

No. of Company

199300813R

.....

THE COMPANIES ACT, CAP. 50

REPUBLIC OF SINGAPORE

COMPANY LIMITED BY GUARANTEE

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

FOUNDATION OF ROTARY CLUBS (SINGAPORE) LTD

(FORMERLY KNOWN AS
ROTARY FOUNDATION OF SINGAPORE LIMITED)

Incorporated on the 12th day of February 1993

K B Lee Co

From: ACRA Officer [ACRA_BIZFILE@acra.gov.sg]
Sent: Monday, December 06, 2004 9:47 AM
To: kbleecpa@singnet.com.sg
Subject: E-NOTIFICATION

Dear Sir/Madam,

Company No: 199300813R

NOTICE OF INCORPORATION IN ACCORDANCE WITH ALTERATION MADE TO MEMORANDUM

This is to confirm that a resolution/document affecting the memorandum of association of FOUNDATION OF ROTARY CLUBS (SINGAPORE) LTD has been lodged with the Registrar of Companies on 06/12/2004 and with effect from the relevant date indicated in the resolution/document, the company is incorporated in accordance with the alteration made to the memorandum.

Thank You

Accounting and Corporate Regulatory Authority (ACRA) 10 Anson Road
#05-01/15 International Plaza
Singapore 079903

This is a system-generated email. If you wish to communicate with us, please send your email to:
ACRA_IRD_Feedback@acra.gov.sg - Information Services ACRA_BRU_Feedback@acra.gov.sg -
Business Registration ACRA_CRU_Feedback@acra.gov.sg - Company Registration
ACRA_CMD_Feedback@acra.gov.sg - Compliance Matters ACRA_FMD_Feedback@acra.gov.sg -
Financial Matters

FORM 13
THE COMPANIES ACT, CAP. 50
SECTION 28(2)

COMPANY NO.

199300813R

CERTIFICATE OF INCORPORATION ON CHANGE OF NAME OF COMPANY

THIS IS TO CERTIFY THAT ROTARY FOUNDATION OF SINGAPORE LIMITED INCORPORATED UNDER THE COMPANIES ACT ON 12/02/1993 DID BY A SPECIAL RESOLUTION RESOLVE TO CHANGE ITS NAME TO FOUNDATION OF ROTARY CLUBS (SINGAPORE) LTD AND THAT THE COMPANY WHICH IS A PUBLIC COMPANY LIMITED BY GUARANTEE IS NOW KNOWN BY ITS NEW NAME WITH EFFECT FROM 25/09/1997.

GIVEN UNDER MY HAND AND SEAL ON 25/09/1997.



MRS NG-LOU GEOK CHOO
ASSISTANT REGISTRAR OF COMPANIES AND BUSINESSES
SINGAPORE

FORM 9
THE COMPANIES ACT, CAP. 50
SECTION 19(4)

Company No.

199300813R

.....

CERTIFICATE OF INCORPORATION OF PUBLIC COMPANY

This is to certify that ROTARY FOUNDATION OF SINGAPORE LIMITED is incorporated under the Companies Act, Cap. 50, on and from 12/02/93 and that the company is a public company limited by guarantee.

Given under my hand and seal on 12/02/93.

MISS JUTHIKA RAMANATHAN
DEPUTY REGISTRAR OF COMPANIES AND BUSINESSES
SINGAPORE

THE COMPANIES ACT (CAP. 50)

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Memorandum of Association

of

Foundation of Rotary Clubs (Singapore) Ltd

1. The name of the Company (hereinafter called "the Foundation") is "FOUNDATION OF ROTARY CLUBS (SINGAPORE) LTD."
2. The Registered Office of the Foundation will be situated in Singapore.
3. The objects for which the Foundation is established are:-
 - (1) The relief in any manner whatsoever which the Foundation may in its absolute discretion deem suitable including but not limited to the relief of poverty, suffering and distress and the provision of financial assistance, among persons falling within any of the following categories:-
 - (a) The poor and needy who by reason of age, ill-health, misfortune, infirmity or otherwise are wholly or in part unable to maintain themselves and their dependants by their own exertions and in particular widows and orphans.
 - (b) Those in need of moral or social rehabilitation or welfare including prostitutes, juvenile delinquents, drug-addicts, prisoners and ex-convicts; and
 - (c) Victims of fire, flood, famine, war, pestilence or other calamity. Provided always that the person who is to be the object of such relief is, in the opinion of the Board of Directors of the Foundation (hereinafter referred to as the Board) (which shall be conclusive) a suitable and worthy object of such relief or appears capable of deriving permanent benefit therefrom, bearing in mind that the Foundation seeks to encourage self-help and rehabilitation among those in temporary or permanent distress and not idleness or vice.
 - (2) The relief of human suffering and improvement of human living conditions and standards by the treatment, prevention, alleviation and combating of sickness and disease and in particular by providing for or contributing towards medical research and teaching, and by the provision of medical, surgical and educational facilities and services of all kinds.
 - (3) The advancement and improvement of human living standards and social welfare by:-
 - (a) fostering, developing and improving education of all kinds and in any such manner as the Foundation may, from time to time deem fit including, but not limited to scholarships and chairs at schools, colleges and universities;
 - (b) encouraging, fostering, assisting and promoting by any means whatsoever calculated directly or indirectly to advance the cause of culture in Singapore including but not limited to the establishment

of art galleries, museums and theatres for the exhibition, whether public or private, of all kinds of works of art, artefacts, articles and items of historical, modern and literary value and for social, musical; theatrical and other entertainments, and for lectures and all other purposes which may seem suitable, and for the purposes thereof to make grants in aid of or render any other financial assistance which the Foundation may deem fit; and

- (c) providing facilities for recreation and other leisure time occupation for the members and the public, and in connection therewith fostering and developing by such means as may, from time to time, be determined upon, all health, sporting and recreational activities.
- (4) To aid, assist and give relief in any manner and to any extent including in the absolute discretion of the Board, the whole or any part of the assets for the time being of the Foundation to any charitable or educational institution whether public or private, whose object or objects are similar to or comparable with the objects of this Foundation including but not limited to hospitals, sanatoria, homes or places of refuge or shelter, schools, orphanages, industrial welfare establishments and other charitable organisations.

Provided always that notwithstanding anything heretofore contained, no grant or assistance shall be given which shall be in aid of any political organisation.

- (5) To carry out the objects of the Foundation for the benefit of members of all races resident in Singapore.
- (6) In furtherance of the above mentioned objects but not further or otherwise and provided nothing is done for commercial reasons or solely for profit, the Foundation is empowered:-
- (a) To subscribe to the object of Rotary International for the time being.
 - (b) To take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Foundation in the shape of donations, annual subscriptions, fees or otherwise.
 - (c) Subject to the provisions of the Companies Act:-
 - (i) To receive any gift of any property, whether real or immovable or personal or movable or pecuniary and whether or not subject to any trust, for any one or more of the objects of the Foundation.
 - (ii) To purchase, take on lease or in exchange, hire or otherwise acquire any real or immovable, or personal or movable property and any rights or privileges which the Foundation may think necessary or convenient for the promotion of its objects, and in particular any land, building and easement, and to construct, alter, maintain, work, control and manage any building or erection necessary or convenient for the purposes of the Foundation.
 - (iii) To let on lease or on hire, the whole or any part of the real or immovable, or personal or movable property of the Foundation on such terms as the Board shall determine.
 - (iv) To sell, let, mortgage, charge, dispose of or turn to account all or any of the property or assets of the Foundation as may be thought expedient with a view to the promotion of its objects.

- (d) To construct, maintain, improve, develop, work, control and manage any hospital, sanatorium or other institution for developing, maintaining and regaining bodily or mental health and strength.
- (e) To appoint any officers or agents or hold, administer and manage on behalf of the Foundation all or any part of the property and assets of the Foundation on such terms as to remuneration or otherwise as may be thought fit subject to Clause 4 hereof.
- (f) To amalgamate, affiliate or co-operate with and subscribe to any association, society or corporation whose objects shall be charitable educational or cultural and to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any such association, society or corporation PROVIDED that the Foundation shall not amalgamate, affiliate with or subscribe to any association, society or corporation which shall not prohibit the distribution of its income and property among its members to an extent at least as great as is imposed on the Foundation under or by virtue of Clause 4 hereof.
- (g) To take, or otherwise acquire, and hold shares, debentures, or other securities of any other company the objects of which shall, either in whole or in part, be similar to those of the Foundation or such as may be likely to promote the interests of the Foundation.
- (h) To enter into any arrangements with any government or authority, supreme, municipal, local, or otherwise, that may seem conducive to the Foundation's objects, or any of them; and to obtain from any such government or authority any rights, privileges, and concessions which the Foundation may think it desirable to obtain; and to carry out, exercise, and comply with any such arrangements, rights, privileges, and concessions.
- (i) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts, and conveniences calculated to further the objects of the Foundation and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition, or for any public, general, or useful object.
- (j) To promote any other company or companies for the purpose of acquiring or taking over all or any of the property, rights, and liabilities of the Foundation, or for any other purpose which may seem directly or indirectly calculated to further the objects of the Foundation.
- (k) To pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the Foundation and subject to Clause 4 hereof to remunerate any person or company for services rendered, or to be rendered, in or about the organization, formation, or promotion of the Foundation.
- (l) To apply for, secure, acquire by grant, legislative enactment, assignment, transfer, purchase, or otherwise, and to exercise, carry out, and enjoy any charter, licence, power, authority franchise, concession, right, or privilege, which any Government or authority or any corporation or other public body may be empowered to grant; and to pay for, aid in, and contribute towards carrying the same into effect; and to appropriate any of the Foundation's property and assets to defray the necessary costs, charges, and expenses thereof.
- (m) To apply for, promote, and obtain any statute, order, regulation, or other authorization or enactment which may seem calculated directly or indirectly to further the objects of the Foundation; and to oppose any bills, proceedings, or applications which may seem calculated directly or indirectly to prejudice the Foundation's interests.

- (n) Subject to Clause 4 hereof to grant pensions, allowances and gratuities to past or present officers or employees of the Foundation or to dependants of such persons and to establish and maintain or participate in trust funds or schemes (whether contributory or non-contributory) for providing pensions or other benefits for any such persons aforesaid.
- (o) To invest and deal with the money of the Foundation not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law.
- (p) To borrow or raise money for the purposes of the Foundation or any of them in any such manner and upon such terms and security as may be considered expedient, and to mortgage or charge all or any part of the property of the Foundation.
- (q) To carry out all or any of the objects of the Foundation and do all or any of the above things either as principal, agent, trustee or otherwise and by or through trustees or agents and either alone or in conjunction with others.
- (r) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Foundation.

PROVIDED ALWAYS AND IT IS HEREBY DECLARED that the Foundation exists for purposes which are charitable, educational and cultural and notwithstanding anything hereinbefore contained nothing shall be an object of the Foundation which is not a charitable or an educational or a cultural object.

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

AND IT IS HEREBY DECLARED that the word "company" in this Memorandum when not referring to the Foundation shall be deemed to include any corporation partnership association club or other body of persons whether incorporated or not and wherever incorporated or domiciled and whether now existing or hereafter to be formed AND further that unless the context or subject matter is inconsistent therewith, words signifying the singular number shall be deemed and taken to include the plural and vice versa and words and expressions in this Memorandum shall bear the same meanings as in the Articles AND further that the objects specified in each of the paragraphs in this Memorandum shall be regarded as independent objects, and accordingly, shall be in no wise limited or restricted (except when otherwise expressed in such paragraph) by reference to the objects indicated in any other paragraph or the name of the Foundation, but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraphs defined, the objects of a separate, distinct and independent company.

4. The income and property of the Foundation whensoever derived, shall be applied solely towards the promotion of the objects of the Foundation as set forth herein; and no portion thereof shall be paid or transferred directly and indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to the Members of the Foundation. Provided however that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officers or employees of the Foundation or any Member of the Foundation for any services actually rendered to

the Foundation, nor prevent the payment of interest on money lent or reasonable and proper rent for premises demised or let by any Member of the Foundation; but so that no member of the Board shall be appointed to any salaried office of the Foundation or any office of the Foundation paid by fees, and that no remuneration or other benefit in money shall be given by the Foundation to any member of the Board, except repayment of out-of-pocket expenses and interest on money lent or reasonable and proper rent for premises demised or let to the Foundation, provided, however, that the provision last aforesaid shall not apply to any payment to any company of which a member of the Board may be a member and in which such member shall not hold more than one-hundredth part of the capital and such member shall not be bound to account for any share of the profits he may receive in respect of such payments.

5. The liability of the Members is limited.

6. Every Member of the Foundation undertakes to contribute to the assets of the Foundation in the event of the same being wound up while he is a Member, or within one year after he ceases to be a Member, for payment of the debts and liabilities of the Foundation contracted before he ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding \$50.00. Provided Always that the Foundation may collect the said sum or any part thereof prior to the Member being admitted as a member or during his membership.

7. If upon the winding up or dissolution of the Foundation there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Foundation but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Foundation, and which shall prohibit the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Foundation under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the Members of the Foundation at or before the time of dissolution, or in default thereof by such judge of the Supreme Court of Singapore as may have or acquire jurisdiction in the manner, and if and so far as effect cannot be given to the aforesaid provisions then to some charitable object in Singapore. Provided always that any institution or institutions to or among which any property whatsoever is paid or distributed in terms hereof shall be an institution or institutions of a public character approved under the provisions of the Income Tax Act or any statutory modification or re-enactment thereof for the time being in force.

NAMES, ADDRESSES AND DESCRIPTIONS OF FIRST DIRECTORS

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

Managing Director

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

Medical Practitioner

Dated this 9th day of February 1993.

Witness to the above signatures:-

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

THE COMPANIES ACT (CAP. 50)

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Articles of Association

of

Foundation of Rotary Clubs (Singapore) Ltd

TABLE "A" EXCLUDED

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

Table "A"
excluded.

GENERAL

2. In these Articles, the words standing in the first column of the Table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:-

Interpretation.

WORDS	MEANINGS
The Act	The Companies Act, Cap. 50, or any statutory modification, amendment or re-enactment thereof for the time being in force or any and every other act for the time being in force concerning companies and affecting the Foundation and any reference to any provision of the Act is to that provision as so modified, amended or re-enacted in any such subsequent Companies Act.
These Articles	These Articles of Association and the regulations of the Foundation for the time being in force.
The Foundation	The abovenamed Foundation by whatever name from time to time called.
The Office	The registered office of the Foundation for the time being.
The District	The geographical territory in which Rotary Clubs in Singapore are currently or were associated with Rotary International for administrative purposes, and which expression shall include any change or redesignation of district subsequent hereto in which Rotary Clubs in Singapore are for the time being associated as aforesaid.
The District Governor	Is a Rotarian duly nominated by the clubs in the District and elected by the convention of Rotary International for the supervision of the administration of the clubs in the District.

Past President	A Rotarian who has previously served a full term as a President of a Rotary Club in Singapore and recognised as a Past President under the convention of Rotary International.
Past District Governor	..	A Rotarian who has previously served a full term as a District Governor of the District and recognised as a Past District Governor under the convention of Rotary International.
Rotary International Officer	..	A Rotarian who is recognised under the convention of Rotary International as Rotary International Officer and for the purpose hereof include a Rotarian who is recognised as a Past District Governor.
Rotarian	A person who is a member (other than being an Honorary member) of a Rotary Club in Singapore and residing in Singapore.
A Rotary Club in Singapore	A Rotary Club in Singapore which is associated with Rotary International and duly constituted under the Societies Act of Singapore for the time being. For the avoidance of any doubt whatsoever, as at 30 June 1993, there are fifteen Rotary Clubs in Singapore namely, Rotary Club of Singapore, Rotary Club of Singapore West, Rotary Club of Singapore East, Rotary Club of Jurong, Rotary Club of Raffles City, Rotary Club of Singapore North, Rotary Club of Pandan Valley, Rotary Club of Queenstown, Rotary Club of Tanglin, Rotary Club of Marina City, Rotary Club of Garden City, Rotary Club of Changi, Rotary Club of Serangoon Garden, Rotary Club of Orchard and Rotary Club of Singapore South.
Rotary International	..	An association of Rotary Clubs throughout the world.
The Board	The Board of Directors for the time being of Foundation or such number of them as have authority to act for the Foundation.
A Director	A member of the Board for the time being and include his Alternate Director.
Special Director	A director who satisfies the provisions of Article 30(d) hereof and is appointed to the Board.
Ordinary Director	..	A director who satisfies the provisions of Article 30(c) hereof and is appointed to the Board.
Additional Director	..	A director referred to in Article 30(e) hereof.
The Directors	The members of the Board for the time being and which expression shall include Additional Director, Ordinary Director and Special Director.
Member	A Rotarian who is a member of the Foundation.
The Seal	The common seal of the Foundation.
Secretary	The Secretary or Secretaries appointed under these Articles and shall include any person entitled to perform the duties of secretary temporarily.
Month	Calendar month.

In writing Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in visible form.

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

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

Words importing persons shall include corporations.

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

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

MEMBERS

3. (a) Only Rotarians shall be eligible to be members of the Foundation. Number of Members.
(b) The number of Members with which the Foundation proposed to be registered is 3,000 but the Board may from time to time register an increase of Members.
4. (a) No person shall be admitted a member of the Foundation unless he is first approved of by the Board. Where any Rotarian desires to be admitted to membership of the Foundation he must first sign and deliver to the Foundation an application for admission framed in such terms as the Board shall require.
(b) The provisions of Section 190 of the Act shall be observed by the Foundation, and every Member of the Foundation shall either sign a written consent to become a Member or sign the Register of Members on becoming a Member. Registration.
5. (a) The Foundation is established for the purpose expressed in the Memorandum of Association. Objects of Foundation.
(b) Every Member shall be bound to further to the best of his ability the objects and interests of the Foundation. Members' duty.
6. The subscribers of the Memorandum of Association and such other persons as the Board shall admit to membership in accordance with the provisions hereinafter contained shall be Members of the Foundation. Admission of Members.
7. The privileges of a Member shall not be transferable. A member shall cease to be a member of the Foundation upon the happening of one or all of the following events:- Cessation of Membership.
 - (a) if he dies;
 - (b) if he ceases to be a Rotarian;
 - (c) if he ceases to reside in Singapore;
 - (d) if he terminates his membership by notice in writing to that effect in a form acceptable to the Board; and
 - (e) if he is excluded from membership of the Foundation pursuant to Article 8 hereof.
8. Any Member who shall fail to observe any of the objects or By-Laws of the Foundation may be excluded from membership of the Foundation by resolution of a majority of at least three-fourths of the Directors present and voting at a special meeting Exclusion of Member.

of the Board at which not less than six Directors shall be present. Such Member shall have fourteen clear days' notice sent to him of the meeting of the Board 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 allows. A member excluded from the Foundation by such meeting may within seven days next after notice of his exclusion appeal from the decision of the Board to a special meeting of the Foundation which will thereupon be convened by the Board.

9. A majority of not less than three-fourths of the Members present at such last mentioned special meeting shall have power to annul the exclusion or to annul it subject to the performance of any conditions which the meeting may think fit to impose.

Annulment of exclusion.

10. A Member so excluded by the Board, and if applicable whose appeal has been rejected by the Foundation at an aforementioned special meeting, shall cease to be a Member of the Foundation.

Effect of Exclusion.

11. The cessation or exclusion of membership as aforesaid shall not release such member from his obligation under Clause 6 of the Memorandum of Association nor is he entitled to any refund of all monies paid by him or any part thereof towards such obligation.

GENERAL MEETING

12. Subject to the provisions of the Act the Foundation shall in each year hold a General Meeting in addition to any other meetings in the year and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Foundation and that of the next. Provided that so long as the Foundation holds its First Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year.

Annual General Meeting.

13. (a) All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

Extraordinary General Meetings.

(b) The time and place of any General Meeting shall be determined by the Board.

Time and place.

14. The Board may, whenever it thinks fit, convene an Extraordinary General Meeting. Extraordinary General Meetings shall also be convened on such requisition or, in default, may be convened by such requisitionists, as provided by Sections 176 & 177 of the Act, if at any time there are not within Singapore sufficient Directors capable of acting to form a quorum at a meeting of the Board, any Director may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board.

Calling Extraordinary General Meetings.

NOTICE OF GENERAL MEETINGS

15. Subject to the provisions of the Act as to Special Resolutions and special notice, at least fourteen days' notice in writing (exclusive both of the day on which the notice is served or deemed to be served and of the day for which the notice is given) of every General Meeting shall be given in the manner hereinafter mentioned to such persons (including the Auditors) as are under the provisions herein contained entitled to receive notice from the Foundation. Provided that a General Meeting notwithstanding that it has been called by a shorter notice than that specified above shall be deemed to have been duly called if it is so agreed -

Notice of Meetings.

- (a) in the case of an Annual General Meeting by all the Members entitled to attend and vote thereat; and
- (b) in the case of an Extraordinary General Meeting by that number or majority in number of the Members having a right to attend and vote thereat as is required by the Act;

Provided also that the accidental omission to give notice to, or the non-receipt by any person entitled thereto shall not invalidate the proceedings at any General Meeting.

16. (a) Every notice calling a General Meeting shall specify the place and the day and hour of Meeting, and there shall appear with reasonable prominence in every such notice a statement that a Member entitled to attend a vote is entitled to appoint a proxy to attend and to vote instead of him provided that a proxy must be a Member of the Foundation.

Contents of notice.

(b) In the case of an Annual General Meeting, the notice shall also specify the Meeting as such.

(c) In the case of any General Meeting at which business other than routine business is to be transacted, the notice shall specify the general nature of the business; and if any resolution is to be proposed as a Special Resolution or as requiring special notice, the notice shall contain a statement to that effect.

PROCEEDINGS AT GENERAL MEETINGS

17. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the profit and loss account and balance sheet, and the reports of the Board and of the Auditors, the election of Directors in the place of those retiring (if and when members of the Board shall be subject to election) and the appointment of, and the fixing of the remuneration of the Auditors.

Ordinary and Special business.

18. No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. Save as herein otherwise provided not less than 10% of total membership or fifty (50) members, whichever is lesser, for the time being present in person or by proxy or by attorney shall be a quorum.

Quorum.

19. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the Meeting, if convened on the requisition of Members, shall be dissolved. In any other case, those present shall be considered a quorum (notwithstanding the provisions of Article 18 hereof) but they have no power to add alter or amend any of the provisions of the Memorandum of Association or these Articles or to exercise the right to remove any director under Article 39 hereof.

Failure to obtain quorum.

20. The Chairman (if any) of the Board shall preside as chairman at every General Meeting, but if there be no such chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the Members present shall choose one of the Directors present, or if all the Directors present decline to take the chair, they shall choose a Member of the Foundation who shall be present to preside.

Chairman.

21. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn a meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid the Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

Adjournment.

22. (a) At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least six members present in persons or by proxy and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Foundation shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

Poll.

(b) Subject to the provisions of Article 22(c) hereof, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded. Taking a Poll.

(c) No poll shall be demanded on the election of a Chairman of a meeting; or on any question of adjournment. When Poll not to be taken.

(d) The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded. Continuation Of business.

23. In the case of any equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote. Casting Vote.

VOTES OF MEMBERS

24. Every Member who is present in person or by proxy or attorney shall have one vote.

25. Save as herein expressly provided, no Member other than a Member duly registered, who shall have paid every sum (if any) which shall be due and payable to the Foundation in respect of his membership, shall be entitled to vote whether on a show of hands or on a poll, on any question either personally or by proxy, or as a proxy for another Member, at any General Meeting. Voting rights.

26. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing. Instrument of proxy.

27. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than two hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. Deposit of Instrument of proxy and validity.

28. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:- Form of instrument of proxy.

FOUNDATION OF ROTARY CLUBS (SINGAPORE) LTD

"I/
of
a Member of Foundation of Rotary Clubs (Singapore) Ltd
herchy appoint
of
to vote for me and on my behalf at the (Annual or Extraordinary or Adjourned, as the case may be) General Meeting of the Foundation to be held on the day of
and at every adjournment thereof.

As Witness my hand this day of "

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

29. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the authority under which the proxy was executed, provided that no intimation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used. Validity of Vote by proxy.

THE BOARD OF DIRECTORS

30. (a) Until otherwise determined by general meeting, the Board shall have not less than nine and not more than twenty five Directors comprising such number of Ordinary Board of Directors.

Directors and not more than five Special Directors, and, where only applicable, one Additional Director.

- (b) No person shall be eligible to be a Director if he is :
- (i) not a member of the Foundation;
 - (ii) an employee of the Foundation; or
 - (iii) otherwise in receipt of a salary, fee, remuneration or other benefit in money or money's worth from the Foundation except as permitted by Clause 4 of the Memorandum of Association.
- (c) Every Ordinary Director must be a Rotarian of one of the Rotary Clubs in Singapore at the time of his appointment to the Board.
- (d) Every Special Director must be a past Rotary International Officer at the time of his appointment to the Board.
- (e) If at any time hereafter, a member has been appointed as a District Governor, the Board shall as soon as possible appoint such member (unless he is already a Director) to the Board during the period of his district governorship (such director shall hereinafter be called an "Additional Director") and he shall hold office until the next following annual general meeting and notwithstanding anything herein contained, shall not be eligible for re-election PROVIDED ALWAYS that nothing herein shall preclude such member to be subsequently appointed a Director or affect his prior appointment to the Board under the applicable provisions hereof.
- (f) Notwithstanding anything herein contained in these Articles, no Director, whether as Ordinary and/or Special Director, shall serve as a Director for more than six (6) consecutive years from the time of his first appointment. Any such Director shall only thereafter be eligible for appointment as a Director in accordance with these Articles after a lapse of not less than twelve (12) calendar months.
31. The first Directors of the Foundation shall be Gerald Minjoot and Dr Robert Loh Choo Kiat.

Rotary
International
Officer.

Ordinary
Director.

Special
Director

Additional
Director.

First Directors.

ALTERNATE DIRECTORS

32. (a) Any Director may at any time by writing under his hand and deposited at the office appoint any member approved by the Board, to be his Alternate Director and may in like manner at any time terminate such appointment.
- (b) A Director or any other member as aforesaid may act as an Alternate Director to represent one Director and such Alternate Director shall be entitled at Directors' meeting to one vote for the Director whom he represents in addition to his own vote as a Director.
- (c) The appointment of an Alternate Director shall ipso facto determine on the happening of any event which he were a Director would render his office as a Director to be vacated and his appointment shall also determine ipso facto if his appointor ceases for any reason to be a Director.
- (d) An Alternate Director shall be entitled to receive notices of meetings of the Directors and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally, if his appointor is absent from Singapore or is otherwise unable to act as such Director, to perform all functions of his appointment as a Director (except the power to appoint an Alternate Director) and to sign any resolution in accordance with the provisions of the Act.

Appointment
Of Alternate
Directors.

POWERS OF THE BOARD OF DIRECTORS

33. (a) The business of the Foundation, which shall principally be those as set out in the Memorandum of Association, shall be managed by the Board who may

Management by
Board of

pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Foundation as they think fit, and may exercise all such powers of the Foundation, and do on behalf of the Foundation all such acts as may be exercised and done by the Foundation, and as are not by any written law or by these Articles required to be exercised or done by the Foundation in General Meeting, subject, nevertheless to these Articles, to the provisions of any written law for the time being in force and affecting the Foundation and to such Articles being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Foundation in General Meeting, but no regulation made by the Foundation in General Meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

Directors and its powers.

(b) In addition to the powers conferred on them by Article 33(a) hereof or by the Act the Board shall have power from time to time to make, alter and repeal all such By-Laws as they may deem necessary as expedient or convenient for the proper conduct and management of the Foundation and of its assets (whether movable or immovable) and in particular but not exclusively they may by such By-Laws regulate:-

By-Laws.

- (i) The conduct of its assets, including the establishment of local boards, or local managing or consulting committees and the appointment of any one or more of their number, or any other person or persons to be members thereof, with such powers and authorities, under such terms, for such period and at such remuneration as they may deem fit, and including the revocation of such appointments.
- (ii) The charges to be paid and the conditions in respect of its assets.
- (iii) The procedure for the selection of candidates for Directors for election at Annual General Meeting of Foundation.
- (iv) The procedure at General Meetings and meeting of the Board, and
- (v) Generally all such matters as may arise in connection with the Foundation.

The Board shall adopt such means as they deem sufficient to bring to the notice of members of the Foundation all such By-Laws alterations and repeals and all such By-Laws so long as they shall be enforced shall be binding upon all members of the Foundation provided nevertheless that no By-Laws shall be inconsistent with or shall affect or shall repeal anything contained in the Memorandum and Articles of Association of the Foundation and that any By-Laws may be set aside by an ordinary resolution of a General Meeting of the Foundation. A copy of such By-Laws shall be forwarded to the Commissioner of Charities. Any amendments or alteration to such By-Laws must have prior approval of the Commissioner of Charities.

(c) The Directors may exercise all the powers of the Company to borrow money, and to mortgage, pledge or charge its undertaking, property and assets, or any part thereof, whether outright or as security for any debt, liability or obligation of the Company.

Power to borrow, etc.

(d) All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, indorsed or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.

Cheques, etc.

34. The Directors for the time being may act notwithstanding any vacancy on the Board, provided always that in case the Directors' shall at any time be reduced in number to less than the minimum number prescribed by or in accordance with these Articles, the continuing Directors or Director may act for the purpose

Power to act notwithstanding vacancy.

of admitting persons to membership of the Foundation, filling up vacancies on the Board or of summoning a General Meeting, but not for any other purpose.

35. The Board shall cause minutes to be made in books provided for the purpose:-

- (a) of all appointments of officers made by the Board;
- (b) of the names of the Directors present at each meeting of the Foundation and of the Board, and of committees of the Board.

RETIREMENT OF DIRECTORS

36. (a) Unless otherwise provided at each Annual General Meeting of the company one-third of the Ordinary directors shall retire from office, or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office. The provisions hereof shall mutatis mutandis apply to Special Directors.

Rotation.

(b) The Ordinary directors to retire in every year shall be those who have been longest in office since their last election, but as between members who become Ordinary directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. The provisions hereof shall mutatis mutandis apply to Special Directors.

Retirement of Director.

(c) Unless otherwise provided a retiring Director shall be eligible for re-election and shall act as a Director throughout the meeting at which he retires.

Retiring Director eligible to re-election.

(d) Unless otherwise provided, the Foundation at the meeting at which a director so retires may fill the vacated office by electing a person thereto, and in default the retiring director shall, if offering himself for re-election and not being disqualified under the Act from holding office as a director, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill the vacated office or unless a resolution for the re-election of that director is put to a meeting and lost.

Need to fill vacancy.

37. (a) Unless otherwise provided, no person shall unless approved by the Board be eligible for election to the office of director at any general meeting or appointment to the Board in accordance with the Articles hereof.

New Director.

(b) The Foundation may from time to time by ordinary resolution passed at a General Meeting increase or reduce the number of directors, and may also determine in what rotation the increased or reduced number is to go out office.

Increase or reduction of number.

38. Subject to the provisions of Article 30(e) hereof, the directors shall have power at any time, and from time to time, to appoint any person to be a director, either to fill a casual vacancy or as an addition to the existing directors, but so that the total number of directors shall not at any time exceed the number fixed in accordance with these Regulations. Any director so appointed shall hold office until the next following annual General meeting, and shall then be eligible for re-election, but shall not be taken in account in determining the directors who are to retire by rotation at such meeting.

Appointment of additional director and filling of casual vacancy.

39. Unless otherwise provided, the Foundation may by ordinary resolution remove any director before the expiration of his period of office, and may by an ordinary resolution appoint another person in his stead; the person so appointed shall be subject to retirement at the same time as if he had become a director on the day on which the director in whose place he is appointed was last elected as a director.

Power of removal.

40. The directors may be paid all travelling, hotel, and other expenses properly incurred by them in attending and returning from meeting of the directors or any committee of the directors or General Meetings of the Foundation or in connection with the business of the Foundation.

Remuneration.

41. The office of a director shall become 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 creditors generally; Vacation of Directors.
- (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 section 148, 149, 154 or 155;
- (e) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental disorder;
- (f) subject to section 145, resigns his office by notice in writing to the Foundation;
- (g) for more than six months is absent without permission of the directors from meetings of the directors held during that period;
- (h) becomes disqualified by virtue of Article 30(b) hereof;
- (i) is directly or indirectly interested in any contract or proposed contract with the Foundation and fails to declare the nature of his interest in manner required by the Act;
- (j) is removed from office by an ordinary resolution duly passed pursuant to Article 39 hereof; or
- (k) ceases to be a member of the Foundation.

PROCEEDINGS OF THE BOARD OF DIRECTOR

42. The Board may meet together for the despatch of business, adjourn, and otherwise regulate their meetings as it may think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. Meetings of the Board.

PROVIDED THAT a Director shall not vote in respect of any contract or proposed contract with the Foundation in which he is interested, or any matter arising thereout, and if he does so vote, his vote shall not be counted.

43. A Director may, and the Secretary shall on the requisition of a Director at any time, summon a meeting of the Board by notice served upon the several Directors. The said notice shall be deemed to have been sufficiently served if it is mailed to the last known address of the Director in Singapore. Notice.

44. The quorum necessary for the transaction of the business of the Board may be fixed by the Board, and unless so fixed shall be six. Quorum.

45. The Board may from time to time elect a Chairman who shall be entitled to preside at all meetings of the Board at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected or if at any meeting the Chairman be not present within ten minutes after the time appointed for holding the meeting or is unwilling to preside, the Directors shall choose one of their number to be Chairman of the meeting. Chairman.

46. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under these Articles for the time being vested in the Board generally. Power to Act.

47. The Board may delegate any of its powers to committees consisting of such Director or Directors as it thinks fit; and any committee so formed shall in the execution of the powers so delegated conform to any regulations imposed on it by the Board including but not limited to the power for such committee, with the approval of the Board, to invite any person who is not a Director or a Member of the Foundation to attend any meeting of such committee, and to advise and otherwise assist such Delegation of powers.

committee as may be required but such person shall have no right to vote at any such committee meeting. The meetings and proceedings of any such committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any By-Laws made by the Board as aforesaid.

48. A committee may elect a chairman of its meeting; if no such chairman is elected, or if at any meeting the chairman is not present within five (5) minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting. The chairman as aforesaid must be a Director for the time being.

Chairman of
Committee.

49. All acts bona-fide done by any meeting of the Board or of any committee of the Board or by any person acting as a Director shall, notwithstanding it be afterwards discovered that there was some defect in the composition of the Board or in the appointment or continuance in office of any such Director or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Director.

Validity of Acts.

50. A resolution in writing, signed by a majority of the directors for the time being and being not less than such number of directors which are sufficient to form a quorum shall be as effective as a resolution passed at a meeting of the Board duly convened and held, and may consist of several documents in the like form each signed by one or more Directors.

Resolutions in
writing.

SECRETARY AND OTHER OFFICIALS

51. (a) The Secretary or Secretaries shall and a Deputy or Assistant Secretary or Secretaries may be appointed by the Board for such term, and, subject to Clause 4 of the Memorandum of Association at such remuneration and upon such conditions as they may think fit, and any Secretary, Deputy or Assistant Secretary so appointed may be removed by them, but without prejudice to any claim he may have for damages for breach of any contract of service between him and the Foundation. The appointment and duties of the Secretary or Secretaries shall not conflict with the provisions of the Act and in particular Section 171 thereof.

Secretary.

(b) The Board may also appoint such other officials as they think fit, including a Treasurer, for such term and upon such conditions as the Board may think fit and such officials may be honorary; any official so appointed may be removed by the Board.

THE SEAL

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

Seal.

ACCOUNTS

53. The Board shall cause to be kept such accounting and other records as are necessary to comply with the provisions of the Act and shall cause those records to be kept in such manner as to enable them to be conveniently and properly audited.

Board to keep
proper accounts.

54. The books of accounts shall be kept at the office or at such other place or places as the Board thinks fit in Singapore. No Member (other than a Director) shall have any right of inspecting any account or book or document or other records of the Foundation except as is conferred by law or authorised by the Board or by an Ordinary Resolution of the Foundation.

Location and
inspection.

55. In accordance with the provisions of the Act the Board shall cause to be prepared and to be laid before the Foundation in General Meeting such profit and loss accounts, balance sheets, and reports as may be necessary.

Presentation of accounts.

56. A copy of every balance sheet and profit and loss account which is to be laid before a General Meeting of the Foundation (including every document required by the Act to be annexed thereto) together with a copy of every report of the Auditors relating thereto and of the Directors' report shall not less than fourteen (14) days before the date of the Meeting be sent to every Member of the Foundation and to every other person who is entitled to receive notices from the Foundation under the provisions of the Act or of these Articles provided that this Article shall not require a copy of these documents to be sent to any person of whose address the Foundation is not aware but any Member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the office.

Copies of accounts.

AUDITORS

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

Appointment of Auditors.

58. Subject to the provisions of the Act all acts done by any person acting as an Auditor shall, as regards all persons dealing in good faith with the Foundation, be valid, notwithstanding that there was some defect in his appointment or that he was at the time of his appointment not qualified for appointment.

Validity of Acts of Auditors in spite of some defect.

59. The Auditors shall be entitled to attend any General Meeting and to receive all notices of and other communications relating to any General Meeting which any Member is entitled and to be heard at any General Meeting on any part of the Business of the Meeting which concerns them as Auditors.

Auditors' right to receive notices and attend at General Meeting.

NOTICES

60. A notice may be served by the Foundation upon any Member either personally or by sending it through the post in a prepaid letter addressed to such Member at his registered address as appearing in the Register of Members.

Service of notices.

61. Any Member described in the Register of Members shall be entitled to have notices served upon him from the Foundation.

Who is entitled to notice of General Meeting.

62. Any notice or document sent by post to, or left at the registered address of any Member in pursuance of these Articles, shall, notwithstanding such Member be then deceased or bankrupt or, if a company, in liquidation and whether or not the Foundation has notice of such death or bankruptcy or liquidation, be deemed to have been duly served, and such service shall for all purposes be deemed a sufficient service of such notice or document on all persons interested therein (whether jointly with or as claiming through or under him).

Validity.

63. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

Notices served by post deemed good service.

64. Any notice on behalf of the Foundation or of the Board shall be deemed effectual if it purports to bear the signature of the Secretary or other duly authorised officer of the Foundation, whether such signature is printed or written.

Signature of notice.

65. When a given number of days' notice or notice extending over any other period is required to be given the day of service shall, unless it is otherwise

Day of service not counted.

provided or required by these Articles or by the Act, be not counted in such manner of days or period.

66. (a) Notice of every General Meeting shall be given in manner hereinbefore authorised to –

Notice of
General Meeting.

(i) every Member;

(ii) the Auditor for the time being of the Foundation.

(b) No other person shall be entitled to receive notices of General Meetings.

DISSOLUTION

67. Clause 7 of the Memorandum of Association Dissolution of the Foundation relating to the winding up and dissolution of the Foundation shall have effect as if the provisions thereof were repeated in these Articles.

Dissolution.

INDEMNITY

68. Subject to the provisions of the Act, every Director, Auditor, Secretary or other officer of the Foundation shall be entitled to be indemnified by the Foundation against all costs, charges, losses, and expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto and in particular and without prejudice to the generality of the foregoing no Director, Manager, Secretary or other officer of the Foundation shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or for joining in any receipt or other act for conformity or for any loss or expense happening to the Foundation through the insufficiency or deficiency of title to any property acquired by order of the Board or the insufficiency or deficiency of any security in or upon which any of the moneys of the Foundation shall be invested or for any loss or damage arising from the bankruptcy insolvency or tortious act of any person with whom any moneys, securities or effects shall be deposited or left or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same happen through his own negligence, wilful default or breach of trust.

Indemnity
Directors and
Officers.

NAMES, ADDRESSES AND DESCRIPTIONS OF FIRST DIRECTORS

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

Managing Director

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

Medical Practitioner

Dated this 9th day of February 1993.

Witness to the above signatures:-

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