

The Companies Act  
(Cap 50)  
COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL  
**Articles of Association**  
**of**  
**Asian Media Information**  
**And Communication Centre Limited**  
(As amended on 20 June 1997)

## CONTENTS

Table “A” Excluded .....	1
Interpretation .....	1
Objects .....	3
Members .....	3
Application .....	4
Rights and Obligations of Members .....	5
General Meetings .....	7
Proceedings at General Meetings .....	9
Votes of Members .....	10
The Committee .....	11
Disqualification of Committee Members .....	17
The Secretary General and Secretariat .....	19
Seal .....	21
Cheques .....	21
Accounts .....	22
Audit .....	22
Notices .....	23
Winding Up .....	24
Constitution .....	24
Indemnity .....	25

**Articles of Association  
of  
Asian Media Information and  
Communication Centre Limited**

(As amended on 20 June 1997)

**TABLE “A” EXCLUDED**

1. The regulations in Table “A” in the Fourth Schedule to the Companies Act shall not apply to the Centre, except so far as the same are repeated or contained in these Articles.

**INTERPRETATION**

2. In these Articles the marginal notes are for the convenience of reference only and are not intended to affect the construction of the Articles.

3. 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: **Words Meanings** “ACT” The Companies Act, Cap 50 and statutory modification or reenactment thereof. “COMMITTEE” The Committee for the time being of the Centre. “COMMITTEE A member of the Committee, being MEMBER” for the purposes of the Act, a director of the Company.

**“SECRETARY  
GENERAL”**

The officer of the Centre appointed under the provisions of Article 54 and includes any person acting in his place under the provisions of Article 55.

**“CENTRE”** The above named Company.

**“GENERAL  
ASSEMBLY”**

The General Meeting of the Centre held every three years in accordance with the provisions of Article 19.

**“GENERAL  
MEETINGS”**

General Assembly, an Annual General Meeting and Extraordinary General Meeting or any of them as the case may be.

**“IN WRITING”  
or “WRITTEN”**

Include words printed, Lithographed and represented or reproduced in any mode in a visible form.

**“MEMBER”  
Act.**

Has the meaning assigned thereto by Section 19 subsection 6 of the

**“MONTH”**

Calendar month.

**“OFFICE”**

The Registered Office for the time

**“PATRONS”**

Persons or Corporations who are interested in or supportive in the furtherance of the objects of the Centre and who make substantial monetary contributions to the Centre.

**“REGISTER”  
“SEAL”**

The Register of Members to be kept pursuant to Section 190 of the Act.  
The Common Seal of the Centre.

**“SPECIAL  
RESOLUTION”**

Has the meaning assigned thereto  
by  
Section 184 of the Act.

**“THESE  
ARTICLES”**

These Articles of Association as  
originally framed or as altered from time to time by Special Resolution.

**“PERSONS”**

Individual, Firm, Corporation or Association.

Words importing the singular number also include the plural number and vice  
versa.

Words importing the masculine gender also include the feminine  
and neuter gender or either of them.

**OBJECTS**

4. The Centre is established for the purposes expressed in the Objects  
Memorandum of Association.

**MEMBERS**

5. The subscribers to the Memorandum of Association of the Centre and such  
other persons as shall be admitted to membership in accordance with these  
Articles and no others shall be Members of the Foundation.

6. The number of members with which the Centre proposes to be registered is  
unlimited.

7. There shall be four classes of members namely:

- (a) Individual Members;
- (b) Institutional Members;
- (c) Patrons; and
- (d) Honorary Members.

## **8. Membership**

is open to persons of standing connected with mass communication in the Asia-Pacific region including mass media research provided that:

- (a) Such persons subscribe to the objects of the Centre; and
- (b) Such persons are elected to membership by the Committee whose decision shall be final without being obliged to disclose any reason therefore.
- (c) Mass communication practitioners and scholars from outside the region may be enrolled as members at the discretion of the Committee.

9. Honorary Members shall be elected at a General Assembly but no Honorary Member shall be so elected unless first recommended to such General Assembly by the Committee who shall only recommend such individual whom the Committee in its absolute discretion shall consider to have contributed exceptional service to mass communication in the Asia-Pacific. There shall not at any time be more than (10) ten Honorary Members, and their names shall not be entered in the Register

## **APPLICATION**

10. (a) The application of a natural person or a corporation either as Individual Member or an Institutional Member may be made in writing in the prescribed form to the Secretary-General at his office.
- (b) Persons or corporations who have made substantial monetary contributions to the Centre may be invited in writing by the Committee to be Patrons of the Foundation.

11. (a) No person or institution shall become a Member until duly elected by the Committee or a General Assembly as the case may be in accordance with the provisions of these Articles.

(b) The subscription payable by each Member annually shall be such sum or sums payable at such time and in such manner as the Committee shall from time to time prescribe. The Committee shall be entitled to prescribe different rates of subscription for individuals, firms, corporations or associations.

The decision of the Committee as to the amount of any subscription payable by any Member shall be absolutely binding to all Members.

(c) The Committee may exempt the payment of subscription by Honorary Members and Patrons.

## **RIGHTS AND OBLIGATIONS OF MEMBERS**

12. (a) All Members shall be entitled to receive notice of all General Meetings of the Centre and to attend, speak and vote thereat.

(b) Only Individual Members shall be eligible for election as Committee Members.

(c) Notwithstanding Article 12(i), Individual Members who are employees of the Centre shall, by reason of their position, have no voting rights whether in their own right or as proxies and shall have no right to hold office.

13. Honorary Members shall be entitled to participate in all activities of the Centre.
14. Every Member shall be bound to further to the best of his ability the objects and interests of the Centre
15. Membership of the Centre shall be terminated:
  - (a) by resignation which shall be tendered in writing to the Centre at least one month before the end of the calendar year;
  - (b) by death if the member is a natural person;
  - (c) by dissolution if the member is a firm or an association or by liquidation whether voluntary or involuntary if the member is a corporation.
  - (d) by expulsion which must be resolved upon by the committee in accordance with the provision of Article 17;
  - (e) by default if the member is more than nine months in arrears in payment of the subscription.
16. No right or privilege of any Member shall be in any way transferable or transmissible save as is provided by the Articles and all such rights and privileges shall cease upon a Member ceasing to be such.
17.
  - (a) A resolution of a Meeting of the Committee specially called for the purpose of expulsion or suspension of Members who act or have acted in a manner contrary to objects, interests or principles of the Centre shall require two-third votes of the Committee Members present at such Meeting. Any Member so expelled by the Committee shall forthwith cease to be a Member of the Foundation.  
The Committee may determine the period for which a Member should be suspended and any Member so suspended shall not be entitled to any of the privileges or rights of a Member during the period of suspension.
  - (b) Written notice of any proposed resolution to expel or suspend a Member together with a brief statement of the alleged complaint must be submitted by the Secretary General at least ninety days before the Committee Meeting at which such resolution is to be moved. The Secretary General shall notify the Member concerned in writing at least sixty days before the date of such Committee Meeting. The Member proposed to be expelled or suspended shall be entitled to attend such Committee Meeting for the purpose of stating his reasons against the proposed expulsion or suspension but he shall not be entitled to be present at the deliberations of the Meeting.
  - (c) Any Member so ordered to be expelled or suspended by a resolution of the Committee shall have the right to appeal to the next General Meeting provided written notice of appeal is lodged with the Secretary General within (30) thirty days of such resolution of the Committee being communicated in writing to him in which event, the decision of the General Meeting shall be final.
  - (d) A member expelled under the provision of this Article or ceasing to be a Member or any of the provisions of Articles 15, 16 or 18 or any of them shall forfeit all rights in and claims upon the Centre and its property but shall be liable to pay all sums including but not limited to any subscription which may be due to the Centre. A Member who has been

suspended under the provisions of this Article shall be liable to pay all sums including but not limited to any subscription which may be due to the Centre.

18. Any Member shall ipso facto cease to be a Member of the Centre:

(a) If such Member, being a corporation is in liquidation, either voluntarily or involuntarily or de-registered;

(b) If such Member, being a firm or an association, is dissolved;

(c) If such Member, being a natural person becomes of unsound mind, is adjudged bankrupt or makes composition with his creditors;

(d) If such Member shall refuse to pay or in the opinion of the Committee persistently neglects to pay the subscription fee or any part thereof or any other sums which may be due from such Member to the Centre;

(e) If such Member persistently neglects or refuses to comply with any Articles of Association or any regulations for the time being after written notice by registered mail by the Secretary General directing his attention to such a neglect or refusal.

#### **GENERAL MEETINGS**

19. a) The Foundation shall, in addition to such other meetings as may be required by the Act or convened by the Committee from time to time, at least once in every three years convene a General Meeting which shall be referred to as a "General Assembly". General Assemblies shall be held in such different countries in Asia as the Committee in office shall consider practicable.
- (b) The General Assembly shall discuss and determine the working plan of the Centre, elect a Committee of Members and discuss the report of the Committee.
20. The Centre shall in addition to any other meeting convene an Annual General Meeting once in every calendar year and shall specify the meeting as such in the notice calling it. Not more than fifteen months shall elapse between the date of one Annual General Meeting and that of the next. The Annual General Meeting shall be held at such time and place as the Committee shall determine.
21. All General Meetings other than General Assemblies and Annual General Meetings shall be called Extraordinary General Meetings.
22. The Committee may, whenever it thinks fit, and it shall upon a requisition made in writing by ten percent or more Members, convene an Extraordinary General Meeting, or, in default, such a meeting may be convened by the Members making such a requisition as is provided in Section 176 of the Act. Extraordinary General Meetings will ordinarily be held in Singapore unless otherwise decided by the Committee.
23. Any requisition made by Members shall express the object of the Extraordinary General Meeting proposed to be called and be submitted to the Secretary General.
24. Upon the receipt of such requisition the Secretary General shall inform the Committee which shall forthwith proceed to convene an Extraordinary General Meeting. If they do not proceed to convene the same within thirty days from the date of receipt of the requisition, the Members making such a requisition may themselves convene an Extraordinary General Meeting.

25. At least ninety days before a General Assembly and thirty days before any other meeting notice thereof specifying the place, the day and hour of meeting and, in case of special business, the general nature of such business, shall be given to the Members in a manner hereinafter mentioned, or in such other manner, if any, as may be prescribed by the Members in General Meetings. The accidental omission to give such notice to or the non-receipt of such notice by any Member shall not invalidate the proceedings at a General Assembly or any General Meeting.

#### **PROCEEDINGS AT GENERAL MEETINGS**

26. All business shall be deemed special that is transacted at an Extraordinary General Meeting, a General Assembly and an Annual General Meeting with the exception of the following:
- (a) the consideration of accounts and balance sheet of the Centre for the preceding year;
  - (b) the report(s) of the Committee;
  - (c) the election of Committee Members;
  - (d) the appointment of Auditors and fixing of their remuneration;
27. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, the quorum for any General Meeting shall be twenty Members of the Centre present in person or by proxy but the quorum for a General Assembly shall be at least thirty Members present in person or by authorised proxy.
28. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved; in any other case it shall stand adjourned for thirty minutes and if at the adjourned meeting a quorum is not present, the Members present shall be a quorum.
29. If at any General Meeting the Chairman is not present, a Vice-Chairman shall take the chair in his/her place, and if the Chairman and Vice-Chairman shall not be present within fifteen minutes after the time appointed for the meeting, a Committee Member present, if any, or if none, a Member present may be elected to be Chairman of the meeting.
30. The Chairman of a General Meeting may, with the consent of the Meeting adjourn the same from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
31. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a secret ballot is (before or on the declaration of the results of the show of hands) demanded by at least three Members present in person and entitled to vote. Unless a secret ballot is demanded, and unless a Member demands a counting of hands and a recording of the votes cast, a declaration by the Chairman of the General Meeting 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 minutes of the proceedings of the Centre 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.



32. If a secret ballot is duly demanded, it shall be taken in such manner as the Chairman of the Meeting directs and the result of the secret ballot shall be deemed to be the resolution of the meeting at which the secret ballot was demanded. The demand for a secret ballot shall not prevent the continuance of a meeting for the transaction of business other than the question on which the secret ballot has been demanded. No secret ballot shall be demanded on the election of a Chairman of a meeting, or on any questions of adjournment. Notwithstanding the above, a Member can insist on having his name recorded as for or against the resolution.
33. In the case of an 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.

### **VOTES OF MEMBERS**

34. At any General Meeting every Member entitled to vote may vote either in person or by proxy. A proxy must be a Member of the Centre.
35. No Member shall be entitled to vote, to nominate candidates, or stand for elections, at any General Meeting unless he shall have been a member for at least one year and shall have paid up all sums including but not limited to the subscription at least three months before the elections.
36. On a show of hands each Member present in person shall have one vote and on a poll each Member present in person or by proxy shall have one vote.
37. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing.
38. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of authority shall be deposited at the Office of the Centre not less than forty-eight hours before the date 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.
39. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
40. No Member shall be entitled to hold more than three proxies at any General Meeting.

### **THE COMMITTEE**

41. (a) Subject to Article 42, the Centre shall have a committee, which shall consist of:
- (i) not less than six but no more than ten individuals who shall be elected by the General Assembly to hold office for a term of two General Assemblies and who shall not be eligible for re-election for one term immediately thereafter; **PROVIDED ALWAYS** that if upon the expiry of term of office, the number of outgoing Committee Members shall exceed half of the total number of Committee Members, then the Committee shall have absolute power to extend the term of office of the outgoing Committee Members to another term of one General Assembly and determine which of the outgoing Committee Members shall be eligible for an extended term of office.

(ii) the immediate past-Chairman of the Committee, who shall be called 'Chairman d'Honneur', with full voting rights but not eligible to serve as Chairman of the Committee for the new extended term. Election shall be made as far as possible with due regard to geographical, national and territorial distribution of members of the Committee but one Committee Member shall always be ordinarily resident in Singapore.

- (b) The Members of the Committee shall elect from among themselves a Chairman and a Vice- Chairman who shall be the Chairman and Vice- Chairman, respectively, of the Centre and of the Committee as from the conclusion of the General Assembly at which they are so elected, excluding, however, any adjournment thereof, and shall hold office until the next following General Assembly when they shall retire from their respective offices but the Chairman and the Vice-Chairman shall be eligible if otherwise qualified for re-election at the end of such term of office. If the office of Chairman or Vice-Chairman shall be vacated for any reason the office so vacated may be filled by a Committee Member so appointed to the vacant office by the Committee and such Committee Member so appointed shall hold office until the next following General Assembly after the date of his appointment when he shall retire from office but shall be eligible if otherwise qualified for re-election.
- (c) The Centre may from time to time by an Ordinary Resolution passed at a General Meeting increase or reduce the number of Committee Members.

42. The First Committee Members shall be:  
(a) Y.V. Lakshmana Rao  
(b) Roy O. Daniel

They shall at their first meeting after incorporation of the Centre appoint amongst themselves the Chairman and the of the first General Assembly and any adjournment thereof.

43. (a) The Committee shall hold a meeting at least twice a year convened by the Secretary General, on the advice of the committee by six weeks notice in writing prior to each meeting and shall meet together from time to time on fourteen days prior notice given by the Secretary General or his Deputy or Assistant following a request in writing by any three Committee Members for discussing urgent business. One-half or more of the total membership of the Committee present in person shall be a quorum.
- (b) A Resolution in writing signed by all the Committee Members shall be as valid and effectual as if it had been passed at a meeting of Committee Members duly called and constituted.
- (c) If at any meeting of the Committee neither the Chairman nor a Vice-Chairman is present within fifteen minutes of the time appointed for holding the same, the Committee Members present shall choose one of the Committee Members present to be Chairman of the meeting.

44. (a) A Committee Member who is in any way, whether proposed contract with the Centre shall declare the nature of his interest at a meeting of the Committee as required by law.
- (b) Unless the nature of his interest has been declared as by paragraph (a) of this Article provided, a Committee Member shall not vote in respect of any contract or arrangement in which he is interested and if he shall do so his vote shall not be counted nor shall he be counted in the quorum present at the meeting of the Committee but neither of these prohibitions shall apply to any contract or arrangement with any other company in which he is interested only as an officer of the company or as holder of shares or other securities in that company, provided always that these prohibitions may at any time be suspended or relaxed to any extent either generally or in respect of any particular contract or arrangement by the Centre by Ordinary Resolution passed at a General Meeting.
45. The continuing Committee may act at any time notwithstanding any vacancy in its body, provided always that, if the number of the Committee Members shall at any time be reduced to less than six, it shall be lawful for the continuing Committee Member to act for the purpose of filling up vacancies in the body or for summoning a General Meeting of the Centre notwithstanding that there shall not be a quorum but not for any other purpose.
46. Decisions at any meeting of the Committee shall be unanimous so far as practicable but otherwise to be decided by a majority of votes of Committee Members present in person and in the case of an equality of votes the Chairman of the meeting shall have a second or casting vote. The Secretary General or his Deputy or Assistant shall attend the meetings of the Committee but shall not have the right to vote.
47. (a) The Committee shall have power at any time, and from time to time, to appoint any member of the Centre to be a Committee Member to fill a casual vacancy. Any Committee Member so appointed shall hold office only until the next following General Assembly.
- (b) The Committee shall have power at any time, and from time to time, to co-opt any one member of the Centre to be a Committee Member and any Committee Member so co-opted shall hold office only until the next following General Assembly.
48. **The powers and duties of the Committee are as follows:**
- (a) To appoint a Secretary General and his Deputy or Assistant and such other officers on such terms as they may deem fit to comprise the secretariat of the Centre and supervise over the work of such a secretariat.
- (b) To direct the affairs of the Centre in accordance with the policies set down at General Meetings.

(c) To discuss and decide on the budget and control the use of the funds of the Centre in such manner as they may deem necessary for carrying out the objects for which the Centre is formed. Provided that they can only make their decisions within the framework of the budget approved by the General Assembly.

(d) From time to time at their discretion to raise or borrow any sum or sums of money for the purposes of the Centre in such manner and to give such security as is mentioned in the Memorandum of Association.

(e) To conclude in the name of the Centre agreements with financial supporters of the Centre.

(f) To submit reports for discussion by the General Assembly.

(g) To receive and consider the reports of the subcommittees and/or of advisory groups.

(h) To exercise all such powers and do such things as may be exercised or done by the Centre as are not by law or by these Articles required to be exercised or done by the Centre in General Meetings but subject nevertheless to the provisions of the Act, of the Memorandum of Association, of these Articles and of any regulations made from time to time by the Centre in General Meeting or the Committee not being inconsistent with such provisions, but no regulation so made by the Centre in General Meeting shall invalidate any prior act of the Committee which would be valid if regulation had not been made.

(i) To make, alter or repeal from time to time and at any time all such regulations as they may deem necessary or expedient or convenient for the proper conduct and management of the Centre provided always that such regulations shall not be inconsistent with the provisions of the Act, of the Memorandum of Association, of these Articles and any regulations made by the Centre in General Meeting.

49.

(a) The Centre shall have such number of sub-committees and/or advisory groups as it shall deem necessary according to the needs of the Centre.

(b) The Committee shall be vested with the power to set up the sub-committees and/or advisory groups from time to time.

(c) The terms of appointment of the sub-committees and/or advisory groups and their terms of reference shall be determined by the Committee.

(d) The sub-committees and/or advisory groups shall discharge their functions in accordance with the guidance of the Committee and shall make regular reports to the Committee.

50.

(a) Membership of the Committee is individual and personal.

(b) Subject to the preceding paragraph (a) the Committee may, in any matter or at any time as may seem expedient, delegate its powers, authority or discretions or any of them to a sub-committee of Committee Members, or to any Committee Member. Such sub-committee or Committee as the case may be shall, in the exercise of the powers so delegated, conform to any regulations or directions previously adopted or given by the Committee. Any act so done by a Committee Member or subcommittee of Committee Members in pursuance of such authority shall be deemed to have been done with the concurrence and approval of all the Committee Members.

(c) Subject to the abovementioned paragraph (a) the Committee may from time to time and at any time by power of attorney appoint any company, firm or persons or body of persons whether nominated directly or indirectly by the Committee, to be the Attorney of the Centre for such purposes and with such powers, authorities and discretions (not ) exceeding those vested in or exercisable by the Committee under these Articles) and for such period and subject to such conditions as they may think fit and any such powers of Attorney may contain such provisions for the protection and convenience of persons dealing with any such Attorney as the Committee may think fit and may also authorise any such Attorney to delegate all or any of the powers, authorities and discretions vested in him.

#### **DISQUALIFICATION OF COMMITTEE MEMBERS**

51.

The office of a Committee Member shall ipso facto be vacated:

(a) If he becomes bankrupt or makes any arrangement or composition with his creditors generally;

(b) If he ceases to be or is suspended as a Member of the Centre, or

(c) If by notice in writing to the Centre he resigns his office, or

(d) If he becomes prohibited or disqualified from being a Member of the Committee under any of the provisions of the Act, or

(e) If he 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, or

(f) If he is removed from office by a resolution passed at a General Meeting of the Centre.

(g) If he absent for more than two consecutive meetings without the consent of the Committee.

52.

A Committee Member shall be a member of the Centre and he shall be a natural person. A retiring Committee Member shall not be eligible for immediate re-election except as provided in Article 41(a)(i).

53. Unless otherwise determined by the Centre in a General Meeting, the following shall be the procedure for the election of the Committee and the Chairman and the Vice- Chairman of the Foundation at each General Assembly:

(a) Not less than two months before a General Assembly nomination papers in a form approved by the Committee shall be circulated to all Members of the Centre.

respect of whom nominations and consents have been received in respect of such offices in terms of paragraph (a) and (b) of this Article.

#### **THE SECRETARY GENERAL AND SECRETARIAT**

54. The Committee may from time to time appoint a Secretary General on such terms as may be mutually agreed upon and may from time to time (subject to the provisions of any contract between him and the Centre) remove or dismiss him from office and appoint another in his place. The Secretary General shall also be the Secretary of the Centre and shall perform all duties required by law to be performed by the Secretary of a Company and shall attend all General Meetings and General Assemblies of the Centre and meetings of the sub-committees and/or advisory groups but shall have no right to vote at the General Meetings of the Centre or at meetings of the Committee, sub-committees and/or advisory groups unless he is a member thereof.

55. The Committee may appoint a Deputy or Assistant Secretary and such other officers to carry out such functions as may be assigned to him or them by the Committee and in the event of the position of the Secretary General being vacant for any reason or the Secretary General being unable to fulfill his duties for any reason the Deputy or Assistant Secretary shall at the request of the Committee be responsible for carrying out all the duties and obligations of the Secretary General and of the Deputy or Assistant Secretary of the Centre.

56. The Secretary General, Deputy or Assistant Secretary and other officers appointed as aforesaid shall administer the Secretariat of the Centre (the decision of the Secretary General to prevail in the event of any disagreement) which shall be situated at the Office of the Centre. The Secretary General shall:

(a) have power to appoint/dismiss secretariat staff (subject to any directions the Committee or, between Committee Members' Meetings, the Chairman may give) as may be found necessary for the conduct of the affairs of the Centre, and subject to the provisions of the Memorandum of Association, these Articles, and the Regulations thereunder and any directions from the Committee to fix the salaries and other remuneration of their services and to dismiss them and generally act as the administrative officers of the Foundation and the Committee.

(b) be responsible for maintaining the Register of Members, a list containing full particulars of all Committee Members, sub-committees and/or advisory groups.

(c) convene meetings as provided in the Articles herein and be responsible for ensuring that proper minutes are made in books to be provided for the purpose of all appointments of officers made by the Committee, of the proceedings of all meetings of Committee Members and Sub-Committees of Committee Members and of the attendances thereat and of the proceedings of all General Meetings, and of business transacted, resolutions passed and orders made at such meetings, and any such minute of such meeting, if purported to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting of the Centre or Committee or Sub-Committees of Committee Members as the case may be, shall be sufficient evidence without any further proof of the facts therein stated.

(d) Subject to the Memorandum of Association and to the limits of budget and other directions from time to time fixed or given by the Committee enter into agreements on behalf of the Centre including the purchase and sale of all property materials and equipment, the taking and surrender of leases of office and other premises and other matters within the normal scope of the business of the Centre.

(e) Keep full and proper accounts, open and operate such bank accounts as shall be deemed necessary and sign all cheques in connection thereto in accordance with the Committee's directions.

(f) Be responsible to the Committee for the management and administration of the Centre including its day to day operations and its staff.

(g) Make regular reports to Members of the Centre about the work of the Centre and circulate to them all publications of the Centre.

(h) Report to the Committee every month on current work and planned projects.

(i) Attend all General Meetings and General Assemblies of the Centre and meetings of the Committee sub-committees and/or advisory groups but without the right to vote.

57.

Notwithstanding the preceding Articles the Committee shall be empowered to enter into agreement with another organization by which this organization may be entitled to nominate one member of the Secretariat and by which Article 56 may be modified as deemed necessary.

## **SEAL**

58. (a) Committee shall provide for the safe custody of the Seal of the Centre which shall only be used by the authority of the Committee or a subcommittee of the Committee Members authorized by the Committee in that behalf and every instrument to which the Seal shall be affixed, shall be signed by a Committee Member and shall be counter-signed by the Secretary General or by a second Committee Member or by some other person appointed by the Committee for the purpose.
- (b) The Centre may exercise the powers conferred by the Act with regard to having an official seal for use abroad and such powers shall be vested in the Committee.

## **CHEQUES**

59. All cheques drawn on the Centre's banking account or accounts and all others for payment, promissory notes and other negotiable instruments made or issued by the Centre and all other contracts and instruments entered into by the Centre shall be signed by such person or persons as the Committee may decide from time to time.

## **ACCOUNTS**

60. The Secretariat shall cause true accounts to be kept:
- (a) of the sums of money received and expended by the Centre and the matter in respect of which such receipt and expenditure take place.
- (b) of the assets and liabilities of the Centre; and (c) of all other matters necessary for showing the true state and conditions of the Centre.
61. The books of account shall be kept at the Office.
62. The Secretariat shall from time to time determine at what times and places the accounts and books of the Centre or any of them may be open to the inspection of Members and no Member save and except Committee Members shall have any right of inspecting any account or book or document of the Centre except as conferred by the Act or by these Articles or as authorised by the Committee or by a resolution of the Centre in General Meeting.
63. At the Annual General Meeting the Committee shall lay before the Members an income and expenditure account and a balance sheet containing a summary of the assets and liabilities of the Centre made up to a date not more than six months before the meeting and from the time when the last preceding accounts and balance sheet were made up.
64. (a) Every such account and balance sheet shall be accompanied by a report of the Committee to the state and condition of the Centre and the account report and balance sheet shall be signed by the Chairman or a Vice-Chairman, and at least one other Member of the Committee.



(b) A copy of such report shall be sent to each Member not less than fourteen days before the Annual General Meeting.

## **AUDIT**

65. Once at least in every year the accounts of the Centre shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more approved auditors. The Centre at each Annual General Meeting shall appoint an auditor or auditors to hold office until the next Annual General Meeting and their duties shall be regulated by the Act.

66. Every account and balance sheet of the Centre when audited and approved by an Annual General Meeting, shall be conclusive except as regards any error discovered therein within three months next after the approval thereof. Whenever any such error is discovered within that period, the account and balance sheet shall forthwith be corrected and thenceforth shall be conclusive.

## **NOTICES**

67. A notice shall be given by the Centre to any Member, either personally or by sending it by post to him at his registered address or to the address, if any, supplied by him to the Centre for the giving of notice, to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and to have been effected at the expiration of forty-eight hours after which the letter shall have been posted.

68. Any notice or document sent by post to or left at the registered address or other address of any Member, in pursuance of these Articles, shall, notwithstanding such Member, be then deceased or bankrupt whether or not the Centre has notice of such deceased or bankruptcy 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).

69. Notice of every General Meeting shall be given in any manner herein-before authorised to:  
(a) Every Member; and  
(b) The auditors for the time being of the Centre.  
No other person shall be entitled to receive notices of General Meetings.

70. Any notice or other document which pursuant to these presents is required to be served by any Member, on the Centre or on the Secretary General or any other officer of the Centre, may be served by leaving the same at the Office or by sending the same through the post in a prepaid envelope addressed to the Centre or to the Secretary General or other officer of the Centre, as the case may be, at the Office.

## **WINDING UP**

71. The Centre may be dissolved upon a resolution passed at an Extraordinary General Meeting by a three-quarters majority of Members present in person or by authorized proxy or upon the written up vote of not less than threequarters of the Members of the Centre. In either event the motion to dissolve must be moved by the Committee and not less than one month's notice thereof shall be given to Members.
72. If the Centre shall be wound up the provisions contained in Clause 9 of the Memorandum of Association shall be performed and have effect in all respects as if the same were repeated. The institutions referred to in Clause 9 shall be institutions registered in Singapore under the Charities Act.
73. Notice of the winding up of the Centre shall be given within 7 days of the winding up to the Commissioner of Charities.
74. addition, alteration or amendment shall be made to or in the Memorandum and Articles of Association unless it is approved by a Special Resolution and it shall not come into force without the prior sanction of the Commissioner of Charities.

## **CONSTITUTION**

75. (a) The provision of these Articles shall be binding upon all the Members for the time being of the Centre but if any provision herein contained shall be in conflict with the laws of a country in which a member is resident, then the Committee may, in their absolute discretions and to the extent permitted by them, relax the observance of any one or more of the provisions of these Articles by such Member PROVIDED THAT nothing in this Article contained shall be taken to empower the Committee to permit the commission or omission of any act, matter or thing whatsoever, as is contrary to the laws of Singapore or cause the Member to commit or omit to do any act, matter or things whatsoever, as is contrary to the laws of his country but in case of conflict the laws of Singapore shall prevail.
- (b) As the Memorandum of Association and these Articles of Association and any regulations thereunder may be translated into languages other than English, for the avoidance of doubt, it is hereby declared that for the interpretation of any of the provisions of the Memorandum of Association and these Articles of Association and any regulations thereunder the English text shall prevail.

## **INDEMNITY**

76. Every Committee Member or other officer of the Centre shall be entitled to be indemnified out of the assets of the Centre against all losses or liabilities (including any such liability as is mentioned in the Act) which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto and no such Committee Member or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Centre in the execution of the duties of his office or in relation thereto, but this Article shall only have effect in so far as its provisions are not avoided by the Act.