

**COMPANIES ACT 1967**

**REPUBLIC OF SINGAPORE**

**PUBLIC COMPANY LIMITED BY GUARANTEE**

**CONSTITUTION**

**OF**

**ALLIANCE OF PATIENTS' ORGANIZATIONS SINGAPORE LTD.**

**(FROM THE DATE OF INCORPORATION)**

(Incorporating all amendments up to 29 April 2024)

This is the copy of the Special Resolution passed at the Extraordinary General Meeting held on 29 April 2024



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Nidhi Swarup  
Director

Name of Company: **ALLIANCE OF PATIENTS' ORGANIZATIONS SINGAPORE LIMITED**

Unique Entity Number: **202337834G**

**SPECIAL RESOLUTION  
AMENDMENT TO THE COMPANY'S CONSTITUTION**

RESOLVED that Regulation 32.1 of the Company's Constitution be hereby deleted in its entirety and replaced with the following:

**32. BOARD OF DIRECTORS**

- 32.1. The number of Directors shall not, at any time, exceed twenty-one (21).  
The Board of Directors shall have the power to co-opt any individual as a director, in between AGMs, subject to this **Clause 32.1**.

**THE COMPANIES ACT 1967**  
**A COMPANY LIMITED BY GUARANTEE**  
**THE CONSTITUTION OF**  
**ALLIANCE OF PATIENTS' ORGANIZATIONS SINGAPORE LTD.**

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1. The name of the company is ALLIANCE OF PATIENTS' ORGANIZATIONS SINGAPORE LTD. (the "**Company**").
2. The registered office of the Company is situated in the Republic of Singapore: -  
Level 42, Suntec Tower Three  
8 Temasek Boulevard  
Singapore 038988
3. The Objects and Powers of the Company are as follows: -
  - 3.1 The objects of the Company are as follows: -
    - (a) To advocate for and promote patients' interest in the public space using evidence based medical research and guidelines;
    - (b) To facilitate cooperation and foster synergy amongst patient organizations;
    - (c) To promote patient engagement and collaboration between patient organizations and patient advocates with other healthcare stakeholders;
    - (d) To promote improvements and best practices in patients-as-partners in healthcare;
    - (e) To increase awareness and promote patients' safety and quality of care, including the setting-up of suitable patient safety assessment tool(s) and measurement of patient-reported experiences or related safety outcomes;
    - (f) To promote a diversity of patient viewpoints across all socio-economic backgrounds, incorporating diversity, inclusion, and equity;
    - (g) To amplify and give prominence to patients and carers in healthcare and create public awareness public domain.
  - 3.2 The Company has the powers to carry out the following activities and services in furtherance of its objects: -
    - (a) To engage and collaborate with patients' organizations in Singapore and elsewhere.
    - (b) To serve as an aggregating voice representing the collective interests and perspectives of legitimate patients' organizations and groups of all types and sizes, including online groups.

- (c) To cultivate a strong presence through strategic media communications in order to enhance public trust and confidence.
- (d) To provide training to all stakeholders, patients and carers where it is assessed by the board to be beneficial.
- (e) To focus on increasing awareness of specific challenges faced by patients as the board may deem fit.
- (f) To establish a transparent framework which fosters greater trust from patients and patients' organizations.
- (g) To pro-actively collaborate with patients on issues including but not limited to policies, healthcare improvement and research.
- (h) To advocate for and promote patients and carers in the public space.
- (i) To seek the release of medical and other relevant data that will allow the company to formulate or recommend evidence-based policies.
- (j) To embrace a strategy of assimilating and enhancing established practices which leverage upon existing knowledge and expertise.
- (k) To build capacity for patient engagement, patient advocacy, research, and discovery at all levels.
- (l) To establish patient and carers advisory committees or centers or academies (or their equivalent)
- (m) To establish and/or support any charitable association, body, institution, corporation or trusts and to subscribe or guarantee money for charitable purposes in particular for the advancement of healthcare and education, calculated to further to objects of the Company;

4. The liability of the members is limited.

5. Each member of the Company undertakes to contribute to the assets of the Company in the event of it being wound up while he or she is a member, or within one (1) year after he or she ceases to be a member, for payment of the debts and liabilities of the Company contracted before he or she ceases to be a member, and the costs, charges, and expenses of winding up and for the adjustment of the rights of the contributors among themselves, such amount as may be required not exceeding S\$1.00.

6. The number of members with which the Company is applying to be registered is three (3).

7. We, the persons whose names and occupations are set out in this Constitution, are desirous of being formed into a company in pursuance of this Constitution.

<u><b>Name of members</b></u>	<u><b>Occupation of members</b></u>
(a) Nidhi Swarup	Healthcare Thought Leader
(b) Tan Kok Hian	Doctor
(c) Chew Kim Soon	Admin Manager

## PART I: DEFINITIONS AND INTERPRETATION

### 8. DEFINITIONS

In this Constitution:-

“**Act**” means the Companies Act 1967;

“**Associate Members**” means such entities or individuals who participate in activities of the Company and are recognized by the Company as such, but have no voting rights;

“**Board of Directors**” means the board of directors of the Company;

“**Constitution**” means this constitution of the Company;

“**Directors**” means the directors of the Company;

“**General Meeting**” means a general meeting of the Company;

“**Member**” means a member of the Company;

“**Registrar**” has the same meaning as in Section 4(1) of the Act;

“**Seal**” means the common seal of the Company; and

“**Secretary**” means a secretary of the company appointed under Section 171 of the Act.

### 9. INTERPRETATION

In this Constitution:-

- (a) Expressions referring to writing include, unless the contrary intention appears, references to printing, lithography, photography, electronic and other modes of representing or reproducing words in a visible form; and
- (b) Words or expressions contained in this Constitution must be interpreted in accordance with the provisions of the Interpretation Act (Cap. 1), and of the Act in force as at the date at which this Constitution becomes binding on the Company.

## **PART II: MEMBERS AND MEMBERSHIP RIGHTS**

### **10. FIRST MEMBERS OF THE COMPANY**

The first Members of the Company shall be:

- (a) Nidhi Swarup
- (b) Tan Kok Hian
- (c) Chew Kim Soon

### **11. ADMISSION TO MEMBERSHIP**

- 11.1. Any person, institution, body, or organization desiring to be admitted to membership of the Company shall make an application to the Secretary in accordance with such procedure as may be laid down by the Board of Directors.
- 11.2. Applications for new memberships shall be proposed by way of nomination by one member (or Director) and seconded by another member, and thereafter shall be subject to the approval the Board of Directors or such other process as approved by the Board.
- 11.3. Any changes in the membership of the Company shall be notified to such authority as required by applicable laws.
- 11.4. A copy of this Constitution shall be supplied to every Member on admission.
- 11.5. A Member may withdraw from membership of the Company by giving twenty-one (21) days' notice to the Company in writing.
- 11.6. Membership is not transferable.
- 11.7. A Member's membership terminates when that Member dies or ceases to exist, or in the case of organizations, businesses or corporations, when that Member is dissolved, de-registered, struck off or wound up, whichever is applicable.

### **12. DUTIES AND OBLIGATIONS OF MEMBERS**

- 12.1. Every Member shall be bound to further, to the best of his ability, the objects, interests, and influence of the Company and shall observe all regulations, policies and procedures of the Company made by the Board of Directors for the regulation and management of the affairs of the Company.
- 12.2. Any Member who fails to observe any of the objects or regulations of the Company may be excluded from the Company by a resolution of a majority of the Board of Directors present and voting at a special Board of Directors' meeting. Such Member shall have seven (7) days' notice sent to him of the Board of Directors' meeting and he may attend the meeting but shall not be present at the

voting or take part in the proceedings otherwise than as the Board of Directors allows. A Member so excluded shall cease to be a Member of the Company.

- 12.3. All Members shall, to the best of their ability, do all such acts as necessary to ensure that there shall be at least three (3) Members at any one time.
- 12.4. The Directors may make such further by-laws or rules governing the rights and duties of Members, including circumstances surrounding termination.

### **13. RIGHTS OF MEMBERS TO RECEIVE NOTICE**

- 13.1. All Members shall receive all notifications and circulars concerning the affairs of the Company.
- 13.2. A notice may be given by the Company to the Member either personally or by sending it by post to the Member:-
  - (a) At the Member's registered address; or
  - (b) If the Member has no registered address in Singapore, to the address, if any, in Singapore supplied by the Member to the Company for the giving of notices to the Member.
- 13.3. Where a notice is sent by post, service of the notice is treated as effected by properly addressing, prepaying, and posting a letter containing the notice.
- 13.4. Where a notice is sent by post, service of the notice is treated as effected:-
  - (a) In the case of a notice of a meeting, on the day after the date of its posting; and
  - (b) In any other case, at the time at which the letter would be delivered in the ordinary course of post.
- 13.5. A notice may also be sent or supplied by the Company by electronic means to the Member who shall be deemed to agree that the notice may be given by electronic means, unless that Member specifies otherwise in writing.
- 13.6. Where the notice is given by electronic means, service of the notice is treated as effected properly by sending or supplying it to an address specified for the purpose by the Member generally or specifically.
- 13.7. Notice of every general meeting must be given in any manner authorized in this **Clause 13** to:-
  - (a) Every Member; and
  - (b) The Auditor for the time being of the Company.
- 13.8. No other person is entitled to receive notices of General Meetings provided that the Board may in its discretion send notices of and invitation to attend General Meetings to such Associate Members or other persons as it deems fit.



## PART II: GENERAL MEETINGS

### 14. ANNUAL GENERAL MEETINGS

- 14.1. An annual general meeting (“**AGM**”) shall be held within the first six (6) months after the end of the financial year of the Company for the following purposes:-
- (a) To receive from the Board of Directors the annual reports and statement of accounts for the preceding year, and the estimate of income and expenditure and a draft programme of activities for the ensuing year;
  - (b) To conduct the election of Directors if necessary;
  - (c) To appoint a professional firm of auditors. Such appointed firm may be reappointed each year as the meeting thinks fit. Auditors so appointed shall not be admitted to the Board of Directors. The appointment of the auditors must have the prior approval of the Comptroller of Income Tax; and
  - (d) To transact any other business duly notified. Such other business to be transacted shall be notified in writing to the Secretary, together with the names of the proposers and seconders, not less than fourteen (14) days before the date fixed for the AGM.
- 14.2. The first AGM shall be held within three (3) months after the incorporation of the Company. Notice for the first AGM shall be given not less than five (5) days before the date fixed for the first AGM.
- 14.3. With the exception of the first AGM, the AGM shall be held at a place, time and date to be determined by the Board of Directors, and notified by the Secretary to all Members in writing not less than one (1) calendar month before the date fixed for the AGM. Not less than fourteen (14) days before this date, the Secretary shall notify such Members in writing of the business to be transacted thereat. This notice shall include the Annual Report and Statement of Accounts, the estimate of income and expenditure and draft programme for the ensuing year, and any other business including those duly notified under **Clause 14.1(d)** above.
- 14.4. All General Meetings other than AGMs are called extraordinary general meetings.
- 14.5. Objections, if any, to the validity of a General Meeting shall be raised and adjudicated when the Chairman calls upon the Secretary to read the notice convening the meeting. Once the meeting has commenced, no objection may be raised during the progress of the meeting. No meeting shall become incompetent to transact business for the want of a quorum arising after the Chairman has taken his seat and the notice convening the meeting has been read.
- 14.6. A General Meeting may be conducted via video conference or other reliable electronic means, in which event the said General Meeting shall be attended by Members present at such places, time and date to be determined by the Board of Directors, and the Secretary shall notify the same thirty (30) days before the date fixed for the AGM; whereas, the relevant dial-in arrangements (where applicable), shall be notified to all Members in writing not less than fourteen (14) days before the date fixed for the AGM.

## **15. EXTRAORDINARY GENERAL MEETINGS**

- 15.1. The Board of Directors may convene an extraordinary general meeting (“**EGM**”) at any time to conduct any business as it may decide. The Secretary must convene a meeting of the Board of Directors within fourteen (14) days if required to do so in writing by five (5) Directors, to discuss the convening of an EGM.
- 15.2. An EGM, shall also be convened by the Secretary on the signed requisition of one-third (1/3) of the Members, stating the purpose of the meeting. Such meeting shall be held within fourteen (14) days of the requisition, unless the purpose is the amendment of the Constitution, in which event it shall be held within twenty-one (21) days.
- 15.3. An EGM shall be held at a place, time and date to be determined by the Board of Directors. Notice of such meeting, together with the business to be transacted thereat, shall be given to all Members in writing no less than seven (7) days before the date fixed for the meeting, unless the purpose is the amendment of the Constitution, in which event fourteen (14) days’ notice shall be given.
- 15.4. In the event of the Board of Directors failing to direct the Secretary to call an EGM requisitioned by Members under **Clause 15.2** above within fourteen (14) days of such requisition, it shall be competent for Members signing the requisition to determine a place, time and date and convene the meeting by giving fourteen (14) days’ notice of the meeting, together with the business to be transacted thereat, to all Members of the Company in writing.
- 15.5. No business, except that which has been duly notified, may be transacted at an EGM.
- 15.6. An EGM may be requisitioned by any requisitionist as provided for by this Constitution and/or the Act.

## **16. NOTICE OF GENERAL MEETING**

- 16.1. Subject to the provisions of the Act relating to special resolutions and any agreement amongst persons who are entitled to receive notices of General Meetings from a company, at least seven (7) days’ notice (exclusive of the day on which the notice is served or treated to be served, but inclusive of the day for which notice is given) of any General Meeting must be given to persons entitled to receive notices of General Meetings from the Company.
- 16.2. A notice of a general meeting must specify the following:-
  - (a) The place at which the general meeting is held;
  - (b) The date and time of the general meeting;
  - (c) In the case of Annual General Meetings, the annual report and statement of accounts, the estimate of income and expenditure and draft programme for the ensuing year,
  - (d) Any other business; and

- (e) In case of special business to be transacted at the general meeting, the general nature of that business.

## **17. BUSINESS AT GENERAL MEETING**

- 17.1. All business that is transacted at an extraordinary general meeting is special business.
- 17.2. All business that is transacted at an annual general meeting is special business, except:-
  - (a) The consideration of the financial statements, the reports of the auditors and the statements of the directors;
  - (b) The election of directors in the place of retiring directors; and
  - (c) The appointment and fixing of the remuneration of the auditors.

## **18. FORMING OF QUORUM**

- 18.1. No business is to be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business.
- 18.2. Except as otherwise provided in this Constitution, two (2) Members or 51% of Members, whichever is higher, who are present in person, form a quorum.
- 18.3. In this **Clause 18**, "Member" includes a person attending as a proxy or as representing a corporation or a limited liability partnership which is a Member.

## **19. WHERE QUORUM IS NOT PRESENT**

- 19.1. If within thirty (30) minutes from the time appointed for a general meeting a quorum is not present, then **Clause 19.2** shall apply.
- 19.2. In the event of there being no quorum, the meeting shall:-
  - (a) In the case of an AGM or an EGM called by the Board of Directors, stand adjourned to a time not less than half an hour later but within the same day and at the same venue.

The quorum for such an adjourned meeting shall be the number of Members present at the adjourned meeting. The agenda for the adjourned meeting shall be the same as that for the original meeting. Such an adjourned meeting shall have no powers to amend or make any amendments to the Constitution unless at such adjourned meeting at least more than 75% of Members or ten (10) Members, whichever is lower, is present.

- (b) In the case of an EGM requisitioned or convened by Members, be considered dissolved.

## **20. CHAIRMAN OF GENERAL MEETING**

The chairman of a general meeting is:-

- (a) In the case where the Board of Directors has appointed a Chairman amongst the Directors, the Chairman; or
- (b) In the case where:-
  - i. The Chairman of the Board of Directors is unwilling to act as the Chairman of the General Meeting;
  - ii. The Chairman is not present within fifteen (15) minutes after the time appointed for the holding of the General Meeting; or
  - iii. The Board of Directors has not appointed a Chairman amongst the Directors,

the Member elected by the Members present for the purpose of being the Chairman of the General Meeting.

## **21. ADJOURNMENT OF GENERAL MEETING**

- 21.1. The Chairman may, with the consent of a general meeting at which a quorum is present, and must if so directed by a general meeting, adjourn the general meeting from time to time and from place to place.
- 21.2. No business is to be transacted at any adjourned meeting other than the business left unfinished at the general meeting from which the adjournment took place (called in this regulation the original general meeting).
- 21.3. There is no need to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting unless the adjourned meeting is to be held more than thirty (30) days after the date of the original general meeting.

## **22. VOTING BY WAY OF SHOWING OF HANDS**

- 22.1. At any general meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-
  - (a) By the Chairman;
  - (b) By at least three (3) Members present in person or by proxy; or
  - (c) By any Member or Members present in person or by proxy and

representing not less than five per cent (5%) of the total voting rights of all the Members having the right to vote at the meeting.

- 22.2. Unless a poll is demanded, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 22.3. The demand for a poll may be withdrawn.

## **23. WHEN POLL IS DEMANDED**

- 23.1. Subject to **Clause 23.2** below, if a poll is demanded it must be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman directs.
- 23.2. A poll demanded on the election of a Chairman or on a question of adjournment must be taken immediately.
- 23.3. The result of the poll is a resolution of the meeting at which the poll was demanded.

## **24. VOTE OF CHAIRMAN IN THE CASE OF EQUALITY OF VOTES**

In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, if a Member, is entitled to a second or casting vote.

## **25. ONE (1) VOTE PER MEMBER**

- 25.1. Subject to any rights or restrictions conferred by this Constitution, at meetings of Members or classes of Members, each Member entitled to vote may vote in person or by proxy or by attorney.
- 25.2. On a show of hands, every Member or representative of a Member present in person has one (1) vote.
- 25.3. On a poll, every Member present in person or by proxy or by attorney or other duly authorized representative has one (1) vote.

## **26. MENTAL CAPACITY TO VOTE**

A Member who is mentally disordered or whose person or estate is liable to be dealt with in any way under the law relating to mental capacity may vote, whether on a show of hands or on a poll, by a person who properly has the management of the estate of the Member, and any such person may vote by proxy or attorney.

## **27. OBJECTION AS TO QUALIFICATION OF VOTER**

- 27.1. No objection may be raised as to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered.
- 27.2. Any objection made in due time must be referred to the Chairman of the meeting, whose decision is final and conclusive.
- 27.3. Every vote not disallowed at the meeting is valid for all purposes.

## **28. APPOINTMENT OF PROXY**

- 28.1. The instrument appointing a proxy must be in writing, in the common or usual form and:-
  - (a) Where the appointer is a corporation or a limited liability partnership, either under seal or under the hand of an officer or attorney duly authorized; or
  - (b) In any other case, under the hand of the appointer or of the attorney of the appointer duly authorized in writing.
- 28.2. A proxy may but need not be a Member of the Company.
- 28.3. The instrument appointing a proxy is treated as conferring authority to demand or join in demanding a poll.

## **29. INSTRUMENT FOR APPOINTING PROXY**

Where an opportunity of voting for or against a resolution is to be conferred on Members, the instrument appointing a proxy may be in the following form or such other form as the board of directors may approve:-

*"I/We\*, [name(s)], of [address(es)], being a member/members\* of the above named company, appoint [name], of [address], or failing him/her\*, [name] of [address], as my/our\* proxy to vote for me/us\* on my/our\* behalf at the [annual or extraordinary, as the case may be] general meeting of the company, to be held on [date], and at any adjournment of the meeting.*

*Signed on [DATE]*

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

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

### **30. DOCUMENTS TO BE DEPOSITED FOR APPOINTMENT OF PROXY**

30.1. The following documents must be deposited at the registered office of the Company, or at such other place in Singapore, or sent via email to the Company's email address, as is specified in the notice convening the meeting by the time specified in **Clause 30.2** below for the purpose of appointing a proxy:-

- (a) The instrument appointing a proxy;
- (b) The power of attorney or other authority, if any, under which the instrument appointing the proxy is signed, or a notarially certified copy of that power of attorney or authority.

30.2. For the purposes of **Clause 30.1** above, the time is:-

- (a) In the case of a poll, not less than seventy-two (72) hours before the time appointed for the taking of the poll; or
- (b) In any other case, not less than seventy-two (72) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote.

30.3. An instrument of proxy is not valid if **Clause 30.1** above is not complied with.

### **31. VOTE OF PROXY OR ATTORNEY**

31.1. Subject to **Clause 31.2** below, a vote given in accordance with the terms of an instrument of proxy or attorney is valid despite:-

- (a) The previous death or mental disorder of the principal; or
- (b) The revocation of the instrument or of the authority under which the instrument was executed.

31.2. **Clause 31.1** above does not apply if an intimation in writing of such death, mental disorder, revocation, or transfer has been received by the company at its registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

## **PART IV: BOARD MATTERS**

### **32. BOARD OF DIRECTORS**

- 32.1. The number of Directors shall not, at any time, exceed twenty-one (21).

The Board of Directors shall have the power to co-opt up to a maximum of two individuals as a director, in between AGMs, subject to this **Clause 32.1**.

- 32.2. The business of a Company shall be managed by or under the direction or supervision of the Board of Directors. It shall be the responsibility of the Board of Directors to ensure that the Company acts in furtherance of its objectives in patient care and representation and to ensure that the funds and assets of the Company are properly accounted for and safeguarded.
- 32.3. The Board of Directors shall comprise of persons of good repute and sound judgment, with considerable experience in areas such as healthcare, information technology, governance, education, administration, community service, finance, general management, among other suitable areas.
- 32.4. A Director shall stand in a fiduciary relation to the Company and shall perform his duties as Director in good faith and in the best interests of the Company and with care, skill, and diligence. A Director may, in considering the best interests of the Company, consider the effects of any action upon employees, upon suppliers and students.
- 32.5. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Director of the Company or any failure to take any action shall be presumed to be in the best interests of the Company.
- 32.6. In addition to the Directors elected by Members in a general meeting or co-opted or filled in by the Board of Directors, the Chief Executive Officer or equivalent appointed by the Board of Directors, if not elected on the Board, shall ex-officio be a member of, but shall have no voting rights in the Board of Directors.
- 32.7. The Board may take reasonable steps and formulate reasonable policies, so as to facilitate the composition of the Board generally reflects the different categories and interest of Members and Associate Members.

### **33. DUTIES AND POWERS OF THE BOARD OF DIRECTORS**

- 33.1. The Board of Directors shall be responsible for the overall management of the Company. At its first meeting after each AGM, it shall, if necessary, elect a Chairman and a Vice Chairman from among the Board of Directors.
- 33.2. The Board of Directors may exercise all the powers of a company except any power that the Act or this Constitution requires the Board of Directors to exercise in General Meeting.
- 33.3. The Board of Directors may exercise all the powers of the Company in relation to any official seal for use outside Singapore and in relation to any branch register of



debenture holders kept in any place outside Singapore.

33.4. The Board of Directors shall be responsible for drawing up an annual report and statement of accounts, and an estimate of income and expenditure and a draft programme of activities for each ensuing year, and present these at each AGM.

33.5. The Board of Directors shall have powers at any of its meeting to:-

- (a) Enact any by-laws necessary to ensure the proper management and administration of the Company;
- (b) Appoint on such terms as it may determine such other staff as it considers appropriate to be Chief Executive Officer or equivalent of the Company, for the day-to-day administration of the Company; provided that such Chief Executive Officer or equivalent shall not concurrently hold the role of or Chief Financial Officer or its equivalent of the Company;
- (c) Subject to **Clause 32.1**, co-opt such other Member or Members or person or persons to serve on the Board of Directors until the next AGM as it thinks fit to assist it in carrying out its duties and functions;
- (d) Fill any vacancy arising in the Board of Directors until the next AGM;
- (e) Appoint committee consisting of Directors or any other persons as the Board of Directors may in its discretion decide ("**Committee**") for any purpose as it considers necessary for the proper management and administration or furtherance of the objects of the Company;
- (f) Approve or refuse admission of applicants to membership of the Company. Such action may be based upon the recommendations of the Committee which the Board of Directors may appoint;
- (g) Determine the affiliation of the Company with other bodies or organizations;
- (h) Establish or promote any company, acquire, and hold the shares or securities of any such company and appoint directors to the board of directors of such a company; and
- (i) Bestow upon such deserving persons who, in their opinion, have contributed substantially to the Company or the Company's objects, such title as may be befitting.

33.6. Without limiting the generality of this **Clause 33**, the Board of Directors may exercise all the powers of the Company to do all or any of the following for any debt, liability, or obligation of the Company or of any third party:-

- (a) Borrow or raise money;
- (b) Mortgage or charge its undertaking, property, and uncalled capital, or any part of the undertaking, property, and uncalled capital; and
- (c) Issue other securities.

- 33.7. The Directors must cause minutes to be made of all of the following matters:-
- (a) All appointments of officers to be engaged in the management of the Company's affairs;
  - (b) Names of Directors present at all meetings of the Company and of the Directors; and
  - (c) All proceedings at all meetings of the Company and of the Directors.
- 33.8. The minutes referred to in **Clause 33.7** above must be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting.

#### **34. ELECTION AND RE-ELECTION OF DIRECTORS**

- 34.1. The first Board of Directors shall comprise of the following:-
- (a) Chairman - Nidhi Swarup
  - (b) Treasurer - Chew Kim Soon
  - (c) Secretary - Tan Kok Hian
- 34.2. The subsequent Board of Directors shall be elected at the AGM in accordance with the procedures prescribed in **Clause 34.3** below.
- 34.3. The procedures for the election of Directors shall be as follows:-
- (a) All nominations for Directors must be proposed and seconded by Members and/or Directors through a Nomination Committee or such Committee as may be appointed by the Board of Directors. This includes all retiring Directors who wish to stand for re-election, subject to **Clause 34.6** below;
  - (b) All nominations must have the written consent of the nominee;
  - (c) With exception of the first AGM, all nominations must reach the Secretary at least one (1) week before the date fixed for the AGM; and
  - (d) The nominee is elected to the Board of Directors by ordinary resolution passed at the AGM and is thereby a Director of the Company.
- 34.4. A Director elected to the Board of Directors shall be limited to serving a maximum of three consecutive terms, with each term lasting three years.
- 34.5. A retiring director is eligible for re-election, after a break of one year.
- 34.6. The Company, at the meeting at which a Director retires, may fill the vacated office by electing a person to fill the vacated office.
- 34.7. If the Company does not fill the vacated office, the retiring Director is, if he or she offers himself or herself for re-election and is not disqualified under the Act from

holding office as a director, treated as re-elected, unless:-

- (a) At that meeting it is expressly resolved not to fill the vacated office; or
- (b) A resolution for the re-election of that Director is put to that meeting and lost.

### **35. RETIREMENT OF DIRECTORS**

- 35.1. At the end of every (term) subsequent to the first AGM of the Company, one-third (1/3) of the Directors for the time being, must retire from office, or, if their number is not three (3) or a multiple of three (3), then the number nearest one-third (1/3), must retire from office.
- 35.2. The Directors to retire under the preceding Regulation must be those who have been longest in office since their last election (unless Board decides otherwise), but, as between persons who became Directors on the same day, those to retire must (unless they otherwise agree among themselves) be determined by lot.
- 35.3. No Director shall remain in office for more than nine (9) consecutive years, without good reason accepted by the Members in a general meeting.

### **36. REMOVAL, REPLACEMENT AND DISQUALIFICATION OF DIRECTORS**

- 36.1. The Company may by ordinary resolution remove any Director before the expiration of his or her period of office, and may by an ordinary resolution appoint another person in place of the removed Director.
- 36.2. The person appointed in place of the removed Director is subject to retirement at the same time as if the person had become a Director on the day on which the Director in whose place the person is appointed was last elected a Director.
- 36.3. The office of director becomes vacant if the Director:-
  - (a) Ceases to be a Director by virtue of the Act;
  - (b) Becomes bankrupt or makes any arrangement or composition with his or her 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 his or her disqualification or removal or the revocation of his or her appointment as a Director, as the case may be, under:-
    - i. Sections 148, 149, 149A, 154, 155, 155A or 155C of the Act;
    - ii. Sections 50 or 54 of the Banking Act (Cap. 19);
    - iii. Section 47 of the Finance Companies Act (Cap. 108);

- iv. Section 57 of the Financial Advisers Act (Cap. 110);
  - v. Sections 31, 31A, 35ZJ or 41(2)(a)(ii) of the Insurance Act (Cap. 142);
  - vi. Section 30AAI of the Monetary Authority of Singapore Act (Cap. 186);
  - vii. Section 12A of the Money-changing and Remittance Businesses Act (Cap. 187);
  - viii. Section 22 of the Payment Systems (Oversight) Act (Cap. 222A);
  - ix. Sections 44, 46Z, 81P, 81ZJ, 97 or 292A of the Securities and Futures Act (Cap. 289); or
  - x. Section 14 of the Trust Companies Act (Cap. 336);
- (e) Being a Director of a Registered Fund Management Company as defined in the Securities and Futures (Licensing and Conduct of Business) Regulations (Cap. 289, Rg 10), he or she has been removed by the Registered Fund Management Company as Director in accordance with those Regulations;
  - (f) Becomes mentally disordered and incapable of managing himself or herself or his or her affairs or a person whose person or estate is liable to be dealt with in any way under the law relating to mental capacity;
  - (g) Subject to Section 145 of the Act, resigns his or her office by notice in writing to the Company;
  - (h) Is absent without permission of the Directors from three (3) consecutive meetings of the Directors;
  - (i) Without the consent of the Company in general meeting, holds any other office of profit under the Company other than as its Chief Executive Officer or equivalent; or
  - (j) Is directly or indirectly interested in any transaction or proposed transaction with the Company and fails to declare the nature of his or her interest in manner required by the Act.

## **37. REMUNERATION OF DIRECTORS**

- 37.1 Except as provided in this Constitution, Directors shall not receive any remuneration from the Company.
- 37.2 A Director may be reimbursed for all travelling, hotel, and other expenses properly incurred by them in attending and returning from meetings of the Directors or any Committee of the Directors or General Meetings of the Company or in connection with the business and/or for the benefit of the Company, provided that such reimbursement is approved or ratified by the Board.

- 37.3 Nothing in this Constitution shall prevent a Chief Executive Officer who is also a Director from being remunerated by the Company in his capacity as Chief Executive Officer.

## **38. BOARD OF DIRECTORS' MEETINGS**

- 38.1. The Directors may meet for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Directors decide on how its meetings are to be conducted, including to conduct meetings via video and such other electronic means.
- 38.2. A Director may at any time summon a meeting of the Directors. The Secretary must, on the requisition of a Director, summon a meeting of the Directors.
- 38.3. The Directors may elect a Chairman of their meetings ("**Chairman of Directors' Meetings**") and determine the period for which the Chairman of Directors' Meetings is to hold office.
- 38.4. If no Chairman of Directors' Meetings is elected, or if at any meeting the Chairman of Directors' Meetings is not present within ten (10) minutes after the time appointed for holding the meeting, the Directors present may choose one (1) of their number to be Chairman of the meeting in question.
- 38.5. The quorum necessary for the transaction of the business of the Directors is three (3) Directors or half the number of elected Directors, whichever is higher.
- If there are only three (3) directors forming the quorum, it must be the Chairman, Treasurer and Secretary.
- 38.6. Subject to **Clause 38.7** below, the Directors may act despite any vacancy in their body.
- 38.7. If and so long as the number of Directors is reduced below the number fixed by this Constitution as the necessary quorum of Directors as stipulated in **Clause 38.5** above, the continuing Directors or Director may not act except for the purpose of increasing the number of Directors to that number or for the purpose of summoning a General Meeting of the Company.
- 38.8. Subject to this Constitution, questions arising at any Board of Directors' Meeting must be decided by a majority of votes and a determination by a majority of Directors is for all purposes treated as a determination of the Board of Directors.
- 38.9. In case of an equality of votes, the Chairman of Directors' meeting has a second or casting vote.
- 38.10. Where a conflict of interest arises, or is likely to arise, in respect of a director at a meeting of the Board of Directors, the director concerned should first declare his or her position before the matter is discussed.
- 38.11. A director must not vote or participate in any discussion in respect of any transaction or proposed transaction with the Company in which the Director is interested, or in respect of any matter arising from such transaction or proposed transaction, except as provided in this Clause.

- 38.12. A Director referred to in **Clause 38.10** or **38.11** should offer to withdraw from the meeting, and the other directors should decide if this is required.
- 38.13. If a Director referred to in **Clause 38.10** or **38.11** above does vote in respect of any transaction or proposed transaction referred to in that clause, the vote of the Director in question must not be counted.
- 38.14. The Board of Directors may require member(s) of the Company's staff to attend Directors' Meetings. Such staff shall have no voting rights.

## **39. COMMITTEE MEETINGS**

- 39.1. The Board of Directors may delegate any of their powers to Committees or Sub-Committees ("Committees") consisting of any Directors and/or persons as the Board of Directors think fit ("**Committee Members**").
- 39.2. Any Committee formed under **Clause 39.1** above must in the exercise of the delegated powers conform to any regulation that may be imposed on it by the Board of Directors.
- 39.3. The Board of Directors may appoint a chairman for each Committee who shall chair every Committee Meeting, failing which a Committee may elect a chairman of its meetings ("**Chairman of Committee Meeting**").
- 39.4. If at any meeting the Chairman of Committee Meeting is not present within ten (10) minutes after the time appointed for holding the meeting, the Committee Members present may choose one (1) of their number to be Chairman of the Committee Meeting.
- 39.5. A Committee may meet and adjourn in accordance with its terms of reference.
- 39.6. Questions arising at any meeting of the Committee must be determined by a majority of votes of the Committee Members present, and in the case of an equality of votes the Chairman of Committee Meeting has a second or casting vote.

## **40. DIRECTORS' RESOLUTION IN WRITING**

- 40.1. A resolution in writing, signed by the majority of the Directors for the time being entitled to receive notice of a meeting of the Directors, is as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held.
- 40.2. Any resolution in writing under **Clause 40.1** above may consist of several documents in like form, each signed by one (1) or more Directors.

## **41. VALIDITY OF ACTS NOT NEGATED BY DEFECT OR DISQUALIFICATION**

All acts done by any Board of Directors' Meeting or of a Committee Meeting or by any person acting as a Director is as valid as if every such person had been duly appointed and was qualified to be a Director, even if it is afterwards discovered

that:-

- (a) There was some defect in the appointment of any Director or person acting as a Director; or
- (b) The Directors or person acting as a Director or any of them were disqualified.

## **42. APPOINTMENT OF ATTORNEY OF THE COMPANY**

- 42.1. The Directors may from time to time by power of attorney appoint any corporation, firm, limited liability partnership or person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company (the “**Attorney**”) for the purposes and with the powers, authorities, and discretions (not exceeding those vested in or exercisable by the directors under this Constitution) and for a period and subject to any conditions as the directors may think fit.
- 42.2. Any powers of attorney granted under **Clause 44.1** above may contain provisions for the protection and convenience of persons dealing with the Attorney as the directors think fit and may also authorize the Attorney to delegate all or any of the powers, authorities, and discretions vested in the Attorney.

## **43. AUTHORISED SIGNATORIES AND SIGNING BY ELECTRONIC MEANS**

- 43.1 All cheques, promissory notes, drafts, bills of exchange, and other negotiable instruments, and all receipts for money paid to the Company, must be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by any two (2) Directors or in such other manner as the Directors from time to time determine.
- 43.2 Where any signature is required in this Constitution, the Company may accept signature by electronic or such other means as the Board may approve. This regulation shall not apply to regulation 44.

## **44. COMPANY SEAL**

- 44.1. The Directors must provide for the safe custody of the seal as required by applicable law.
- 44.2. The seal must only be used by the authority of the Board of Directors or of a Committee authorized by the Board of Directors to use the seal.
- 44.3. Every instrument to which the seal is affixed must be signed by a Director and must be countersigned by the Secretary or by a second Director or by another person appointed by the Board of Directors for the purpose of countersigning the instrument to which the seal is affixed.

## **PART V: OFFICE-BEARERS OF THE COMPANY**

### **45. THE SECRETARY**

- 45.1. The Secretary must be appointed by the Board of Directors in accordance with the Act.
- 45.2. The Secretary shall generally act to ensure proper governance relating to secretarial and administrative affairs of the Company in accordance with the directions of the Board of Directors.

### **46. INDEMNITY OF COMPANY'S OFFICERS**

Every officer of the Company is to be indemnified out of the assets of the Company against any liability (other than any liability referred to in Section 172B (1) (a) or (b) of the Act) incurred by the officer to a person other than the Company attaching to the officer in connection with any negligence, default, breach of duty or breach of trust.



## **PART VI: FINANCE AND AUDIT**

### **47. FINANCE CONTROL**

The Board of Directors shall exercise control over the funds, income and expenditure of the Company in accordance with such financial regulations as it may draw up and approved at a General Meeting.

### **48. ACCOUNTING AND FINANCIAL RECORDS**

48.1. The Board of Directors must:-

- (a) Cause proper accounting and other records to be kept;
- (b) Distribute copies of financial statements and other documents as required by the Act; and
- (c) Determine whether, to what extent, at what times and places, and under what conditions or regulations the accounting and other records of the Company are open to the inspection of Members who are not Directors.

48.2. No Member (who is not a Director) has any right to inspect any account or book or paper of the Company except as conferred by statute or authorized by the Board of Directors or by the Company at a General Meeting.

### **49. AUDIT**

49.1. The Company shall at each AGM of the Company appoint an auditor (the “**Auditor**”). Such Auditor shall hold office until the conclusion of the next AGM of the Company, unless otherwise determined by the Board of Directors.

49.2. The Auditors shall be required to audit each financial year’s accounts and present a report upon them to the following AGM. The Auditor may be required by the Board of Directors to audit the accounts for any period within its tenure of office at any date and make the report to the Board of Directors.

### **50. INCOME AND PROPERTY OF THE COMPANY**

50.1. The income and property of the Company must be applied solely towards the promotion of the objects of the Company and no portion of the income and property may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to the members of the Company.

50.2. Despite **Clause 52.1** or any other provision of this Constitution, the Company may make payment, in good faith, of:-

- (a) Reasonable and proper remuneration to an officer, member or employee

of the Company for services rendered to the Company;

- (b) Reimbursement to a Director of the Company for out-of-pocket expenses;  
or
- (c) Payment, in good faith, of a reasonable and proper rent to a Director or member of the Company for premises demised to or let to the Company.

## **51. INDEMNITY**

The Auditor is to be indemnified out of the assets of the Company against any liability incurred by the Auditor in defending any proceedings, whether civil or criminal, in which judgment is given in the Auditor's favour or in which the Auditor is acquitted or in connection with any application under the Act in which relief is granted to the Auditor by the Court in respect of any negligence, default, breach of duty or breach of trust.

## **PART VII: MISCELLANEOUS MATTERS**

### **52. AMENDMENTS TO THE CONSTITUTION**

No addition, alteration or amendment shall be made to or in the provisions of this Constitution unless the same has been approved by special resolution in a general meeting and such addition, alteration or amendment shall not come into force without the same being registered with the Registrar of Companies.

### **53. DISSOLUTION OF THE COMPANY**

- 53.1. The Company may be dissolved upon the passing of a special resolution of the Company at a General Meeting convened for this purpose and the obtaining of written approval by a majority of the Board of Directors after such special resolution has been passed.
- 53.2. Notice of any proposal to dissolve the Company shall be given to all Members not less than one (1) calendar month before the date fixed for the meeting.
- 53.3. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any moneys or property whatsoever, the same must not be paid to or distributed among the Members, but must be given or transferred to a charity, charities or institution(s) of a public character approved under the Income Tax Act (Cap. 134), as determined by the members of the Company at or before the time of the dissolution having objects similar to those of the Company, and which is registered under the Charities Act (Cap. 37).