

GOVERNMENT OF THE COLONY OF SINGAPORE

CERTIFICATE OF INCORPORATION

I hereby certify that

**THE MALAY CHAMBER OF COMMERCE
SINGAPORE**

is this day incorporated under the Companies Act,

and

that this Company is Limited

Given under my hand at Singapore

This 28th day of July 1956

Signed.
Sd. Zaida Short
Registrar of
Companies
Singapore

FORM 13
THE COMPANIES ACT. CAP. 50
SECTION 29(2)

COMPANY NO.

195600089D

CERTIFICATE OF INCORPORATION ON CHANGE OF NAME OF COMPANY

This is to certify that the Singapore Malay Chamber of Commerce incorporated under the Companies Act on 28/07/1956 did by a Special Resolution resolve to change its name to the Singapore Malay Chamber of Commerce and Industry and that the company which is a public company limited by guarantee is now known by its new name with effect from 30/11/1995.

Given under by hand and seal on 30/11/1995.

SIGNED
TAN HENG KIAT, KELVIN
SENIOR ASST REGISTRAR
OF
COMPANIES AND
BUSINESSES
SINGAPORE

THE COMPANIES ACT., CAP. 50
SECTION 29 (4)

RECORD OF ALTERATIONS OF MEMORANDUM AND ARTICLES OF ASSOCIATION

1 st Edition	28 th July 1956	The company was incorporated on 28 July 1956	
2 nd Edition	AGM: 21 st August 1995	Alterations of:	Renumbering of Articles, Memorandum of Association – Clause 1, Articles of Association: - Article 5.1 (g) Article 8 (a) Article 16, Article 27(i) Article 31(a)
		Additions of:	Article 5.1 (f), Article 19 (a), Article 19 (b), Article 27 (k)
		Deleted:	Article 11 sub-paragraph 5.
3 rd Edition	AGM: 30 July 2005	Alterations of:	Renumbering of Articles, Article 1, Article 2, 2.1 – 2.4, 2.12, 2.13, Article 3, 3.1, 3.2, 3.3, Article 4.1, 4.2, 4.9 Article 5, 5.1, 5.1.2, 5.2.2, 5.4, 5.6.3, 5.6.4, 5.8, Article 6.1.8, Article 7, 7.1.3, 7.1.4.1, 7.1.4.17, 7.2, 7.3 – 7.7, 7.9, Article 9, 9.1, Article 14.
		Additions of:	Article 1.6 – 19, Article 2.5 – Article 2.10, Article 3.2.1, Article 3.2.2, Article 3.4, Article 4.10 - 4.12, Article 7.2.1 – 7.2.2.
		Deleted:	Article 31(e)
4 th Edition	AGM: 18 July 2008	Alterations of:	Article 2.4, Article 4.9, Article 6.1.8, Article 7.1.4.4
5 th Edition	AGM: 26 June 2009	Alterations of:	Article 2.4, Article 4.9, Article 7.1.4.4 Article 6.1.8

This does not form part of the M&AA but serves merely as a chronological record of the alterations and additions.

THE COMPANIES ACT., CAP. 50
SECTION 29 (4)

RECORD OF ALTERATIONS OF MEMORANDUM AND ARTICLES OF ASSOCIATION

6 th Edition	EGM: 21 September 2012	Alterations of:	Renumbering of Articles, Memorandum of Association – 1, 4, 6, 8. Articles of Association: - Article 1, Article 2, Article 3, Article 4, 4.1, 4.2, 4.8, 4.12, Article 5, Article 6, Article 7, Article 8 – 8.1, 8.4, Article 9, Article 10.1, Article 11, Article 12.1, Article 13.1, Article 14, Article 15.
		Additions of:	Memorandum of Association 10, Article 2.5.2, Article 2.6.3, Article 2.7, Article 5A, Article 5.2A – 5.2D, Article 5.3A, Article 5.3D – 5.3F, Article 7A – 7D, Article 7.5, Article 10A – 10E, Article 11A, Article 12.3, Article 14A.
		Deleted:	Article 2.4, Article 2.8, Article 2.12, Article 3.1 – 3.2, Article 3.4, Article 4.5, Article 4.9 – 4.11, Article 5.1.2, Article 5.7- 5.8, Article 6.3 – 6.4, Article 7.1.4, Article 7.4 – 7.6, Article 7.8, Article 7.10 – 7.11, Article 8.5
7 th Edition	AGM: 29 July 2016	Alterations of:	Article 5.2, 5.3C
8 th Edition	AGM: 02 May 2018	Alterations of:	Memorandum of Association – Clause 5 Article 6b Article 10.2
9 th Edition	AGM: 19 June 2020	Alterations of:	Renumbering of Articles, Article 2, Article 2.1.1 Article 2.1.2 Article 2.1.5.1 Article 2.2.1 Article 5 Article 5.0.2.4 (previously 5(x)) Article 6.6.6 (previously 5.3C(vi)) Article 5.4 (previously 5.2) Article 5.4.2 (previously 5.2.2) Article 6.8 (previously 5.3F) Articles 7.1 (previously 6A) Article 7.4.6 (previously 6.1.7) Article 10.1 (previously 7.1.2) Article 11.0 (previously 7.2.1) Article 12.0 (previously 7.3.1) Article 23.1 (previously 15.1)

Addition of:	Article 5.2
Deleted:	Article 1.10, Article 5(vi), Article 5.3A, Article 5.3E, Article 6.1.6

This does not form part of the M&AA but serves merely as a chronological record of the alterations and additions

COMPANIES ACT (CAP. 50)

MEMORANDUM OF ASSOCIATION OF
THE SINGAPORE MALAY CHAMBER
OF COMMERCE AND INDUSTRY

(A Company Limited by Guarantee and not having a share capital).

1. The name of the Company shall be the Singapore Malay Chamber of Commerce & Industry, hereinafter called the "Chamber".
Amended at AGM on 21 August 1995;
Amended at EGM on 21 September 2012
2. The registered office of the Chamber will be situated in Singapore.
3. The objectives for which the Chamber is established are:
 - (a) To promote and protect the interest of the Malay Mercantile Community in Singapore and to represent and express, on commercial and relative questions the opinions of such Mercantile Community.
 - (b) To promote, negotiate or oppose legislative and other measures affecting trade, commerce and industry.
 - (c) To collect and circulate statistics and other information relating to trade, commerce and industry.
 - (d) To promote and assist the conduct of business by Malay merchants in Singapore and to organize trade exhibitions, run industrial and commercial courses, promote education and convene commercial courses.
 - (e) To undertake the settlement of difference arising out of commercial transactions between members of the Chamber by arbitration and adjust controversies between members of the Chamber.
 - (f) To frame rules, to deal with commercial and industrial inquiries and information and issue certificates.
 - (g) To promote, maintain and protect uniformity in the rules, regulations and usage of trade.
 - (h) To acquire by purchase, lease or otherwise such property moveable and immovable as the Chamber may from time to time think proper to acquire.
 - (i) To construct upon any land acquired by the Chamber, and to alter, add to or remove any building upon such land.
 - (j) To sell, improve, manage, develop, exchange, lease, mortgage, dispose of or otherwise deal with all or any part of the property of the Chamber.
 - (k) To borrow or raise any money required for the purposes of the Chamber upon such terms and in such manner on such securities as the Chamber may determine, but not for the purposes of attempting to do anything derogatory to the dignity or injurious to the reputation or interests of the Chamber.
 - (l) To establish and support or aid in the establishment and support of

associations, institutions, funds or trusts calculated to benefit employees or ex-employees of the Chamber or the dependents of such persons and to grant pensions and allowance to make payments towards insurance's.

- (m) To become a member of, or co-operate with any other associations whether incorporated or not whose objects are wholly or in part similar to those of the Chamber.
 - (n) To do all such other things as are incidental to or conducive to the attainment of the above objects or any of them.
4. The income and property of the Chamber howsoever derived shall be applied solely towards the promotion of the objects of the Chamber as set forth in the Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever to the person claiming through any of them. Amended at EGM on 21 September 2012
- PROVIDED that nothing therein contained shall prevent the payment in good faith or remuneration to any officers or servants of the Chamber or to any members of the Chamber or other person in return for any services actually rendered to the Chamber or the payment of interest on money borrowed from any member of the Chamber.
5. No addition, alteration or amendment shall be made to or in the Articles of Association for the time being in force unless the same shall have been approved by a special resolution.
6. The fourth and fifth paragraphs of this Memorandum contain conditions on which a license is granted by the authorities concerned to the Chamber in pursuance of the Companies Act. Amended at EGM on 21 September 2012
7. The liability of the members is limited.
8. Every member of the Chamber undertakes to contribute to the assets of the Chamber in the event of the same being wound up during the time that he is a member or within one year afterwards, for payments of the debts and liabilities of the Chamber contracted before the date at which he ceases to be a member, and of the costs, charges and expenses of winding up the same and for the adjustment of the rights of the contributory amongst themselves, such amount as may be required not exceeding \$10.00 Amended at EGM on 21 September 2012
9. If upon the winding up or dissolution of the Chamber there remains, after the satisfaction of all debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Chamber but shall be given or transferred to some other institution or institutions to be determined by members of the Chamber at or before the time of dissolution, and in default thereof by a judge of the Supreme Court of the Republic of Singapore
10. True accounts shall be kept of the sums of money received and expended by the Chamber and the matters in respects of which such receipts and expenditure takes place and of the property, credits and liabilities of the Chamber, and subject to any reasonable restrictions as to the time and manner of inspecting the same as may be imposed in accordance with the Articles of Association for the time being in force, shall be opened to the inspection of Members and, at least once in every year, shall be subject to audit in accordance with the provisions of the Articles of Association. Inserted at EGM on 21 September 2012

We, the several persons whose names and addresses are subscribed are desirous of being formed into an Association in pursuance of this Memorandum of Association.

NAME, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Habib B. Mohamed Shah Merchant	23, Florence Close Singapore
Abdul Hamid Alwie Allwie & Co., Ltd	500, Victoria Street Singapore
Yusof Bin Ishak Utusan Melayu Press Ltd	185-A & B Cecil Street Singapore
Raja Mohamed Yusoff Bin Ahmad Al-Ahmadiyah Press	101, Jalan Sultan Singapore
Mohamed Bin Mahmood Allwie & Co., Ltd	123, Selegie Road Singapore
Mohd Tom Manas Maschor Utusan Melayu Press Ltd	52, The Arcade, 2 nd Floor Singapore
Syed Haron Bin Abdul Rahman Alhabshi Merchant	2-A, Raffles Place, Singapore

Dated the 30th day of May, 1956
Witness to the above signature

F.C. Yap
Certified Accountant
21, Bank of China Building
(2nd Floor)

COMPANIES ACT (CAP. 50)

ARTICLES OF ASSOCIATION
OF
THE SINGAPORE MALAY CHAMBER OF COMMERCE & INDUSTRY

(A Company Limited By Guarantee and not having a share capital)

DEFINITION

1. In these Articles unless there be something in the subject of context inconsistent therewith:-

Amended at AGM on 30 July 2005

 - 1.1 “The Act” means the Companies Act Rev. Ed. 2006 (Cap. 50) and all other subsequent amendments of the same.

Amended at EGM on 21 September 2012
 - 1.2 “The Chamber” means The Singapore Malay Chamber of Commerce & Industry.
 - 1.3 “The President” means the President of the Chamber.
 - 1.4 “Malay” means any person of Islamic Faith, and/or adopts Malay Customs and habitually speaks the Malay Language.
 - 1.5 “Member” means the subscribers to these Articles and any person admitted to membership of the Chamber under these Articles.
 - 1.6 “General Meeting” means a General Meeting of the Members of the Chamber
 - 1.7 “The Permanent Chairman” means a member elected by the Annual General Meeting to chair all General Meetings.
 - 1.8 “The Board” means the Board of Directors of the Chamber comprising the Directors.
 - 1.9 “The Directors” means the persons nominated / elected to the Board of Directors of the Chamber in the manner prescribed by these Articles.
 - 1.10 “The Secretariat” means an office and administration established by the Board of Directors to administer the affairs of the Chamber.
 - 1.11 “Representative of a member” shall mean :-
 - 1.11.1 Any Malay partner in a firm registered as a member in its conventional name
 - 1.11.2 The Sole Proprietor of a business which is registered as a member in its conventional name.
 - 1.11.3 Any Malay person holding a power of attorney or letter of procreation for the purpose of enabling him to carry on the business as a member.
 - 1.11.4 Any Malay person appointed to exercise the rights and privileges of membership on behalf of any member such appointment being by writing signed or executed by such member duly authorized in writing and registered with the Secretary of the Chamber.
 - 1.12 “Company” means any Incorporated Company or body corporate whether constituted under the Laws of Singapore or any foreign country.

1.13 “Firm” means :-

1.13.1 Two or more persons carrying on business together in partnership.

1.13.2 A business carried on in a conventional name having a Sole Proprietor.

1.14 “Memorandum” means the Memorandum of Association of the Chamber.

1.15 Words importing the singular number also include the plural number and vice versa. Words denoting person include Corporations.

1.16 Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Chamber.

MEMBERSHIP

2. The number of Members with which the Chamber proposes to be registered is unlimited. Board shall determine the number of new members from time to time and the manner of their admission or application for membership. Amended at AGM on 30 July 2005; Amended at EGM on 21 September 2012; Amended at AGM on 19 June 2020
- 2.0.1 Except with the written consent of the Board, no person below the age of 18 years shall be a member. Amended at AGM on 19 June 2020
- 2.0.2 The Chamber shall consist of Members of the following categories: -
- 2.0.2.1 Ordinary Member
 - 2.0.2.2 Professional Member
 - 2.0.2.3 Individual Member
 - 2.0.2.4 Affiliate Member
 - 2.0.2.5 Associate Member
 - 2.0.2.6 Student Member
 - 2.0.2.7 International Member
 - 2.0.2.8 Honorary Member
- 2.1 **Ordinary Member**
- 2.1.1 Any Malay Merchant or Firm, Manufacturer, Industrialist and any Company, Banking, Insurance or Brokering firm or any other business of a commercial character carrying on the business in Singapore shall be eligible as an Ordinary Member, and shall become an Ordinary Member on its application being approved by the Board and on payment of the stipulated entrance fees and subscription. Amended at AGM on 21 August 1995; Amended at AGM on 30 July 2005; Amended at EGM on 21 September 2012; Amended on AGM on 19 June 2020
- 2.1.2 Any Malay commercial organization, registered in the Republic of Singapore, willing to abide by our Articles, may become an Ordinary Member in accordance with the procedure for admission of members, and shall become an Ordinary Member on its application being accepted by the Board on payment of the stipulated entrance fees and subscription. Amended on AGM on 19 June 2020
- 2.1.3 Any Malay Merchant, Firm, Company or any other business which has at least one third Malay holdings may become a member.
- 2.1.4 An Ordinary Member shall have the following rights and privileges :-

- 2.1.4.1 Attend through its representative, General Meetings and speak and vote thereat.
 - 2.1.4.2 To take part in the elections and be elected.
 - 2.1.4.3 Request the Chamber to negotiate on its behalf in commercial matters.
 - 2.1.4.4 Request the Chamber to petition the Government for protection and relief.
 - 2.1.4.5 Have priority in joining any commercial and industrial missions organized by the Chamber.
 - 2.1.4.6 Enjoy any other privileges and right offered by the Chamber from time to time.
- 2.1.5 In the event of a change in company name, upon the approval of Accounting and Corporate Regulatory Authority (ACRA) of Singapore, the member is required to inform the Chamber. The Chamber will only update the Register of Members upon receiving all arrears in subscription and administrative fees owing to the Chamber. Amended at AGM on 19 June 2020
- 2.1.5.1 The amount of administrative fee to be imposed on the Member for its change of name shall be decided by the Board from time to time.
- 2.1.6 Each Ordinary Member shall from time to time by notice and writing nominate one person who shall be a Malay/Muslim and Singapore Citizen or Permanent Resident to represent on its behalf generally to act in all matters affecting its membership.
- 2.1.7 Any nomination or appointment made under this Article may be withdrawn at any time by notice in writing to the Secretary under the hands of the Ordinary Member which the same was made, and a fresh nomination or appointment made in its place provided such fresh nomination is subjected to Article 2.1.5.

2.2 Professional Member

- 2.2.1 Any Malay, possessing a recognized tertiary qualification and belonging to a recognized professional body and acceptable by the Board shall be eligible to and shall become a Professional Member on submission of his application and on the approval of the Board. Amended at AGM on 30 July 2005; Amended at EGM on 21 September 2012; Amended at AGM on 19 June 2020
- 2.2.2 A Professional Member shall have the following privileges: -
- 2.2.2.1 To attend and vote at General Meetings.
 - 2.2.2.2 To be nominated to sit in the Board of Directors or any Sub-Committee.
 - 2.2.2.3 Join in any commercial and industrial missions organized by the Chamber.
 - 2.2.2.4 A professional member has no right to be voted in the Board of Directors at a General Meeting.

2.3 Individual Member

- 2.3.1 Individual Membership is defined as non-enterprise and shall be open to all Inserted at AGM on

individuals above 21 years old.

30 July 2005;
Amended at EGM
on 21 September
2012

2.3.2 Individual Members may be invited to attend the Board Meetings and General Meetings but shall have no voting rights.

2.3.3 An Individual Member shall have the following privileges: -

2.3.3.1 Attend the General Meeting as Observers.

2.3.3.2 Be elected to the Sub-Committee.

2.3.3.3 Join in any commercial and industrial missions organized by the Chamber.

2.4 **Affiliate Member**

2.4.1 Any registered association, body or organization may apply to be Affiliate Member of Chamber.

Inserted at AGM on
30 July 2005;
Amended at EGM
on 21 September
2012

2.4.2 Affiliate Members may be invited to attend the Board Meetings and General Meetings but shall have no voting rights.

2.4.3 An Affiliate Member shall have the following privileges: -

2.4.3.1 Attend the General Meeting as Observers.

2.4.3.2 Be elected to the Sub-Committee.

2.4.3.3 Join in any commercial and industrial missions organized by the Chamber.

2.5 **Associate Member**

2.5.1 Any Malay self-employed person carrying on business in Singapore shall be eligible as an Associate Member and shall become an Associate Member on its application being accepted by the Committee on payment of the stipulated entrance fees and subscription.

Amended at
AGM on 30 July
2005;
Amended at
EGM on 21
September 2012

2.5.2 Associate Members may be invited to attend the Board Meetings and General Meetings but shall have no voting rights.

2.5.3 An Associate Member shall have the following privileges: -

2.5.3.1 Attend the General Meeting as Observers.

2.5.3.2 Request the Chamber to negotiate on his behalf on commercial matters.

2.5.3.3 Be elected to the Sub-Committee.

2.5.3.4 Request the Chamber to petition the Government for protection and relief.

2.5.3.5 Join in any commercial and industrial missions organized by the Chamber.

2.6 Student Member

- 2.6.1 Student Membership is open to students of institutes of higher learning (including universities, polytechnics and technical institutes) who are 18 years old and above at the time of application for membership. Inserted at AGM on 30 July 2005; Amended at EGM on 21 September 2012
- 2.6.2 Student Members may be invited to attend the Board Meetings and General Meetings but shall have no voting rights.
- 2.6.3 Membership will cease upon graduation from institute of higher learning and the Student Member will need to submit a new membership application.

2.7 International Member

- 2.7.1 Any registered overseas business or economic organization may apply to be an International Member of Chamber. Inserted at EGM on 21 September 2012
- 2.7.2 International Members may be invited to attend the Board Meetings and General Meetings but shall have no voting rights.

2.8 Honorary Member

- 2.8.1 Honorary Membership shall be bestowed on persons or entities as determined by the Board of Directors from time to time. Such Honorary Membership may be withdrawn from the person or entity by the Board's discretion. Inserted at AGM on 30 July 2005; Amended at EGM on 21 September 2012

- 2.9 The Chamber shall maintain a Register of Members containing such information and particulars of each member as Board of Directors may from time to time deem fit to record. The Register of Members shall be kept at the registered office of the Chamber and shall be available for inspection by a Member upon reasonable request. Inserted at AGM on 30 July 2005; Amended at EGM on 21 September 2012

- 2.10 Every Member shall have his particulars recorded in the Register of Members which shall include the following information:

- 2.10.1 The name, date of incorporation/ registration, registration number, address, core business of the Member;
- 2.10.2 The category of membership
- 2.10.3 The date on which the member has become a Member;
- 2.10.4 The date on which Member cease to be a member and the reasons thereof; and
- 2.10.5 Any other information which may be required by The Committee.

- 2.11 The Board of Directors may invite distinguished persons to become Honorary Advisors and Honorary Members of the Chamber for such period as they shall think fit. Honorary Advisors and Honorary Members shall not pay an entrance fee or subscription. Inserted at AGM on 30 July 2005; Amended at EGM on 21 September 2012

2.12 Obligation of Members

- 2.12.1 Members shall:
- 2.12.1.1 Abide by all Rules and Resolutions of the Chamber
- 2.12.1.2 Assist the Chamber in all its activities.
- 2.12.1.3 Contribute towards the Chamber's fund.
- 2.12.1.4 Contribute to the Building Funds of the Chamber or other Special Funds in aid of education and other public charities.
- 2.12.1.5 Abide by all Resolutions passed by the Chamber.
- Amended at AGM on 30 July 2005; Amended at EGM on 21 September 2012

ENTRANCE FEES AND SUBSCRIPTION

3. The Board of Directors shall have the power to determine the amount and frequency of payment, of fees or subscriptions payable by each category of Member (other than Honorary Advisors and Honorary Members) and to prescribe different scales of fees, from time to time. Amended at AGM on 21 August 1995; Amended at AGM on 30 July 2005; Amended at EGM on 21 September 2012
- 3.1 The subscription fees shall be paid in advance. If the subscription fees shall be in arrears for three (3) months, the Member's privileges shall be liable for suspension. A Member's privileges shall, however, be reinstated when payment has been made. Amended at AGM on 30 July 2005; Amended at EGM on 21 September 2012

CESSATION OF MEMBERSHIP

4. A Member shall cease to be Member of the Chamber and the Member's name shall be removed from the Register of Members in any one of the following events: Amended at EGM on 21 September 2012
- 4.0.1 if, being an individual, he dies or become of unsound mind; Amended at AGM on 30 July 2005;
- 4.0.2 if, being an individual, he is adjudicated bankrupt as from the date of such adjudication; Amended at EGM on 21 September 2012
- 4.0.3 if, being a corporate body, a resolution has been duly passed or an Order of Court of competent jurisdiction made for winding up of the Company;
- 4.0.4 if a Member by notice in writing to the Chamber resigns his membership;
- 4.0.5 if a Member is convicted in a Court of Law of competent jurisdiction of any offence which in the opinion of the Board of Directors would if permitted to remain as a member place the Chamber in disrepute or embarrass the Chamber in any way;
- 4.0.6 if a Member's payment of subscription is six months in arrears and the Member thereafter fails within fourteen days to comply with the Secretary's demand for payment; or
- 4.0.7 if two-thirds of the Board of Directors present and voting at the Board meeting is in favour of expelling a Member for acts or omissions by the Member which in the sole opinion of the Board of Directors is deemed incompatible with the objects of the Chamber or these Articles, such member shall be expelled accordingly.
- 4.1 The decision of the Board as to whether a Member has come within the provisions of the Article 4.1 shall be final and binding on such Member. Amended at EGM on 21 September 2012
- 4.2 Any Member who ceases to be a Member in pursuance of this Article shall be liable to pay all arrears of subscription fees due by him.
- 4.3 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 conventional name in which such Firm become or was elected a Member.
- 4.4 If the Board is satisfied that Article 2 is applicable to the representative of a Firm or commercial organization, the relative Member shall be requested to change its representative within a stipulated time. Amended at AGM on 30 July 2005; Amended at EGM on 21 September 2012

- 4.5 If the said Member fails to change its representative within the stipulated time, the representative may be prohibited by the Chamber from attending any meeting.
- 4.6 No refund shall be claimed by any resigning or expelled Member in respect of any entrance fee and annual subscription fees or contributions previously paid.
- 4.7 Upon cessation of membership, all fees due shall immediately become payable and all fees paid shall not be refunded. Any person shall, upon ceasing to be a Member of the Chamber, forfeit all rights, privileges and claims upon the Chamber and its property and funds. Amended at EGM on 21 September 2012

BOARD OF DIRECTORS

5. There shall be a Board of Directors for the management of the affairs of the Chamber. The number of Directors shall be at least six (6) and not more than twenty (20). Amended at AGM on 21 August 1995; Amended at AGM on 30 July 2005; Amended at AGM on 26 June 2009; Amended at EGM on 21 September 2012; Amended at AGM on 19 June 2020
- 5.0.1 The composition of the Board shall be made up of:
- 5.0.1.1 a President;
 - 5.0.1.2 a Deputy President;
 - 5.0.1.3 two Vice-Presidents
 - 5.0.1.4 a Honorary Secretary;
 - 5.0.1.5 a Honorary Treasurer;
- 5.0.2 and may, in addition to the positions listed above in this Article, include:
- 5.0.2.1 a Honorary Assistant Secretary;
 - 5.0.2.2 a Honorary Assistant Treasurer;
 - 5.0.2.3 six (6) Ordinary Members to be elected at the Annual General Meeting;
 - and
 - 5.0.2.4 six (6) others to be appointed by the Board: Amended at AGM on 19 June 2020
- (i) two (2) of whom from the Ordinary Members;
 - (ii) two (2) from the Professional Members;
 - (iii) one (1) from the Associate Members; and
 - (iv) one (1) from the Student Members.
- 5.0.3 The Board may from time to time appoint an Honorary Legal Advisor from the members described in Article 5.0.2.4. Amended at AGM on 02 May 2018
- 5.1 Subject to the provisions of the Articles, the Board shall have power at any time to appoint any Member to be a Director to fill a vacancy in the Board during the currency of its term of office. The newly-appointed Director may serve in the Board until the expiry of the term of office of the Board and shall thereafter be eligible for re-appointment. Amended at AGM on 30 July 2005; Amended at EGM on 21 September 2012
- 5.2 The Board shall have the right to determine the tenure of all directors appointed by the board, in accordance with article 5.0.2.4 Inserted at AGM on 19 June 2020
- 5.3 In addition to the powers expressly conferred on the Board by these Articles and by law, the Board may exercise all such powers and do all such acts and things as may be exercised or done by the Chamber, provided that the following matters shall be reserved for a General Meeting, namely: Inserted at EGM on 21 September 2012
- 5.3.1 the approval of the audited accounts and financial statements of the Chamber;
 - 5.3.2 any amendment to the Memorandum and Articles of Association;
 - 5.3.3 the winding up of the Chamber;
 - 5.3.4 the removal of any Director; and

5.3.5 any matter which is required by law to be tabled before and approved by the members of a company in general meeting.

- 5.4 The term of office of each Director, the Permanent Chairman and the two Internal Auditors shall be for two (2) years. All members of the Board shall only serve for a maximum of three consecutive terms. At the end of that third term he/she shall not be eligible for re-election. Save as provided in these Articles, all members are eligible for election to and/or appointment by the Board. Amended at EGM on 21 September 2012. Amended at AGM on 29 July 2016; Amended at AGM on 19 June 2020
- 5.4.1 Only Members who have served in the Board of Directors for at least one term of two years may be nominated as “Permanent Chairman”. Inserted at AGM on 21 August 1995; Amended at EGM on 21 September 2012
- 5.4.2 The duties of the Permanent Chairman, other than presiding as Chairman to all General Meetings of the Chamber, be it Annual General Meetings or Extraordinary General Meetings are advisory in nature, wherever and whenever requested by the Board. The Permanent Chairman may be invited to attend the Board Meetings. Inserted at AGM on 21 August 1995; Amended at AGM on 30 July 2005; Amended at EGM on 21 September 2012; Amended at AGM on 19 June 2020

ELECTION

6. Candidates who wish to be elected to the Board must first be nominated to stand in the elections. Nominations shall be on prescribed forms. Inserted at EGM on 21 September 2012
- 6.1 If the number of candidates for an office in the Board is the same as the number of contested offices, all candidates will be deemed to be elected. Inserted at EGM on 21 September 2012
- 6.2 If the number of candidates for an office in the Board exceeds the number of contested seats in the same category, the election of categories for that office shall proceed by casting of votes. In the event of an equal number of votes, the Chairman shall decide by drawing lots. Inserted at EGM on 21 September 2012
- 6.3 If the number of candidates for an office in the Board is less than the number of contested office in the same office, the outgoing Board shall propose suitable persons to the incoming Board to fill the vacant offices. Inserted at EGM on 21 September 2012
- 6.4 The outgoing Board shall not relinquish its duties before the incoming Board takes office. Amended at EGM on 21 September 2012
- 6.5 Directors are not entitled to receive remuneration for their roles in the Chamber. Amended at EGM on 21 September 2012
- 6.6 The office of a Director shall be vacated if the Director: - Amended at EGM on 21 September 2012
- 6.6.1 becomes bankrupt or makes any arrangement or composition with his creditors generally;

- 6.6.2 becomes prohibited from being a Director by reason of his being disqualified under the Act;
- 6.6.3 becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs;
- 6.6.4 is directly or indirectly interested in any contract with the Chamber and fails to declare the nature of his interest as required by the Act;
- 6.6.5 is convicted of a seizeable offence or offence involving fraud or dishonesty by a court of law in Singapore. Where the conviction is by a court of law elsewhere, the person shall not be disqualified from holding office unless the offence is also one which, had it been committed in Singapore, would have been punishable by a court of law in Singapore. Amended at AGM on 29 July 2016
- 6.6.6 is removed from office pursuant to a resolution passed at a General Meeting, except for directors appointed by the Board, as provided for in clause 5.0.2.4. Amended at AGM on 19 June 2020
- 6.6.7 absents himself from three (3) Board meetings consecutively without giving reasonable cause and the Board passes a resolution to remove that Director from his office; Amended at AGM on 29 July 2016
- 6.6.8 subject to section 145 of the Act, resigns his office by giving a notice in writing to the Chamber and such notice is accepted by the Board; or
- 6.6.9 ceases to be a Member under Article 4.1 or ceases to be a Representative of a Member.
- 6.7 The Chamber may by ordinary resolution appoint another person to the office of Director, which has been vacated pursuant to Clause 6.6. Inserted at EGM on 21 September 2012
- 6.8 In addition to the powers expressly conferred on the Board by these Articles by law, the Board may exercise all power and do all such things as may be exercised or done by the Chamber, provided that the following matters shall be reserved for a General Meeting, namely: Amended at AGM on 19 June 2020
- 6.8.1 the approval of the audited accounts and financial statements of the Chamber;
- 6.8.2 any amendment to the Memorandum and Articles of Association;
- 6.8.3 the winding up of the Chamber;
- 6.8.4 the removal of any Director; and
- 6.8.5 any matter which is required by law to be tabled before and approved by the members of a company in general meeting.
- 6.9 In the event that the President, Deputy President, Vice-President, Honorary Secretary or Honorary Treasurer vacates his office, the Board shall elect any Member subject to Article 5.2, to act in the vacated office for the remainder of the term of office. Amended at AGM on 30 July 2005; Amended at EGM on 21 September 2012
- 6.8.1 In the event that the Honorary Assistant Secretary vacates his office, the Honorary Secretary shall appoint any Director or Member subject to the approval of the Board and Article 5.2 to act in the vacated office for the remainder of the term of office. Amended at EGM on 21 September 2012
- 6.8.2 In the event that the Honorary Assistant Treasurer vacates his office, the Honorary Treasurer shall appoint any Director or Member subject to the approval of the Board and Article 5.2 to act in the vacated office for the remainder of the term of office. Amended at EGM on 21 September 2012

POWERS AND DUTIES

7. The highest authority of the Chamber shall be vested in the Board who in addition to the powers by these Articles expressly conferred on them 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 Chamber in General Meetings. Amended at EGM on 21 September 2012
- 7.1 The Board is authorised to set-up special purpose vehicle(s) to facilitate the fulfillment of the objectives of the Chamber, as provided for in para 3 of the Memorandum of Association of the Chamber. Inserted at AGM on 21 August 1995; Amended at EGM on 21 September 2012; Amended at AGM on 19 June 2020
- 7.2 The Board is empowered to borrow any sum or sums of money for the purposes of the Chamber and secure the repayment of such money in such manner and on such terms and conditions as it deems fit for so long as Amended at AGM on 21 August 1995; Amended at AGM on 26 June 2009; Amended at EGM on 21 September 2012; Amended at AGM on 02 May 2018
- 7.2.1 The principal amount of any one sum shall not exceed S\$200,000 individually; and
- 7.2.2 The total aggregate principal amount of all such sums shall not exceed S\$1,000,000 and
- 7.2.3 In the event that the total aggregate principal amount of all sums to be borrowed and/or secured exceeds S\$1,000,000, a resolution passed by Members in the General Meeting shall be required for approval. Such power shall be exercised in accordance with article 10.1
- 7.3 The Board may appoint one or more Sub-Committees or Department Sub-Committees, permanent or temporary or for special purposes as the Board may determine. Amended at EGM on 21 September 2012
- 7.4 The duties of the officers of the Chamber shall be as follows: - Amended at AGM on 21 August 1995;
- 7.4.1 The President shall chair all Board meetings and shall have full power to represent the Chamber, carry out resolutions of Council Meetings and manage the Chamber's affairs. Amended at AGM on 30 July 2005; Amended at AGM on 18 July 2008;
- 7.4.2 The Deputy President shall assist the President and deputise him in his absence. Amended at EGM on 21 September 2012
- 7.4.3 The Vice-President shall assist the President in his duties.
- 7.4.4 The Honorary Secretary and/or Honorary Assistant Secretary shall keep all records, except financial, of the Chamber and shall be responsible for their correctness. He will keep minutes of all General and Board meetings. He shall maintain an up-to-date Register of Members at all times.
- 7.4.5 The Honorary Treasurer and/or the Assistant Honorary Treasurer shall keep all funds and collect and disburse all moneys on behalf of the Chamber and shall keep account of all monetary transactions of the Chamber and shall be responsible for proper and correctness of financial statements.
- 7.4.6 All other Directors shall assist in the general administration of the Chamber and perform duties assigned by the Board from time to time. Amended at AGM on 19 June 2020
- 7.4.7 Members of the Staff shall carry on the work of the Chamber as directed by

the Honorary Secretary and/or Honorary Assistant Secretary.

7.4.8 The Permanent Chairman shall chair all General Meetings whether Annual General Meetings or Extraordinary General Meetings during his term of office.

7.4.9 The Internal Auditors shall audit the accounts of the Chamber quarterly. They shall report to the Board through the President or the Honorary Secretary.

7.4.10 The Board shall employ all such officers and servants as it may consider necessary, and shall regulate their duties and fix their salaries.

7.4.10.1 The Board may from time to time appoint a person to the office of Executive Director on such terms and for such periods as it may determine and, without prejudice to such terms, may at any time revoke any such appointment.

7.4.10.2 The Executive Director shall receive such remuneration as the Board may determine.

MEETINGS

8. The meetings of the Chamber are as follows: -

Amended at AGM on
30 July 2005;
Amended at EGM on
21 September 2012

8.1 General Meetings, comprising:

8.1.1 Annual General Meetings

8.1.2 Extraordinary General Meetings

8.2 Monthly Board Meetings

PROCEEDINGS AT GENERAL MEETINGS

9. The Permanent Chairman shall be appointed Chairman of each General Meeting. If the Permanent Chairman is not present within fifteen (15) minutes after the time appointed for the meeting, or is unwilling to act, the President or Deputy President shall be appointed Chairman. In the absence of the President and Deputy President, the Members present and entitled to vote shall elect a Chairman.

Inserted at EGM on
21 September 2012;

9.1 Subject to sections 184 and 185 of the Act, relating to the convening of meetings to pass special resolutions, 14 days' notice at the least specifying the place, day and hour of the meeting shall be given to the Members by post or otherwise as hereinafter provided.

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

9.3 The quorum for the General Meeting shall be at least thirty (30) Members or ten percent (10%) of the Ordinary Members, whichever is less.

9.4 In the event that there is no quorum, the Chairman may adjourn the meeting for half an hour to be held at the same place. After adjournment and notwithstanding the number of members present, those present shall be deemed to form a quorum, and a simple majority shall be required to pass an ordinary resolution.

Amended at EGM on
21 September 2012

PROVIDED that it shall not be valid for this meeting to pass any resolution for the

alteration variation, modification or addition to the Memorandum or the Articles.

- 9.5 The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time 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. When a meeting is adjourned for fourteen (14) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

ANNUAL GENERAL MEETING

10. The Annual General Meeting (hereinafter called the “AGM”) shall be convened by the Board of Directors and held once a year on a date fixed by the Board of Directors. The date shall not be later than six (6) months from the financial year end. Amended at AGM on 21 August 1995;
Amended at AGM on 30 July 2005;
Amended at EGM on 21 September 2012
- 10.1 A simple majority of members present at the AGM shall be required to pass an ordinary resolution. If necessary, meetings can be conducted virtually. Amended at AGM on 19 June 2020
- 10.2 The following points will be considered at the Annual General Meeting:
- 10.2.1 Confirmation of the minutes of the last AGM
- 10.2.2 The previous financial year’s audited accounts and annual reports of the Chamber.
- 10.2.3 Where applicable, the election of the Board of Directors and Auditors for the following term.

EXTRAORDINARY GENERAL MEETING

- 11.0 An Extraordinary General Meeting (hereinafter called the “EGM”) may be convened by the Board of Directors as and when required or upon a written request made to the Honorary Secretary stating the reason(s) for the meeting, either by not less than forty (40) persons in number or one-third of the Ordinary Members or two-thirds of the total Members of the Chamber whichever is less. If necessary, meetings can be conducted virtually. Amended at AGM on 30 July 2005;
Amended at EGM on 21 September 2012;
Amended at AGM on 19 June 2020
- 11.1 Subject to Article 9.2, the notice shall set out the agenda of the business to be transacted thereat. No other business other than stated in the notice of which has been given in accordance with these Articles shall be brought to such EGM.
- 11.2 No EGM shall be convened for the same purpose within the following six months.

MONTHLY BOARD MEETING

- 12.0 Members of Board shall meet at least once every two months and one-third of the Board shall form a quorum. If necessary, meetings can be conducted virtually. Inserted at AGM on 30 July 2005;
Amended at EGM on 21 September 2012;
Amended at AGM on 19 June 2020
- 12.1 A simple majority shall pass a resolution. In case of equality of votes, the President shall have the casting vote.
- 12.2 At least seven days notice must be given for all Board Meetings.
- 12.3 The President of the Board shall be the Chairman of the Board meetings. If the President is not present within fifteen (15) minutes after the time appointed for the meeting, or is unwilling to act, the Deputy President shall be appointed Chairman.
- 12.4 In the absence of the President and Deputy President, the present members of the Board shall elect a Chairman.
- 12.5 The Board may also convene a Board meeting as occasion arises or by written request of one-third of the members of Board.

VOTES OF ORDINARY AND PROFESSIONAL MEMBERS

- 13.0 Every Member entitled to vote (Ordinary and Professional Members) has one vote at every General Meeting. A resolution proposed at any General Meeting will be approved if at least one half of the votes cast at the meeting are in favour of the resolution, except where the Act or these Articles prescribes a different majority. Inserted at AGM on 30 July 2005;
Inserted at EGM on 21 September 2012
- 13.1 Voting at a General Meeting shall be done by secret balloting unless the meeting agrees to have it by a show of hands. Inserted at AGM on 30 July 2005;
Amended at EGM on 21 September 2012
- 13.2 Members shall attend General Meetings in person and no proxy is recognized, when it is given to any Ordinary Member of the Chamber: - Inserted at AGM on 30 July 2005;
Amended at EGM on 21 September 2012
- 13.3 A member may vote in General Meeting personally or by a representative. Amended at EGM on 21 September 2012
- 13.4 For purpose of voting, a person attending an Annual General Meeting can only represent one member.

REPRESENTATIVE OF A MEMBER

- 14.0 Each Ordinary Member shall from time to time by notice in writing nominate one person who shall be a Malay and Singapore Citizen or Permanent Resident to represent on its behalf generally to act in all matters affecting its membership. Amended at EGM on 21 September 2012
- 14.1 Any nomination or appointment made under this Article may be withdrawn at any time by notice in writing to the Secretary under the hands of the Ordinary Member which the same was made, and a fresh nomination or appointment made in its place provided such fresh nomination is subjected to Article 8.1.
- 14.2 Nomination of candidates for election at the General Meeting shall be by consent and submission of the Nomination Form.

- 14.3 All voters and candidates must be present at the Annual General Meeting. Amended at EGM on 21 September 2012

MINUTES

15. The Board of Directors shall cause proper minutes of all proceedings to be duly entered in books provided for this purpose. Amended at EGM on 21 September 2012

MONIES

Amended at EGM on 21 September 2012

16. All monies received whether in case or by cheque should be deposited intact in the account of the Chamber in the bank immediately. The sum to be kept as Petty Cash shall be determined by the Board of Directors.

- 16.2 Any cheque drawn or issued by the Chamber must be signed by a total of two persons, one from each of Group A and Group B: - Amended at AGM on 30 July 2005;
Amended at AGM on 02 May 2018

GROUP A

16.2.1 President

16.2.2 Deputy President

GROUP B

16.2.3 Honorary Treasurer

16.2.4 Honorary Secretary

ACCOUNTS

Inserted at EGM on 21 September 2012

17. The Board shall cause proper books of accounts giving a true and fair view of the state the Chamber's affairs to be kept with respect to:

17.0.1 all sums of money received and expended by the Chamber and the matters in respect of which the receipt and expenditure takes place; and

17.0.2 the assets and liabilities of the Chamber.

- 17.1 The books of accounts shall be kept at the registered office of the Chamber or, subject to section 199(3) of the Act, at such other place or places as the Board thinks fit, and shall always be open to the inspection of the Directors.

- 17.2 The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations that accounts and books of the Chambers or any of them shall be open to the inspection of Ordinary Members, and no Ordinary Member shall have any right of inspecting any account or book or document of the Chamber except as conferred by statute or authorised by the Board or by the Chamber in General Meeting.

- 17.3 Once at least in every year the Board shall lay before the Chamber in General Meeting, a profit and loss account and balance sheet for the period since the preceding account or (in the case of the first account) since the incorporation of the Chamber, made up to a date not more than six months before such meeting. The said account and balance sheet shall be accompanied by such reports and documents and shall contain such particulars as are prescribed by section 201 of the Act.

- 17.4 A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Chamber in General Meeting, together with a copy of the Directors' report and a copy of the auditors' report, shall not less than 14 days before the date of the meeting be sent to every Ordinary Member of, and every holder of debentures of, the Chamber and to all persons other than

Ordinary Members or holders of debentures of the Chamber, being persons entitled to receive notices of General Meetings of the Chamber.

- 17.5 PROVIDED that this Article shall not require a copy of those documents to be sent to any person of whose address in Singapore the Association is not aware.

AUDIT

18. Accounts of the Chamber shall be audited by a qualified Public Accounting Firm registered with the Accounting and Corporate Regulatory Authority (ACRA) of Singapore. Amended at EGM on 21 September 2012

SECRETARY

19. The Secretary shall be appointed by the Board for such term, as such remuneration and upon such conditions as the Board may think fit; and any Secretary so appointed may be removed by the Board. Inserted at EGM on 21 September 2012

NOTICES

20. A notice or other document may be served by the Chamber on any Member either personally or by sending it through post in prepaid letter, fax, e-mail or other electronic means addressed to such Member at his registered address or address of service as appearing in the register. Amended at EGM on 21 September 2012
- 20.1 The accidental omission to give such notice to any Member shall not invalidate any resolution passed at any such meeting.
- 20.2 Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post. Inserted at EGM on 21 September 2012

SEAL

21. The Board shall forthwith provide a common seal for the purposes of the Chamber and shall have power from time to time to destroy the same custody of the Seal for the time being and it shall not be used except by the authority of the Board and in the presence of the President or Deputy President of the Chamber. Amended at EGM on 21 September 2012
- 21.1 Deeds, bonds and the contract under Seal made on behalf of the Chamber sealed with the Common Seal of the Chamber and signed by the President or in his absence by the Deputy President and countersigned by the Honorary Treasurer or the Honorary Secretary shall be deemed to be duly exercised.

RULES, BYE-LAWS AND REGULATIONS

22. The Board may establish Rules, Bye-laws or Regulations for any purposes required from time to time for the effective operation of the Chamber or the furtherance of the Objects. Amended at EGM on 21 September 2012
- 22.1 PROVIDED that if there is a conflict between the terms of these Articles or the Memorandum of Association of the Chamber and any Rules, Bye-laws and Regulations established under this Article, the terms of the Memorandum and Articles will prevail.

- 22.3 Any Rules, Bye-laws or Regulations purporting to have been made by the Board signed by the President or in his absence by the Deputy President of the Board and Honorary Secretary or Honorary Assistant Secretary shall be deemed to have been duly made by the Board and shall be printed and circulated to members. Inserted at EGM on 21 September 2012

CODE OF CONDUCTS AND DISCIPLINARY ACTIONS

23. All members shall observe and be bound by the following Code of Conducts and Disciplinary Actions: - Amended at AGM on 30 July 2005;
Amended at EGM on 21 September 2012

23.1 No member shall bring disgrace, disrepute and embarrassment to any other member by slanderous remarks, action or conduct, thus affecting the member's reputation as a Chamber Member, or Board Member. Amended at AGM on 19 June 2020

23.2 No member shall unreasonably criticize the Chamber in any publication and run down the good name of the Chamber.

23.3 Every member shall be deemed to be bound and governed by the Constitution of the Chamber, Rules and Regulations or Bye-Laws, Standing Orders or Procedures and any amendments thereof.

23.4 If any member fails to conform to any of the published Rules, Regulations or Bye-Laws of the Chamber or to any of the provisions of the Memorandum & Articles of Association of the Chamber or attempts to do anything derogatory or injurious to the dignity or reputation or interests of the Chamber, such member may be expelled from the Chamber.

23.5 Every member of the Board including office-bearers must participate in the activities of the Chamber and ensure its success and must be agreeable to be the Chairman or Coordinator of Sub-Committees or functions when nominated by the Board.

- End of M&AA -