thinks fit, convene an Extraordinary General Meeting and such Extraordinary General Meeting shall also be convened on such requisition or, in default, may be convened by such requisitionists, as provided by Sections 176 and 177 of the Act. If at any time there are not within Singapore sufficient Directors capable of acting to form a quorum at a meeting of the Board, any Director may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board. Calling Extraordinary Meeting
14. The time and place of any General Meeting shall be determined by the Board. Time and Place of General Meeting

NOTICE OF GENERAL MEETINGS

15. Subject to the provisions of the Act as to Special Resolutions and special notice, at least fourteen (14) days' notice in writing (exclusive both of the day on which the notice is served or deemed to be served and of the day on which the notice is given) of every General Meeting shall be given in the manner hereinafter mentioned to such persons (including the Auditors) as are under the provisions herein contained entitled to receive notice from the Foundation. 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 -
- Notice of Meetings
- (a) in the case of an Annual General Meeting, by all the Members entitled to attend and vote thereat; or
- (b) in the case of an Extraordinary General Meeting, by a majority of the Members which together holds not less than 95% of the total voting rights of all the Members having a right to attend and vote at that meeting.
- Provided also that the accidental omission to give notice to or the non-receipt of notice by any person entitled thereto shall not invalidate the proceedings at any General Meeting.
16. (a) Every notice calling a General Meeting shall specify the place, 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 it.
- Contents of notice
- (b) In the case of an Annual General Meeting, the notice shall also specify the Meeting as such.
- (c) 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 the business, and if any resolution is to be proposed as a Special Resolution or as requiring special notice, the notice shall contain a statement to that effect.
- PROCEEDINGS AT GENERAL MEETINGS**
17. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the profit and loss account, balance sheet, and reports of the Board and of the Auditors, the election of Directors in place of those retiring (if and when members of the Board shall be subject to election) and the appointment of, and the fixing of the remuneration of the Auditors.
- Ordinary and Special Business
18. Each Member shall be represented at General Meetings by its President. In the absence of the President, each Member shall be represented by a member who has been issued an instrument of proxy in accordance with Article 29. Such instrument of proxy shall be signed by any two of the following persons: the President, Vice-President, Secretary or Treasurer of the Member.
- Representation of Members
19. No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. Save as herein otherwise provided, not less than eleven (11) Members for the time being present in person or by proxy shall be a quorum.
- Quorum

20. If within half an hour from the time appointed for the holding of a General Meeting, a quorum is not present, the Meeting, if convened on the requisition of Members, shall be dissolved. In any other case, those present, being not less than six (6) Members, shall be considered a quorum (notwithstanding the provisions of Article 19 hereof) but they have no power to add, alter or amend any of the provisions of the Memorandum or these Articles or to exercise the right to remove any director under Article 40 hereof. Failure to obtain Quorum
21. The chairman of the Board shall preside as chairman at every General Meeting. If at any meeting he shall not be present within fifteen (15) minutes after the time appointed for holding the same, or shall be unwilling to preside, the Members present shall choose one of the Directors present, or if all the Directors present decline to take the chair, they shall choose a Member of the Foundation who shall be present, to preside. Chairman
22. The chairman at the General Meeting may, with the consent of any General Meeting at which a quorum is present (and shall, if so directed by the General Meeting), adjourn a General Meeting from time to time, and from place to place. No business shall be transacted at any adjourned General Meeting other than business which might have been transacted at the General Meeting from which the adjournment took place. Whenever a General Meeting is adjourned for thirty (30) days or more, notice of the adjourned General Meeting shall be given in the same manner as of an original General Meeting. Save as aforesaid, the Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned General Meeting. Adjournment
23. (a) At any General Meeting, a resolution put to the vote of the General Meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded in accordance with Section 178 of the Act. Unless a poll be so demanded, a declaration by the chairman of the General Meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute books of the Foundation shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn. Poll
- (b) Subject to the provisions of Article 23(c) hereof, if a poll be demanded in the manner aforesaid, it shall be taken at such time and place, and in such manner, as the chairman of the General Meeting shall direct, and the result of the poll shall be deemed to be the resolution of the General Meeting at which the poll was demanded. Taking a poll
- (c) No poll shall be demanded on the election of a chairman of a General Meeting or on any question of adjournment of the General Meeting. When Poll not to be taken
- (d) The demand of a poll shall not prevent the continuance of a General Meeting for the transaction of any business other than the question on which a poll has been demanded. Continuation of Business
24. In the case of any equality of votes, whether on a show of hands or on a poll, the chairman of the General Meeting shall be entitled to a second or casting vote. Casting Vote

VOTES OF MEMBERS

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| 25. | On a show of hands or on a poll, every Member who is present in person or by proxy shall be entitled to at least one (1) vote. Every Member with more than twenty-five (25) members recorded in its Register, shall be entitled to one (1) additional vote for each additional twenty-five (25), or major fraction thereof, of its members. | Voting Rights |
| 26. | Save as herein expressly provided, no Member other than a Member duly registered and who shall have paid every sum (if any) which shall be due and payable to the Foundation in respect of his membership, shall be entitled to vote, whether on a show of hands or on a poll, on any question either personally or by proxy, or as a proxy for another Member, at any General Meeting. | |
| 27. | The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing. | Instrument of Proxy |
| 28. | The instrument appointing a proxy shall be deposited at the office not less than two (2) clear working days before the time appointed for holding the General Meeting or adjourned General Meeting at which the person named in the instrument of proxy proposes to vote, and in default, the instrument of proxy shall not be treated as valid. | Deposit of
Instrument of Proxy
and Validity |
| 29. | Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:- | Form of Instrument
of Proxy |

FOUNDATION OF ROTARY CLUBS (SINGAPORE) LTD

"We/

of

a Member of the Foundation of Rotary Clubs (Singapore) Ltd

hereby appoint

of

to vote for us and on our behalf at the (Annual or Extraordinary or adjourned, as the case may be) General Meeting of the Foundation to be held on the day of and at every adjournment thereof.

As Witness my hand this day of "

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

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| 30. | A vote given in accordance with the terms of an instrument of proxy shall be valid provided that the Member was a registered society in accordance with the Societies Act, and a member of Rotary International at the commencement of the General Meeting or adjourned General Meeting at which the proxy is used. | Validity of vote by
Proxy |
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THE BOARD OF DIRECTORS

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| 31. | (a) The Board shall consist of: | Composition of
the Board |
| | (i) a chairman of the Board elected as provided in Article 31(c); | |
| | (ii) eight (8) Directors elected as provided in Article 31(d) and Articles 32(a)(ii), (a)(iii) and (d); | |

- (iii) one (1) Director who shall be co-opted as provided in Article 31(e); and
- (iv) up to five (5) Directors who may be co-opted as provided in Article 32(f).
- (b) Only Rotarians shall be eligible to be elected as chairman of the Board under Article 31(a)(i) and/or Directors under Article 31(a)(ii). Three (3) out of the five (5) Directors under Article 31(a)(iv) need not be Rotarians. Eligibility of persons to be Directors
- (c) The chairman of the Board under Article 31(a)(i) shall be elected by a majority of the votes of Members present in person or by proxy at an Annual General Meeting. Nominations for chairman of the Board shall be made by any Member to the Nominations Committee. The chairman of the Board shall be elected for a term of two (2) years. If he is eligible, the chairman of the Board may, on the completion of his term, offer himself for re-election as chairman of the Board. A chairman of the Board may not serve more than three (3) consecutive terms of two (2) years if re-elected on retirement. Any Rotarian who stands for election or re-election as chairman of the Board shall also concurrently stand for election as a Director under Article 31(a)(ii). For the avoidance of doubt, if the Rotarian is not elected or re-elected as chairman of the Board, he may still be elected as a Director under Article 31(a)(ii). Election of chairman
- (d) Directors under Article 31(a)(ii) shall be elected by a majority of the votes of the Members present in person or by proxy at an Annual General Meeting. Nominations for Directors under Article 31(a)(ii) shall be made by any Member to the Nominations Committee. If there are insufficient approved nominations or less than eight (8) Directors are elected at the said General Meeting, the Board shall, at its first Board meeting which shall be held seven (7) days after the said Annual General Meeting, co-opt Rotarians to fill the vacancies for the same term. The Board shall co-opt Rotarians who satisfy the requirements in Article 55 as Directors. Election of Directors under Article 31(a)(ii)
- (e) The person who is the chairman of the Rotary Family Services Centre from time to time shall be co-opted as a Director to the Board under Article 31(a)(iii). Co-opted Director under Article 31(a)(iii)
- (f) The chairman of the Board and Directors of the Foundation shall not be paid any salary or remuneration or retirement benefits but shall be entitled to reimbursement of reasonable expenses in accordance with Clause 5 of the Memorandum and any By-Laws. Remuneration of chairman of the Board and Directors
32. (a) At the Annual General Meeting which shall be held thirty (30) days following the adoption of these Articles: Transitional Provisions
- (i) a chairman of the Board shall be elected for a term of two (2) years;
- (ii) four (4) Directors under Article 31(a)(ii) shall be elected for a term of three (3) years in the first instance; and
- (iii) four (4) Directors under Article 31(a)(ii) shall be elected for a term of two (2) years in the first instance.

- (b) For the avoidance of doubt, immediately upon the election of the said chairman of the Board and Directors, the Outgoing Directors shall be deemed to have retired with immediate effect. Outgoing Directors
- (c) The chairman of the Board and Directors elected under Article 32(a) shall retire on the expiry of their term but may seek re-election in accordance with Articles 31(c) and 32(d). Re-election of chairman and Directors
- (d) The chairman and Directors elected under Article 32(a) may seek re-election, if eligible, for further terms of two (2) years. However, any such chairman or Director who has served three (3) consecutive terms may only seek re-election after a break of at least two (2) years.
- (e) At the first Board meeting following the Annual General Meeting referred to in Article 32(a), which shall be held within seven (7) days of the said General Meeting, the Director under Article 31(a)(iii) shall be co-opted to the Board. Co-option of Director under Article 31(a)(iii)
- (f) Pursuant to Article 31(a)(iv), the Board may, at any time, co-opt up to five (5) persons as Directors. Such persons shall have the skills and expertise to assist the Board, as Directors. These persons shall be co-opted for a term of two (2) years and may not serve more than three (3) consecutive terms of two (2) years if co-opted on their retirement. Co-opted Directors under Article 31(a)(iv)
- (g) The Board shall, from amongst the Directors under Article 31(a)(ii), elect an honorary secretary and an honorary treasurer. A Director may not serve more than two (2) consecutive terms of two (2) years as honorary treasurer. Honorary secretary and honorary treasurer
- (h) Any changes in the Board of Directors shall be notified to the Commissioner of Charities within seven (7) days of the change.

ALTERNATE DIRECTORS

33. (a) Any Director, other than a Director under Article 31(a)(iii), may at any time by writing under his hand and deposited at the office, appoint another Director or any Rotarian approved by the Board to be his Alternate Director and may, in like manner, terminate such appointment at any time. Appointment of Alternate Directors
- (b) Such Alternate Director shall be entitled, at a Directors' meeting, to one (1) vote for the Director whom he represents, and in the case of a Director appointed as Alternate Director, this vote shall be in addition to his own vote as a Director.
- (c) The appointment of an Alternate Director shall ipso facto determine on the happening of any event which, if he were a Director, would cause his office as a Director to be vacated. His appointment shall also determine ipso facto if his appointor ceases to be a Director for any reason.
- (d) An Alternate Director shall be entitled to receive notices of meetings of the Directors and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present, and generally, if his appointor is absent from Singapore, to perform all functions of his appointment as a Director (except the power to appoint an Alternate Director) and to sign any resolution in accordance with the provisions of the

Act.

POWERS OF THE BOARD OF DIRECTORS

34. (a) The business of the Foundation, which shall principally be those as set out in the Memorandum, shall be managed by the Board who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Foundation as they think fit, and may exercise all such powers of the Foundation, and do on behalf of the Foundation all such acts as may be exercised and done by the Foundation, and as are not by any written law or by these Articles required to be exercised or done by the Foundation in a General Meeting, subject, nevertheless, to these Articles, the provisions of any written law for the time being in force and affecting the Foundation, and such Articles, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Foundation in a General Meeting, but no regulation made by the Foundation in a General Meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made. Management by Board of Directors and its powers
- (b) In addition to the powers conferred on them by Article 34(a) hereof or by the Act, the Board shall have power from time to time to make, alter and repeal all such By-Laws as they may deem expedient or convenient for the proper conduct and management of the Foundation and of its assets (whether movable or immovable). In particular, the Board may, by such By-Laws, regulate:- By-Laws
- i. the management of its assets, including the establishment of local boards, or local managing or consulting committees;
 - ii. the investment of its assets and funds, including appointing investment advisors and custodians;
 - iii. the charges to be paid and the conditions in respect of its assets;
 - iv. The procedure by which the Nominations Committee approves candidates for election to the office of chairman of the Board under Article 31(a)(i) and Directors under Article 31(a)(ii);
 - v. the procedure at General Meetings and meetings of the Board; and
 - vi. generally, all such matters as may arise in connection with the Foundation.
- The Board shall adopt such means, as they deem sufficient, to bring to the notice of Members of the Foundation all such By-Laws, alterations and repeals. All such By-Laws, so long as they shall be enforced, shall be binding upon all Members of the Foundation, provided, nevertheless that no By-Laws shall be inconsistent with or shall affect or shall repeal anything contained in the Memorandum and these Articles and that any By-Laws may be set aside or revoked by an ordinary resolution of a General Meeting of the Foundation. A copy of such By-Laws shall be forwarded to the Commissioner of Charities.
- (c) The Board may exercise all the powers of the Foundation to Power to borrow,

- borrow money and to mortgage, pledge or charge its undertaking, property and assets, or any part thereof, whether outright or as security for any debt, liability or obligation of the Foundation. etc.
- (d) All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipt for moneys paid to the Foundation shall be signed, drawn, accepted, indorsed or otherwise executed, as the case may be, in such manner as the Board shall, from time to time, by resolution determine. Cheques, etc.
35. The Directors for the time being may act notwithstanding any vacancy on the Board, provided always that in case the Directors shall at any time be reduced in number to less than the minimum number required to form a quorum at a meeting of the Board, the continuing Directors or Director may act for the purpose of admitting persons to membership of the Foundation, filling up vacancies on the Board or of the summoning a General Meeting, but not for any other purpose. Power to act notwithstanding vacancy
36. The Board shall cause minutes to be made in books provided, in respect of: -
- (a) all appointments to offices made by the Board;
- (b) the names of the Directors present at each General Meeting of the Foundation, the Board and committees of the Board.
- RETIREMENT OF DIRECTORS**
37. Unless otherwise provided, a retiring Director shall be eligible for re-election without seeking the prior approval of the Nominations Committee and shall act as a Director throughout the meeting at which he retires. Retiring Director eligible to re-election
38. (a) Unless otherwise provided, no person shall, unless approved by the Nominations Committee, be eligible for election to the office of Director under Article 31(a)(ii) at any Annual General Meeting. New Director
- (b) The Foundation may, from time to time by ordinary resolution passed at a General Meeting, increase or reduce the number of Directors, and may also determine in what rotation the increased or reduced number is to go out of office. Increase or Reduction of Number
39. Subject to the provisions of Article 31(e) hereof, the Directors shall have power at any time and without prior approval of the Nomination Committee, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles. Appointment of additional Director and filling of vacancy
40. Unless otherwise provided, the Foundation may, by ordinary resolution at a General Meeting, remove any Director before the expiration of his period of office, and may, by an ordinary resolution at a General Meeting, appoint another person in his stead; the person so appointed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected as a Director. Power of removal
41. The Directors may, in accordance with the Foundation's By-Laws, be paid all travelling, hotel, and other expenses properly incurred by them in attending and returning from a meeting of the Directors, a meeting of any committee of the Directors or General Meetings of the Foundation, or in connection with the business of the Foundation. Repayment of out-of-pocket expenses

42. The office of a Director shall become vacant if the Director: - Vacation of
office of Director
- (a) ceases to be a Director by virtue of the Act;
 - (b) becomes bankrupt or makes any arrangement or composition with his creditors generally;
 - (c) becomes prohibited from being a Director by reason of any order made under the Act;
 - (d) becomes disqualified from being a Director by virtue of Sections 148, 149, 154 or 155 of the Act;
 - (e) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental disorder;
 - (f) subject to Section 145, resigns from his office by notice in writing to the Foundation;
 - (g) being a Director under Article 31(a)(ii), ceases to be a Rotarian;
 - (h) is directly or indirectly interested in any contract or proposed contract with the Foundation and fails to declare the nature of his interest in manner required by the Act;
 - (i) is removed from office by an ordinary resolution duly passed pursuant to Article 40 hereof; or
 - (j) does not attend two (2) consecutive Board meeting without just cause.

PROCEEDINGS OF THE BOARD OF DIRECTORS

43. The Board may meet together for the despatch of business and adjourn or otherwise regulate its meetings as it may think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the chairman of the Board under Article 31(a)(i) shall have a second or casting vote. If the chairman of the Board under Article 31(a)(i) is not present within ten (10) minutes after the time appointed for holding the meeting or is unwilling to preside, the Directors shall choose one of their number to be the chairman of the meeting. Meetings of the
Board
- A Director shall not vote in respect of any contract or proposed contract with the Foundation in which he is interested, or any matter arising thereout, and if he does so vote, his vote shall not be counted.
44. A Director may, and the Secretary shall, on the requisition of two (2) Directors at any time, summon a meeting of the Board within thirty (30) days of such requisition by notice served upon the several Directors. The said notice shall be deemed to have been sufficiently served if it is mailed to the last known address of the Director in Singapore. Notice
45. The quorum at meetings of the Board shall be six (6). Quorum
46. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under these Articles for the time being vested in the Board generally. Power to Act

47. The Board may delegate any of its powers to committees consisting of such Director or Directors as it thinks fit, and any committee so formed shall, in the execution of the powers so delegated, conform to any regulations imposed on it by the Board. Such delegated power includes, but is not limited to, the power for such committee, with the approval of the Board, to invite any person who is not a Director or a Member of the Foundation to attend any meeting of such committee, and to advise and otherwise assist such committee as may be required, but such person shall have no right to vote at any such committee meeting. The meetings and proceedings of any such committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any By-Laws made by the Board as aforesaid. Delegation of Powers
48. A committee may elect a chairman of its meeting; if no such chairman is elected, or if at any meeting the chairman is not present within ten (10) minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting. The chairman as aforesaid must be a Director for the time being. Chairman of Committee
49. All acts done bona fide by any meeting of the Board or of any committee of the Board or any person acting as a Director shall, notwithstanding it be afterwards discovered that there was some defect in the composition of the Board or in the appointment or continuance in office of any such Director or that they or any of them were disqualified, be as valid as if the Board had been duly constituted, and every such person had been duly appointed or had duly continued in office and was qualified to be a Director. Validity of Acts
50. A resolution in writing, signed by a majority of the Directors for the time being and being not less than ten (10) Directors, shall be as effective as a resolution passed at a meeting of the Board duly convened and held, and may consist of several documents in the like form each signed by one or more Directors. Resolutions in Writing
51. Whenever a Director has in any way, directly or indirectly, an interest in a transaction or project or other matter to be discussed at a meeting, the member shall disclose the nature of his interest before the discussion on the matter begins. Conflict of Interest
- The Director concerned should not participate in the discussion or vote on the matter, and should also offer to withdraw from the meeting. The Board shall decide if this should be accepted.

NOMINATIONS COMMITTEE

52. All nominations for the position of chairman of the Board under Article 31(a)(i) and/ or Directors under Article 31(a)(ii) shall, in the first instance, be approved by the Nominations Committee before becoming eligible for election to the position applied for. This Article shall not apply to the election of the chairman of the Board under Article 31(a)(i) and the Directors under Article 31(a)(ii) at the Annual General Meeting held in accordance with Article 32(a). Nominations to be approved by Nominations Committee
53. The Nominations Committee shall be appointed by the Board not less than twelve (12) weeks before an Annual General Meeting and shall comprise of three (3) members, all of whom shall be Past Presidents of Members. Composition of the Nominations Committee

54. The members of the Nominations Committee shall appoint a chairman from amongst themselves and the chairman shall not have a casting vote. Chairman shall not have a casting vote
55. All Members who wish to nominate a candidate for the position of chairman of the Board under Article 31(a)(i) and/or Directors under Article 31(a)(ii), shall submit, to the Nominations Committee, an application in the form prescribed by the Nominations Committee. Nomination of candidates
56. In approving candidates for election to the office applied for, the Nominations Committee shall: Terms of reference
- (a) ensure that the candidates possess (i) suitable personal attributes, core skills or competencies required by the Board; and (ii) the commitment necessary for effective governance of the Foundation; and
 - (b) comply with the guidance and recommendations of the Commissioner of Charities as adopted by the Board or which are legally binding on the Foundation.
57. The Nominations Committee shall: Procedural aspects
- (a) prescribe, from time to time, forms for nominations to the position of chairman of the Board under Article 31(a)(i) and/ or Directors under Article 31(a)(ii);
 - (b) inform all Members at least twelve (12) weeks before the date of the Annual General Meeting, that nominations are invited for the position of chairman of the Board under Article 31(a)(i) and/or Directors under Article 31(a)(ii); and
 - (c) issue to the chairman of the Board at least four (4) weeks before the date of the Annual General Meeting, a list, signed by the chairman of the Nominations Committee, of all candidates approved for election to the position of chairman of the Board under Article 31(a)(i) and/ or Directors under Article 31(a)(ii), as appropriate.

EXECUTIVE COMMITTEE (EXCO)

58. The Board shall form an EXCO which shall consist of five (5) Directors from those under Article 31(a)(ii) and the chairman of the Board under Article 31(a)(i). The EXCO shall supervise the day to day operations of the Foundation and shall meet at least once a month. Formation of EXCO
59. The quorum at meetings of the EXCO shall not be less than three (3). Quorum
60. The decisions of the EXCO shall be reported at Board meetings and the EXCO shall not knowingly incur expenditure or liability other than in accordance with a budget which has been approved by the Board. Decisions of EXCO be reported to the Board

SECRETARY AND OTHER OFFICIALS

61. (a) The Secretary or Secretaries shall, and Deputy or Assistant Secretary or Secretaries may, in accordance with Section 171 of the Act, be appointed by the Board for such term, and, subject to Clause 5 of the Memorandum of Association, at such remuneration Secretary

and upon such conditions as they may think fit. Any such Secretary, Deputy or Assistant Secretary so appointed may also be removed by the Board, but without prejudice to any claim he may have for damages for breach of any contract of service between him and the Foundation.

- (b) In accordance with Article 32(g), the Board may appoint an honorary secretary and an honorary treasurer upon such conditions as the Board may think fit. Such honorary secretary and honorary treasurer so appointed may be removed by the Board at any time.
- Honorary secretary and honorary treasurer

THE SEAL

62. The Board shall provide for the safe custody of the Seal which shall only be used by the authority of the Board or of a committee of Directors authorised by the Board in that behalf, and every instrument to which the Seal shall be affixed, shall be so affixed in the presence of and signed by a Director and by the Secretary or some other person appointed by the Board or by the committee aforesaid, in place of the Secretary for the purpose.
- Seal

ACCOUNTS

63. The Board shall cause to be kept such accounting and other records as are necessary to comply with the provisions of the Act and shall cause those records to be kept in such manner as to enable them to be conveniently and properly audited.
- Board to keep proper accounts
64. The books of accounts shall be kept at the office or at such other place or places in Singapore as the Board thinks fit. No Member (other than a Director) shall have any right of inspecting any account or book or document or other records of the Foundation except as is conferred by law or authorised by the Board or by an Ordinary Resolution of the Foundation.
- Location and inspection
65. In accordance with the provisions of the Act, the Board shall cause to be prepared and to be laid before the Foundation in a General Meeting such profit and loss accounts, balance sheets, and reports as may necessary.
- Presentation of accounts
66. A copy of every balance sheet and profit and loss account which is to be laid before a General Meeting of the Foundation (including every document required by the Act to be annexed thereto) together with a copy of every report of the Auditors relating thereto and of the Director's report shall, not less than fourteen (14) days before the date of the General Meeting, be sent to every Member of the Foundation and to every other person who is entitled to receive notices from the Foundation under the provisions of the Act or of these articles. This Article shall not require a copy of these documents to be sent to any person of whose address the Foundation is not aware, but any Member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the office.
- Copies of account

AUDITORS

67. Once at least every financial year, the accounts of the Foundation shall be examined and audited by a firm of public auditors in accordance with the provisions of the Act. Auditors who have been approved by the Commissioner of Charities shall be appointed and their duties regulated in accordance with the provisions of the Act. Every Auditor of the Foundation shall have a right of access at all times to the accounting and other records of the Foundation and shall make his report as required by
- Appointment of Auditors

the Act.

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| 68. | Subject to the provisions of the Act, all acts done by any person acting as an Auditor shall, as regards all persons dealing in good faith with the Foundation, 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. | Validity of Acts of Auditors |
| 69. | The Auditors shall be entitled to attend any General Meeting and to receive all notices of and other communications relating to any General Meeting which any Member is entitled and to be heard at any General Meeting on any part of the business of the General Meeting which concerns them as Auditors. | Auditor's right to receive notice and attend and participate at General Meetings |

NOTICES

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| 70. | A notice may be served by the Foundation upon any Member by leaving it at its registered address or sending it through post, in a prepaid letter addressed to such Member, to its registered address as appearing in the Register of Members maintained under Section 190 of the Act. | Service of notices |
| 71. | Any Member described in the register of Members maintained under Section 190 of the Act shall be entitled to have notices served upon it from the Foundation. | Who is entitled to notice of General Meeting |
| 72. | Any notice or document sent by post to, or left at the registered address of any Member in pursuance of these Articles, shall be deemed to have been duly served, and such service shall, for all purposes, be deemed a sufficient service of such notice or document on all persons interested therein (whether jointly with or as claiming through or under it). | Validity |
| 73. | Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter. | Notice served by post deemed good service |
| 74. | Any notice on behalf of the Foundation or of the Board shall be deemed effectual if it purports to bear the signature of the Secretary or other duly authorised officer of the Foundation, whether such signature is printed or written. | Signature of notice |
| 75. | When a given number of days' notice or notice extending over any other period is required to be given, the day of service shall, unless it is otherwise provided by these Articles or by the Act, not be counted in such manner of days or period. | Day of service not counted |
| 76. | <p>(a) Notice of every General Meeting, shall be given in the manner hereinbefore authorised to –</p> <ul style="list-style-type: none"> i. every Member; and ii. the Auditor for the time being of the Foundation. <p>(b) No other person shall be entitled to receive notices of General Meetings.</p> | Notice of General Meeting |

AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

77. No addition, alteration or amendment shall be made to or in the provisions of the Memorandum and Articles of Association unless the same have been approved by special resolution in a general meeting and such addition, alteration or amendment shall not come into force without the proper sanction of the Minister in accordance with the Companies Act and the Commissioner of Charities.
- Amendments
to the
Memorandum
and Articles of
Association

DISSOLUTION

78. (a) The Foundation shall not be wound up, except with the consent of not less than three-fourths of the total membership of the Foundation for the time being expressed either in person or by proxy at a general meeting convened for the purpose.
- Dissolution
- (b) Clause 8 of the Memorandum of Association relating to the winding up and dissolution and the Foundation's cessation as a registered charity under the Charities Act shall have effect as if the provisions thereof were repeated in these Articles.
- (c) Notice of the winding up shall be given to the Minister and the Commissioner of Charities within 7 days of the passing of the resolution to wind up the Foundation.

INDEMNITY

79. Subject to the provisions of the Act, every Director, Auditor, Secretary or other officer of the Foundation shall be entitled to be indemnified by the Foundation against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto and in particular and without prejudice to the generality of the foregoing, no Director, Manager, Secretary or other officer of the Foundation 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 Foundation through the insufficiency or deficiency of title to any property acquired by order of the Board or the insufficiency or deficiency of any security in or upon which any of the moneys of the Foundation 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 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 or breach of trust.
- Indemnity of
Directors and
Officers

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Gerald Minjoot,
No. 2, Greendale Rise,
Singapore 128.

Managing Director

Robert Loh Choo Kiat
No.126, Eng Neo Avenue,
Singapore 1129.

Medical Practitioner

Dated this 9th day of February 1993.

Witness to the above signatures:-

SIM TEOW GOK
Advocate & Solicitor,
20 Maxwell Road,
#07-17/22 Maxwell House,
Singapore 0106.