

CONSTITUTION OF THE AMERICAN CLUB

(Approved by Registry of Societies – 2005)

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THE AMERICAN CLUB CONSTITUTION

1. NAME AND OBJECTIVES

(a) Name. This and the following provisions shall comprise the Constitution of that certain registered society organized under the laws of the Republic of Singapore and operated under the name "The American Club", which is referred to in this Constitution as "the Club". This Constitution replaces in their entirety the Articles of Association of the Club in effect on January 1, 1998.

(b) Objectives. The objectives of the Club are:

- (i) To manage, conduct and carry on the business of a club;
- (ii) To provide social and recreational facilities for the comfort and convenience of Members and guests;
- (iii) To serve as the center of activity for the American and Canadian communities in Singapore;
- (iv) To raise or borrow money to meet any liabilities or expenditures which may, at any time, be incurred in putting into effect all or any of the objectives stated in this Article 1(b) and to secure repayment of such money by granting mortgages or charges over all or any of the property for the time being of the Club or in such other manner as may be deemed necessary; and
- (v) To invest the monies of the Club not immediately required in such manner as may from time to time be determined and generally do all such other things as are incidental or conducive to the attainment of the objectives stated in this Article 1(b).

2. MEMBERSHIP

(a) Categories. There shall be the following categories of memberships of the Club:

- | | |
|-----------------|-----------------|
| (i) Ordinary | (vi) Diplomatic |
| (ii) Service | (vii) Visiting |
| (iii) Associate | (viii) Term |
| (iv) Life | (ix) Restricted |
| (v) Corporate | |

(b) Definition of "Member". The term "Member", when used in this Constitution, shall refer to any natural person who or, in the case of Corporate Members, any corporation or partnership which, (i) has signed the application form for membership and has been proposed as a candidate and elected as a Member in accordance with Article 16, and (ii) has not resigned or terminated his or her membership and has not been expelled or otherwise removed from membership. References to his or her membership or to Members as he or she or him or her in this Constitution shall, unless the context otherwise implies, include Corporate Members.

(c) Election. Election to membership shall be only by vote of the General Committee. The General Committee may in its discretion approve or disapprove any application for membership without assigning a reason therefor.

3. ORDINARY MEMBERS

(a) Eligibility. The following shall be eligible for election as Ordinary Members:

- (i) American or Canadian citizens at least twenty-one (21) years of age who either (A) reside in the Republic of Singapore or (B) reside within a radius of forty (40) kilometers of the Republic of Singapore and whose principal place of business is in the Republic of Singapore; and
- (ii) Persons who were employed on a full time basis by American firms and were elected to Ordinary Membership on or before January 31, 1972 and who elect to reinstate their Ordinary Membership.

(b) Privileges. Ordinary Members shall be entitled to:

- (i) use the facilities of the Club in accordance with this Constitution and the Bylaws;
- (ii) receive notices of General Meetings;
- (iii) vote at General Meetings;
- (iv) share in the distribution of assets of the Club; and
- (v) apply for Absent Status in accordance with the Bylaws.

(c) Use of Term "Ordinary Member". The term "Ordinary Members" when used in this Constitution shall, unless the context requires otherwise, exclude Ordinary Members on Absent Status.

4. SERVICE MEMBERS

(a) Eligibility. The following shall be eligible for election as Service Members:

- (i) American or Canadian military personnel on active duty and

stationed in Singapore, and

- (ii) American or Canadian citizens employed on a full-time basis by charitable, educational, religious or American or Canadian governmental organizations recognized as such by the General Committee.

(b) Limitation. No application for Service Membership shall be approved at any time when the total number of Service Members is ten percent (10%) or more of the total number of Ordinary Members.

(c) Privileges. Service Members shall have the same privileges as Ordinary Members. Service Members shall be eligible to apply for Absent Status with the provision that the returning Absent Member meets the criteria for the Service Membership Category.

(d) Entrance Fee. The Entrance Fee payable by a Service Member shall be fifty percent (50%) of the then-prevailing Entrance Fee payable by an Ordinary Member.

5. ASSOCIATE MEMBERS

(a) Eligibility, Limitation. Any person who is not eligible for Ordinary Membership and who is over 21 years of age and who either (i) resides in the Republic of Singapore or (ii) resides within a radius of forty (40) kilometers of the Republic of Singapore and whose principal place of business is in the Republic of Singapore shall be eligible for election as an Associate Member. No application for Associate Membership may be approved unless the total number of Ordinary Members (excluding Ordinary Members on Absent Status) exceeds the number of Associate Members at the time.

(b) Privileges. (i) Associate Members shall enjoy the same privileges as Ordinary Members, provided that Associate Members shall not:

- (A) be entitled to notice of or to vote at any General Meeting of the Club; nor
- (B) be entitled to share in the ownership of the property and assets of the Club.

(ii) Associate Members shall not be liable in any way for any debts due and owing by the Club.

6. LIFE MEMBERS

(a) Classes. There shall be three classes of Life Members: Honorary Life Members, Ordinary Life Members and Associate Life Members.

(b) Honorary Life Members. Any Member may be elected an Honorary

Life Member by majority approval of a resolution at a General Meeting which spells out extraordinary contributions such Member has made to the Club. In addition, each past President of the Club having served at least twelve (12) months in such office shall, upon completion of his or her term of office or upon resignation from such office due to transfer from Singapore, become an Honorary Life Member. Honorary Life Members shall enjoy all privileges of Ordinary Members.

(c) Ordinary Life Members. The General Committee may at its discretion elect as an Ordinary Life Member any person who has been an Ordinary Member for at least two (2) years on payment by him or her of an Ordinary Life Conversion Fee. The Ordinary Life Conversion Fee shall be an amount determined from time to time by the General Committee. Ordinary Life Members shall enjoy the same privileges as Ordinary Members.

(d) Associate Life Members. The General Committee may at its discretion elect as an Associate Life Member any person who has been an Associate Member for at least two (2) years on payment by him or her of an Associate Life Conversion Fee. The Associate Life Conversion Fee shall be an amount determined from time to time by the General Committee. Associate Life Members shall enjoy the same privileges as Associate Members.

(e) Dues. Life Members shall pay no monthly Dues.

7. CORPORATE MEMBERS

(a) Eligibility. American or Canadian corporations or partnerships incorporated, registered or represented in Singapore (as defined by the General Committee) shall be eligible to apply for Corporate Membership.

(b) Corporate Nominees. Corporate Members shall be entitled to nominate individuals employed by their organizations who shall, upon their acceptance by the General Committee be entitled to use the facilities of the Club in accordance with this Constitution and the Bylaws. Such employees who have been nominated by a Corporate Member and accepted by the General Committee are referred to in this Constitution as "Corporate Nominees."

(c) Classes. There shall be three (3) classes of Corporate Members. Class A Corporate Members shall be entitled to nominate three (3) Corporate Nominees; Class B Corporate Members shall be entitled to nominate two (2) Corporate Nominees and Class C Corporate Members shall be entitled to nominate one (1) Corporate Nominee. A Corporate Member may replace its Corporate Nominee(s) in accordance with the procedure and conditions set forth in this Constitution and the Bylaws.

(d) Voting. Each Corporate Member shall be entitled to one (1) vote at each General Meeting, regardless of which class of Corporate Membership it holds. Each Corporate Member shall designate one (1) Corporate Nominee who shall be the Designated Voting Nominee and who shall be entitled to vote on behalf of the

Corporate Member at General Meetings in accordance with procedures established in this Constitution and the Bylaws.

(e) Limitation. All nominees of Corporate Members shall be subject to acceptance by the General Committee which shall be entitled to reject any such nomination. The election of Corporate Members and the acceptance of Corporate Nominees shall be entirely at the discretion of the General Committee which will have the right to fix such limits as it thinks fit on the number of Corporate Members and on the number of Corporate Nominees of any nationality.

(f) Fees and Dues. Upon the acceptance by the General Committee of each Corporate Nominee, the Corporate Member shall pay, or cause the Corporate Nominee to pay, a registration fee as determined from time to time by the General Committee. The monthly Dues of each Corporate Nominee shall be equal to the Dues charged to Associate Members from time to time. Corporate Members shall be liable for payment of all Dues, registration fees and all other sums due on the accounts of their Corporate Nominees with the Club.

(g) Restrictions. Corporate Membership is not transferable and fees paid for such membership are not refundable. Corporate Nominees shall not be eligible to apply for Absent Status.

8. DIPLOMATIC MEMBERS

(a) Eligibility. The General Committee may at its discretion invite the following persons to become Diplomatic Members: (i) the President and Prime Minister of the Republic of Singapore, (ii) the Ambassador of the United States and the High Commissioner of Canada to the Republic of Singapore, (iii) the senior ranking officer, if any, of each of the United States and Canadian military forces on active duty and stationed in Singapore and (iv) the permanent heads of diplomatic missions stationed in the Republic of Singapore.

(b) Privileges. Diplomatic Members shall pay no Dues or Entrance Fee and shall be entitled to all privileges of an Associate Member of the Club, provided that a Diplomatic Member shall not be eligible for Absent Status or Transferable Status.

9. VISITING MEMBERS

(a) Eligibility. Any person who is nominated by a Member for Visiting Membership and whose residence and principal place of business is outside of Singapore and a forty (40) kilometer radius thereof may, upon acceptance by the General Committee, become a Visiting Member of the Club, except that no person shall within a twelve-month period be a Visiting Member more than three (3) times or for more than ninety (90) days in the aggregate.

(b) Privileges, Restrictions. A Visiting Member shall be entitled to use the facilities of the Club in accordance with this Constitution and the Bylaws. A Visiting Member shall have no voice in the affairs or management of the Club, shall not enter

any competitions (other than competitions expressly declared to be open to Visiting Members) or interclub matches. A Visiting Member shall not be entitled to introduce any guest to the Club except his or her legal spouse and minor children.

(c) Sponsoring Member Responsible. The Member who has sponsored the nomination of a Visiting Member shall sign the Visiting Member's application form and shall be responsible to the Club for any debt to the Club incurred by such Visiting Member and not paid by him or her, including without limitation any Dues, as if the debt were the debt of the sponsoring Member.

(d) Dues. A Visiting Member shall pay such weekly or monthly Dues as the General Committee shall specify.

10. TERM MEMBERS

(a) Eligibility, Election. The General Committee may at its discretion elect as Term Members for periods of one (1), two (2) or three (3) years any person who either (i) resides in the Republic of Singapore, or (ii) resides within a radius of forty (40) kilometers of Singapore and whose principal place of business is in the Republic of Singapore. The General Committee shall from time to time specify the conditions of eligibility for Term Membership and the Entrance Fee payable at the time of election by Term Members.

(b) Privileges, Dues. Each Term Member shall be entitled to enjoy the same privileges, and shall pay the same monthly Dues, as an Associate member, except that a Term Member shall not be eligible to apply for Absent Status or Transferable Status.

11. RESTRICTED MEMBERS

(a) Eligibility, Limitation. The General Committee may at its discretion establish one or more classes of Restricted Membership and determine from time to time the conditions of eligibility for Restricted Membership, the restrictions applicable to classes of Restricted Members and the maximum number of Restricted Members of any class. Admission of Restricted Members shall be at the sole discretion of the General Committee.

(b) Privileges. Restricted Members shall enjoy such privileges and shall pay such fees as shall be determined by the General Committee from time to time.

12. TRANSFERABLE STATUS; ABSENT STATUS

(a) Transferable Status. The General Committee shall from time to time designate the number of Ordinary, Associate and Restricted Memberships which shall be accorded Transferable Status. No other category of Membership shall be eligible for Transferable Status.

(b) Absent Status. Any Ordinary, Associate, Service or Restricted Member

may apply to the General Committee to place his or her membership in Absent Status. The General Committee shall have discretion to approve or disapprove any such application.

(c) Terms and Conditions. The terms and conditions of Transferable Status and Absent Status shall be determined by the General Committee in its discretion from time to time. No Member on Absent Status shall be entitled to receive notice of, or to vote at, General Meetings.

13. SPOUSES AND CHILDREN

(a) Usage. Upon the request of any Member of any category (including for this purpose Corporate Nominees), his or her legal spouse and his or her children under twenty-one (21) years of age shall be entitled to use the facilities of the Club subject to the Constitution and Bylaws. The Member shall be responsible for all actions, liabilities and debts to the Club arising from such use.

(b) Succession. The rights and privileges of a Member are personal to him or her and may not be transferred or shared with another person except as permitted under this Constitution. If, upon the death of any Ordinary, Service, Associate, Life or Term Member: (i) such Member's surviving legal spouse is resident in the Republic of Singapore or within a forty (40) kilometer radius of the Republic of Singapore, and (ii) the deceased Member was not under suspension at the time of his death or her death, such spouse shall be granted the rights and privileges of an Ordinary Membership (if the deceased Member was an Ordinary, Service, Honorary Life or Ordinary Life Member), an Associate Membership (if the deceased Member was an Associate or Associate Life Member) or, if the deceased Member was a Term Member, of the unexpired portion of such Term Membership, except that rights of membership obtained by succession upon the death of a spouse Member are extinguished upon the death of the surviving spouse and, if such spouse shall re-marry, the rights of membership may not be passed upon his or her death to his or her surviving spouse.

14. ADMISSION PROCEDURES

(a) Application. Each application for election as a Member shall be made on a form prescribed from time to time by the General Committee for the purpose and shall be submitted to the Membership Office of the Club.

(b) Posting. Notice of each candidate's name, address, nationality and the category of membership for which application has been made shall be posted on the Club's notice board for at least one (1) month prior to a vote by the General Committee on such application. The completed application form shall be maintained in the Club's offices pending such vote and the particulars of the application shall be recorded in a register maintained for such purpose.

(c) Election. The election of Members shall be only by vote of the General Committee. The General Committee shall vote on each application not less than one

(1) month after the posting of the applicant's particulars on the Club's notice board in accordance with Article 14(b). Two (2) adverse votes shall exclude the candidate from admission.

(d) Notification, Payment. The name and address of each successful candidate shall be entered in the Register of Members and the Club shall notify each successful candidate of his or her election as a Member. The Entrance Fee shall be payable by each successful candidate upon such notification.

(e) Unsuccessful Candidates. Notice shall be given to any candidate who has failed to gain admission to the Club. The Club shall not be required to assign or disclose any reason for the result of the General Committee's vote or disclose the number of votes cast for or against admission of any candidate. A candidate who has been excluded from admission may reapply for membership after a period of six (6) months following the initial vote on his or her application. A candidate who fails to gain election on a second attempt shall not be eligible again to become a candidate.

15. ENTRANCE FEES, DUES, ARREARS, ETC.

(a) Entrance Fees. The Entrance Fees payable by all categories of Members and by all classes of Corporate Member shall be determined by the General Committee from time to time.

(b) Applications for Refund upon Early Resignation. Any Ordinary Member who resigns from the Club by written notice within twelve (12) months after issuance of a temporary membership card may apply for a refund of one half (1/2) of the Entrance Fee which he or she has paid. Grant of any such refund shall be at the discretion of the General Committee.

(c) Dues. The amount of monthly Dues payable by each category of Member shall be decided by General Meetings. Monthly Dues shall be payable in advance on the first day of each month.

(d) Accounts. The account of each Member shall be invoiced monthly and is payable upon receipt. Invoices shall be considered overdue thirty (30) days after invoice date.

(e) Overdue Accounts, Notice and Suspension. The Club may by registered post at any time and without assigning any reason request any Member to pay forthwith any overdue amount of his or her account. If such Member fails to pay such overdue amount within seven (7) days after such notice has been posted to him or her, all of his or her membership privileges shall be suspended until such Member's account is paid in full or for such other period as the General Committee may determine. Such Member shall remain liable for any contribution to the Club or any liabilities of the Club as if his membership had not been suspended.

(f) Overdue Accounts, Posting of Defaulters. The Club may by written notice request any Member whose membership privileges have been suspended to

pay all overdue amounts within seven (7) days. If the Member fails to do so, the Club may notify such Member in writing that unless his or her account is brought up to date within a further period of seven (7) days, such Member's name will be posted on the Club Notice Boards as a Defaulter.

(g) Overdue Accounts, Termination. A Member whose name has been posted as a Defaulter in accordance with Article 15(f) shall be given written notice thereof by the Club by registered post. Such notice shall state a further time period (which shall be not less than fourteen (14) days) after which, if such Member's account has not been brought up to date, the General Committee may terminate such Member's membership and delete such Member's name from the Register of Members. Upon such action by the General Committee, such Member shall cease to be a Member but without prejudice to the right of the Club to recover all monies due by him or her to the Club. The General Committee may, upon application and for good cause shown, reinstate the defaulting Member.

(h) Deposits. The General Committee shall determine what deposits, if any, Members shall be required to maintain.

(i) Continuing Liability. Any person who shall by any means cease to be a Member will nevertheless remain liable for and shall pay to the Club all amounts due to the Club in respect of or in connection with his or her membership at the time he or she ceases to be a Member.

16. GUESTS

(a) Non-residents. Any Member (including for this purpose each Corporate Nominee), other than a Visiting Member, may at any time introduce as a guest to the Club any person who is not resident in Singapore subject to the Bylaws and terms and conditions established from time to time by the General Committee for such purpose.

(b) Residents. A resident of Singapore if accompanied by a Member (including for this purpose a Corporate Nominee) may be introduced as a guest once per month and on special occasions as determined by the General Committee. Any unmarried Member of the Club may bring one (1) guest to the Club without restriction to the number of visits per month.

(c) Reciprocal Clubs. Members in good standing of clubs with which the Club maintains a reciprocal relationship may use the Club while visiting Singapore subject to the Bylaws and terms and conditions established from time to time by the General Committee for such purpose.

(d) Registration, Member's Responsibility. Members introducing guests must personally register their guests in the book maintained for such purpose at the Club's main entrance. A Member introducing a guest to the Club shall be liable for all debts and actions of the guest at the Club.

(e) Restrictions. The General Committee may without assigning any reason withdraw the privileges of the Club from any guest or may declare the Club closed to all guests on any occasion. No Member shall at any time bring to the Club as a guest any person from whom the privileges of the Club have been withdrawn by the General Committee or who has been terminated or expelled in accordance with this Constitution or who has resigned his or her membership at the General Committee's request.

17. GENERAL COMMITTEE

(a) Management of the Club. The Club shall be managed by a General Committee which shall have powers and responsibilities in accordance with Article 18.

(b) Eligibility for the General Committee. All of the members of the General Committee shall be Members (including for this purpose Corporate Nominees) or spouses of Members who either (i) reside in the Republic of Singapore or (ii) reside within a radius of forty (40) kilometers of the Republic of Singapore and whose principal place of business is in the Republic of Singapore. Not less than eight (8) of the elected members of the General Committee shall be Eligible Members (as defined in Article 20(c)) or spouses of Eligible Members. No person shall be eligible to serve as a voting member of the General Committee if his or her spouse is concurrently also serving as a voting member of the General Committee.

(c) Composition of the General Committee. The General Committee shall consist of:

- (i) Twelve (12) elected members;
- (ii) The Presidents of the American Association of Singapore, the American Women's Association and the Canadian Association, or in each case a representative designated by such President and approved by the General Committee, provided that each President or representative who shall serve on the General Committee must be a Member of the Club or the spouse of a Member;

- (iii) The United States Ambassador and the Canadian High Commissioner or, in each case, his or her appointed representative, provided that in each case such persons shall be ex-officio members and shall not have voting rights on the General Committee; and (iv) Additional Members or spouses of Members who may be co-opted by the General Committee, provided that such co-opted members of the General Committee shall not have voting rights on the General Committee.

(d) Procedure at General Committee Meetings. At all General Committee meetings, the President of the Club shall take the chair or in his or her absence, first the Vice President, second, the Secretary, third, the Treasurer, or fourth, a chairman elected by the voting members of the General Committee who are present. The chairman of the meeting shall exercise voting rights only when his or her vote would affect the outcome on any question.

(e) Quorum. Five (5) voting members of the General Committee, the majority of whom must be Ordinary Members or spouses of Ordinary Members who are American or Canadian citizens, shall constitute a quorum.

(f) Vacancies. Any vacancy in the elected members of the General Committee, including the offices of President, Vice President, Secretary or Treasurer, occurring between Annual General Meetings shall be filled by the General Committee. Those persons elected by the General Committee to fill such vacancies shall serve until the next Annual General Meeting. Any and all changes in the office bearers in the General Committee shall be notified to the Registrar of Societies within two weeks of the change.

(g) Absences. Any elected member of the General Committee who is absent from three (3) consecutive meetings without explanation satisfactory to the General Committee shall cease to be a Member thereof.

(h) Conflicts of Interest, Confidentiality. Each member of the General Committee shall, as a condition of his or her membership thereof, sign a statement regarding conflicts of interest and maintenance of confidentiality as to privileged matters in such form as the General Committee shall have adopted.

(i) Minutes. The General Committee shall, within one (1) week after each General Committee meeting, post on the Club's notice board a summary of significant matters discussed and action taken at the meeting, for the information of the Members. The General Committee shall, at each regular meeting, approve, with any appropriate corrections, deletions or additions, the draft minutes of the prior regular meeting. Any Member may, by written request to the Secretary, receive a copy of the approved minutes of a General Committee meeting. The Secretary shall excise from the minutes posted on the Club's notice board or otherwise made available for Member inspection any material which is of a confidential or sensitive

nature or the public disclosure of which would not be in the Club's best interests, including matters pertaining to personnel, matters under negotiation or involving claims, disputes or disciplinary action.

18. POWERS AND RESPONSIBILITIES OF THE GENERAL COMMITTEE

(a) Financial and Administrative Management. The General Committee, in addition to the powers hereinafter specially conferred upon it, shall have the control of the finances of the Club, power to engage, control and dismiss the Club employees and administrative powers as may be necessary for properly carrying out the objectives of the Club in accordance with this Constitution.

(b) Bylaws. The General Committee shall have full power to adopt Bylaws not inconsistent with this Constitution regulating the affairs of the Club and to amend or repeal any and all Bylaws. Such Bylaws so made, amended or repealed shall come into operation at such time as is fixed by the General Committee. The General Committee shall further have full power to decide all questions arising out of or not covered by this Constitution or the Bylaws and such decision shall be final unless and until altered or reversed by resolution approved by a General Meeting. In the event of any conflict between this Constitution and the Bylaws this Constitution shall prevail.

(c) Appointment of General Manager. The General Committee shall appoint such person or persons or firm as the General Committee may think fit to be the General Manager of the Club. The General Manager shall, subject to the supervision and direction of the General Committee, administer and conduct all the affairs of the Club on behalf of the General Committee.

(d) Maintenance of Accounts. The General Committee shall keep the accounts of the Club and shall make up the annual statement of account and Balance Sheet of the Club to the 30th June in each year which shall after audit be printed and circulated to Members in accordance with Article 20(f).

(e) Subcommittees. The General Committee may from time to time establish or dissolve subcommittees of the Club, determine the duties and authority of such subcommittees and establish or modify the Bylaws thereof. The General Committee shall from time to time and at least annually appoint or approve the Members or spouses of Members who shall serve on the Club's subcommittees.

(f) Receipts and Expenditures. The General Committee shall approve and adopt the Club's annual budget. The Treasurer or any other person designated for such purpose by the General Committee (which may include the employee in charge of the Club's financial staff) shall receive all funds received or collected by the Club and will authorize expenditures in accordance with the annual budget. Receipts signed by the Treasurer or any other person designated for such purpose by the General Committee shall be considered official. The General Committee shall designate the bank or banks to which funds received or collected by the Club shall be deposited not later than the following banking day after receipt or collection. The

Treasurer or any other person designated for such purpose by the General Committee shall keep the necessary books of all financial transactions. All checks in excess of an amount established from time to time by the General Committee must be countersigned by the Treasurer, Secretary, Vice President or President.

(g) Borrowing Funds. The General Committee shall have power to raise or borrow funds from any person or company on behalf of the Club, in such amount and upon such terms as the General Committee may think fit. The General Committee may direct the Trustee of the Club (as defined in Article 23(a)) to secure the repayment of such sums by granting a mortgage or charge over all or any of the property or assets for the time being of the Club on such terms as the General Committee shall deem acceptable or in such other manner as the General Committee may approve, and may make such arrangement for repayment as the General Committee shall think fit. No lender dealing with the Trustee and/or the General Committee in good faith shall be put to inquiry as to the propriety of any!! such dealing or be concerned in any way as to the purpose for which such money is being raised or is in fact expended.

(h) Acquiring Property. The General Committee shall have full power from time to time to purchase, take on lease, exchange or otherwise acquire movable or immovable property on behalf of the Club upon such terms as the General Committee may approve, subject to Article 18(j). No vendor or other person dealing with the General Committee in good faith shall be put to inquiry as to the propriety of such transactions.

(i) Disposing of Property. The General Committee shall have full power from time to time to sell, lease, exchange or deal in any other manner with all or any of the property or assets, whether movable or immovable, for the time being belonging to the Club upon such terms and subject to such conditions as the General Committee may think fit, subject to Article 18(j). The General Committee may direct the Trustee to do all such acts and things that may be necessary to carry any such transaction into effect. No person dealing in good faith with the Trustee and/or the General Committee in any such transaction shall be put to any inquiry as to the propriety of the same or be concerned in any way as to the purpose for which any money accruing therefrom is in fact expended.

(j) Limitations. The raising or borrowing of money or the incurring of any capital expenditure by the Club in an amount greater than S\$500,000 for any one project and the sale, lease or exchange of any of the property or assets, whether movable or immovable, for the time being belonging to the Club, whose value is in excess of S\$250,000 shall in each case be subject to the approval of the majority of those Eligible Voters casting votes in person or by absentee ballot at a General Meeting held prior to any commitment. The breaking down of transactions or projects into component parts for the purpose of circumventing the intent of this Article 18(j) shall not be permitted and, if such component parts of a project or transaction, in the aggregate, exceed the relevant thresholds stated in this Article 18(j), they shall not be deemed approved until favorably considered at a General Meeting.

19. NOMINATIONS AND ELECTIONS

(a) Election. Terms of office of members of the General Committee shall be for two (2) years each and shall be staggered, so that the term of office of one-half of the incumbent General Committee members expires in each year. At the first Annual General Meeting following the adoption and approval of this Constitution, twelve members of the General Committee shall be elected; those six (6) candidates receiving the highest number of votes shall be elected to two-year terms and the next six (6) candidates in descending order of total votes received shall be elected for one-year terms. At each successive Annual General Meeting, six (6) persons shall be elected to two-year terms as members of the General Committee, to fill the seats of those members whose terms are then expiring. Election shall be by vote in accordance with these Articles. Those persons who are duly elected shall assume their respective duties and responsibilities in the Club on the first day following the Annual General Meeting.

(b) Nominations. Nominations for the General Committee may be made in either or both of two ways: first, by the Nominating Committee established pursuant to Article 19(c) and second, by written notice submitted to the Secretary in accordance with Article 19(e) and bearing the signatures and membership numbers of any Ordinary Member as proposer and of any two (2) additional Ordinary Members as seconders. No person shall be elected as a Member of the General Committee unless he or she has been nominated in accordance with this Article 19.

(c) Nominating Committee. A Nominating Committee shall be established not later than September 15 in each year to nominate one or more candidates for each position. The Nominating Committee shall consist of:

- (i) past Presidents of the Club who either (i) reside in the Republic of Singapore or (ii) reside within a forty (40) kilometer radius of the Republic of Singapore and whose principal place of business is within the Republic of Singapore;
- (ii) the President of the American Association or his/her designated representative;
- (iii) the President of the American Women's Association or her designated representative;
- (iv) the President of the Canadian Association or his/her designated representative;
- (v) the current President of the Club; and
- (vi) six members who shall be chosen by lot by the Secretary or his or her representative from among volunteers, and who shall include (A) four (4) Eligible Members who are not currently members of the General Committee (one (1) of whom shall be

elected as chairman of the Nominating Committee) and (B) two (2) Members of any category (including for this purpose Corporate Nominees) who are not currently members of the General Committee; if an insufficient number of volunteers exists for either category (A) or (B), those persons in such category who have volunteered shall serve on the Nominating Committee and the remaining seats for such category shall be vacant.

(d) Submission of Nominations. All nominations whether submitted by the Nominating Committee or by Ordinary Members in accordance with Article 19(b) must be submitted to the Secretary in writing not less than twenty-five (25) clear days before the General Meeting. The Secretary shall cause the list of nominated candidates to be posted on the notice board of the Club at least twenty-one (21) clear days before the General Meeting and sent to each Eligible Member together with the official notice of the Annual General Meeting.

(e) Election of Officers. The General Committee shall annually elect from among its members four officers - a President, a Vice President, a Secretary and a Treasurer. Election of officers shall take place at a meeting of the General Committee held in April each year. Each officer shall be an Ordinary Member or the spouse of an Ordinary Member who has been elected to the General Committee by a General Meeting or who has been elected by the General Committee to fill a vacancy in a voting position on the General Committee. Each person so elected an officer of the Club shall, immediately upon election, assume such office and hold such position for a term expiring upon the earlier to occur of (i) the date he or she ceases to be a member of the General Committee, or (ii) the date in April of the following year when the General Committee shall elect new Club officers. If for any reason any vacancy arises in any of such positions between annual elections, whether by resignation of an incumbent or because an incumbent has ceased to be eligible to hold such office as provided herein, such vacancy shall be filled by the General Committee by election from among its members and the person elected to fill such vacancy shall serve in such position until the next annual election of officers, provided he or she remains a member of the General committee.

(f) Term Limitation. No President shall be elected to more than two (2) consecutive terms unless he or she is re-elected by at least two-thirds (2/3) of the members of the General Committee voting by secret ballot. The incumbent President shall not participate in such vote.

(g) Transition. The President, Vice President, Secretary and Treasurer holding office at the time of the first Annual General Meeting following enactment of this Constitution shall continue their terms of office until the election of their successors in such positions; as soon as feasible following such Annual General Meeting, the newly elected General Committee shall convene a meeting at which it shall elect by majority vote from among its members a President, a Vice President, Secretary and Treasurer. Each of the officers so elected shall assume office upon election and, provided he or she remains a member of the General Committee, shall

serve in such positions until the following April, when the General Committee shall elect or re-elect from among its members a President, Vice President, Secretary and Treasurer. Thereafter, the General Committee shall meet each April and elect successors thereto.

(h) Vacancies. In the event any person elected by the members to a voting seat on The General Committee shall fail to complete his or her term of office due to death, resignation or because such person fails to continue to be eligible to serve on the General Committee, the vacancy so arising on the General Committee shall be filled by majority vote of the remaining members of the General Committee in attendance and participating in the General Committee meeting at which such matter is discussed. In the event the General Committee member failing to complete his or her term of office is a current officer of the Club, the vacancy arising in such office will likewise be filled by majority vote of the remaining members of the General Committee in attendance and participating in the General Committee meeting at which such matter is discussed.

20. GENERAL MEETINGS

(a) Annual General Meetings. The Annual General Meeting of the Club shall be held on the second Wednesday in November each year, at such time and place as the General Committee shall determine, for the following purposes:

- (i) To receive the Annual Report and approve the accounts for the preceding financial year;
- (ii) To elect members of the General Committee;
- (iii) To appoint Auditors for the ensuing financial year; and
- (iv) To transact any other business.

(b) Extraordinary General Meetings. The General Committee may call an Extraordinary General Meeting whenever it determines that any question of urgent importance has arisen and shall be bound to do so on receiving a petition signed by twenty-five percent (25%) of Ordinary Members (excluding Ordinary Members on Absent Status). The General Committee shall cause the General Manager, upon request of any Member, to inform such Member of the total number of Ordinary Members at such time (excluding Ordinary Members on Absent Status).

(c) Eligible Members. The following persons shall be eligible to receive notice of General Meetings of the Club and are referred to in this Constitution as Eligible Members: (1) any Ordinary Member, (2) any Service Member, (3) the Designated Voting Nominee of any Corporate Member, (4) any Honorary Life Member and (5) any Ordinary Life Member, provided that no Member who is on Absent Status at the time the notice of the General Meeting is distributed shall be an Eligible Member for the purposes of such General Meeting.

(d) Eligible Voters. Those persons who shall be eligible to cast votes at a General Meeting of the Club and are referred to in this Constitution as Eligible Voters shall consist of Eligible Members, provided that if an Eligible Member does not cast a vote in person or by absentee ballot, the spouse of such Eligible Member shall be an Eligible Voter at such General Meeting and may vote in person or by absentee ballot.

(e) Attendance. Any Member of the Club (including for this purpose any Corporate Nominee) and any spouse of a Member shall be permitted to attend General Meetings. The General Committee may, at its discretion, invite others to attend any General Meeting.

(f) Distribution of Audited Accounts and Annual Report. Not less than forty (40) clear days before each Annual General Meeting, the General Committee shall cause a copy of the Annual Report and audited accounts of the Club for the fiscal year then ended to be sent by post to each Member (other than Members on Absent Status) at the address of such Member noted in the Club's membership records.

(g) Official Notice of General Meeting. Not less than fourteen (14) clear days before the date each General Meeting is scheduled to be held, the General Committee shall cause an official notice of such General Meeting to be posted on the Club's notice board and sent by post to each Eligible Member at the address of such Member noted in the Club's membership records. The official notice shall include the date, time and place of the General Meeting, the text of any resolutions which have been duly proposed for consideration at the General Meeting and an absentee ballot prepared in accordance with this Article 20. In the case of an Annual General Meeting, the official notice shall also include a list of all candidates who have been duly nominated for the General Committee.

(h) Statements by Candidates. Any candidate duly nominated for the General Committee may not less than twenty-one (21) clear days before the Annual General Meeting submit to the Secretary a statement not exceeding two hundred (200) words in length for inclusion in the official notice of the Annual General Meeting. The Secretary shall include all such statements received in the official notice of the General Meeting and shall have the right to edit such statements to ensure that they are in good taste and are not unlawful or defamatory.

(i) Voting, Absentee Ballots. Eligible Members may vote in person at the General Meeting or by absentee ballot in the form distributed with the official notice of the General Meeting.

(j) Form of Absentee Ballot. The absentee ballot shall list all candidates for each office for which an election is to be held and the text of each resolution which has been duly submitted for consideration at the General Meeting and shall provide spaces in which the Eligible Voter may mark a vote "For" any candidate or "For", "Against" or "Abstain" on any resolution. The form of absentee ballot shall include the text of Article 20(k) as an instruction to the voters.

(k) Absentee Ballot Voting Procedure. To be valid, an absentee ballot must (i) be returned in the envelope provided, which must bear the signature and membership number of the Eligible Voter and (ii) clearly indicate the Eligible Voter's vote or abstention on each resolution presented. Eligible Voters may vote for as many candidates for election as they wish provided they may not vote for more than one(1) candidate for each seat on the General Committee to be filled at the Annual General Meeting. To be valid, an absentee ballot must be delivered to the Secretary, in care of the office of the General Manager, not less than twenty-four (24) hours before the date and time the General Meeting is to be held. Absentee ballots may be delivered to the Club Secretary in person or by post, as specified in the official notice of the General Meeting. The responsibility for ensuring that the absentee ballot is duly received in the office of the General Manager within the time allowed by this Constitution shall rest entirely with the Member. No absentee ballot which does not comply with these requirements shall be counted in the voting for the General Meeting.

(l) Resolutions for Consideration at a General Meeting. Any Eligible Member may propose or second resolutions for consideration at a General Meeting. All such resolutions must be in writing and must bear the signature and Club Membership Number of at least one (1) Eligible Member proposing and at least one (1) Eligible Member seconding the resolution and must be delivered to the Secretary (in care of the General Manager's office) not less than twenty-one (21) clear days before the scheduled date of the General Meeting. The Secretary shall cause the text of each resolution which has been duly submitted to be included in the official notice of the General Meeting. No resolution which has not been included in the official notice shall be considered at the General Meeting except (i) procedural resolutions relating to the conduct of the General Meeting, such as resolutions to adjourn, and (ii) resolutions to amend the text of proposed resolutions which have been included in the official notice, provided such amendments are to clarify or correct the text of such proposed resolutions and do not materially alter the intent or meaning of the proposed resolution.

(m) Meeting Procedure. At all General Meetings, the President of the Club shall take the chair or, in his or her absence, first the Vice President, second the Secretary, third the Treasurer or fourth, a chairman elected by the Committee. The chairman of the meeting shall exercise voting rights only when his or her vote would affect the outcome of any question. The chairman shall appoint a Parliamentarian for the General Meeting, who may be the Secretary or any other Eligible Voter present. The meeting shall be conducted in accordance with this Constitution and, where not inconsistent with this Constitution, in accordance with the most recent edition of Robert's Rules of Order available at such meeting. The Parliamentarian may, at his or her discretion, consult with the Club's legal counsel in connection with any question of procedure at a General Meeting and the ruling of the Parliamentarian on all such matters shall be final and binding.

(n) Quorum. An aggregate of at least one hundred (100) Eligible Voters must either be present in person or have duly submitted valid absentee ballots to constitute a quorum for any General Meeting. If within half an hour from the time

appointed for any meeting a quorum is not present, the meeting, if convened by the requisition of Members, shall be dissolved and may not be reconvened unless the requirements of this Article 20 (including Articles 20(b) and 20(g) are again satisfied. In any other case the Eligible Voters present shall constitute a quorum and may proceed with the General Meeting but they will have no power to amend the Constitution. Spouses of Eligible Members who are present at the General Meeting in person or who have duly submitted valid absentee ballots shall be counted in determining the presence of a quorum unless the Eligible Member himself or herself is present or has duly submitted a valid absentee ballot.

(o) Rules of Voting. Eligible Voters may vote at a General Meeting in person or by absentee ballot duly submitted in accordance with this Constitution. Whether by absentee ballot or in person, only one (1) vote per Eligible Membership can be cast. If both Member and spouse are in attendance or both submit absentee ballots, the Member's vote will be the official vote and the spouse's vote shall not be counted. All voting by persons present at a General Meeting shall be by show of hands.

(p) Adoption of Resolutions. Resolutions described in clauses (i) and (ii) of Article 20(l) which were not included on the absentee ballot for such meeting shall be decided by a majority vote of those Eligible Voters present at such General Meeting. Resolutions included on the absentee ballot for a General Meeting (other than proposed amendments to this Constitution) shall be decided by a majority vote of all valid absentee ballots cast and all votes cast in person at the General Meeting. Amendments to this Constitution shall be approved only in accordance with Article 21. Any resolution so approved at a General Meeting shall not require confirmation at any further General Meeting and shall be binding on all Members.

21. AMENDMENTS TO CONSTITUTION

(a) Vote Required. No amendment to this Constitution shall be adopted except upon the affirmative vote of not less than two-thirds (2/3) of the Eligible Voters casting votes in person or by absentee ballot on the question at a General Meeting at which a quorum of at least one hundred (100) Eligible Voters is present in person or by absentee ballot.

(b) Proposals for Amendments. Amendments to this Constitution may be proposed either by the General Committee or by any two (2) Eligible Members. Proposals by Eligible Members must be in writing and bear the signature and membership number of the Eligible Members and must be delivered to the Secretary not less than thirty (30) clear days before the General Meeting. The General Committee shall cause the text of any such proposal to be sent by post to each Eligible Member at the address of such Member noted in the Club's records not less than fourteen (14) clear days before the General Meeting.

(c) Approval of Registrar of Societies Required. No amendment to this

Constitution shall become effective until the Registrar of Societies has given written approval to such amendment.

22. AUDIT

The Accounts of the Club shall be audited annually by a firm of accountants appointed by Annual General Meeting. No partners or employees of such accounting firm shall be eligible to sit on the General Committee.

23. CLUB PROPERTY

(a) Trustees. The immovable property of the Club shall be vested in one or more individuals or firms, acting as a trustee or trustees (hereinafter individually and collectively referred to as the Trustee) who shall from time to time be appointed by the General Committee.

(b) Trustee's Appointment, Removal, Terms. The General Committee shall determine the terms of the Trustee's appointment, including remuneration. The General Committee shall also have power at any time to remove any Trustee and appoint a new Trustee in his/her or their place (subject to the provisions of any contract entered into with such Trustee). The General Committee shall notify the Registrar of Societies of any such change in the Trustee and the address of any immovable property acquired.

(c) Directions of the General Committee. The Trustee shall deal with the Club property as directed by the General Committee. Approved minutes of General Committee Meetings at which resolutions giving instructions to the Trustee were approved shall be conclusive proof of such instructions. The Trustee shall be indemnified out of the assets of the Club against all liabilities incurred by him or her or them in carrying out such directions or otherwise in connection with the Club property.

(d) Current Trustee. The land and premises known as 19 and 21 Scotts Road, Singapore, belonging to the Club at the date of the coming into effect of this Constitution are now vested in British & Malayan Trustees Limited. The said company shall be deemed to be and have been properly and validly appointed as trustee of the said property in accordance with the provisions of this Constitution.

(e) Members' Interest. All the property and assets of the Club shall be deemed to belong to and be the property of the persons who, for the time being and from time to time, are the Ordinary Members, the Service Members, the Ordinary Life Member and the Honorary Life Members of the Club as heretofore defined and to belong to all such persons jointly as joint tenants provided that if and whenever any such person ceases either by reason of death, retirement or in any other manner, to be a Member of the Club, subject to the provisions of Article 13(b), his or her interest in the property and assets shall then and there and *ipso facto* determine and shall pass by survivorship to the then remaining Members.

24. RESIGNATION AND EXPULSION

(a) Resignation. A Member may at any time by giving fourteen (14) days' notice in writing to the General Manager resign his or her membership of the Club, but shall continue to be liable to the Club for any Dues or other debt due and unpaid at the date of his or her resignation.

(b) Demands for Resignation, Expulsion. If any fifty (50) Members certify in writing to the General Committee that any Member has committed what they regard as a serious violation of the Constitution or Bylaws of the Club or has engaged, within or outside the Club, in conduct they regard as injurious to the character or interest of the Club, the General Committee shall upon notice to such Member, conduct an inquiry into such allegations. Thereafter, the General Committee shall be empowered upon the affirmative votes of a majority of the General Committee members present and voting to deliver to such Member a written demand that such Member resign from membership in the Club. If such Member does not within fourteen (14) days from the day of such communication either (i) resign as a member of the Club, or (ii) deliver to the General Committee a written request that a vote be held at a General Meeting for the purpose of determining whether the General Committee's demand shall be ratified, such Member shall as of the fifteenth (15th) day following such communication cease to be a Member and shall forfeit all rights to the use of or claim upon any property of the Club. In the event such Member requests in a timely manner that a vote be held at a General Meeting, the General Committee shall call an Extraordinary General Meeting for the purpose or, if the Annual General Meeting is scheduled within a reasonable time, the General Committee may at its option determine that the requested vote will be held at the Annual General Meeting. At the General Meeting at which such issue is considered, a majority vote of Eligible Members present (in person or by absentee ballot) and voting shall be sufficient to ratify the decision of the General Committee to demand such Member's resignation, and such Member shall thereupon cease to be a Member and shall forfeit all rights to the use of or claim upon any property of the Club. No appeal shall lie from such determination to any other meeting or Court of Law.

(c) Suspension. The General Committee, after conducting such inquiry as it shall deem necessary in the circumstances and after providing notice to the affected Member, may suspend a Member or any member of a Member's family or guest of a Member whose conduct is in question from the use of specified facilities of the Club and exercise of specified privileges for a period not exceeding six (6) months provided that the Member under such suspension shall retain his or her right to vote at General Meetings.

(d) Expulsion for Possession or Use of Drugs or Possession of Weapons. The General Committee may, after conducting such inquiry as it shall deem necessary in the circumstances and after providing notice to the affected Member may permanently expel from membership in the Club, and/or permanently bar from use of the Club's facilities any person found on Club premises under the influence or in possession of drugs that are illegal to possess or use in Singapore or in the

possession of an offensive weapon or scheduled weapon as defined under the Corrosive & Explosive Substances & Offensive Weapons Act, Chapter 97.

(e) Reconsideration. The General Committee may reconsider its own determination to suspend or expel any person pursuant to Article 24(c) or Article 24(d) upon receipt of a written request to do so signed by any seven (7) Members of the General Committee or any fifteen (15) members of the Club.

(f) Expulsion for Crime, Bankruptcy or in Time of War. Any Member who is convicted of any grave or heinous offence or is adjudged a bankrupt or is the citizen of a nation which is at war with the United States of America, Canada or the Republic of Singapore shall cease to be a Member of the Club and shall forfeit all rights to the use of or claim upon any property of the Club but The General Committee may upon the written application of such Member after inquiry restore his or her name to the books of the Club and the Member so re-admitted shall not be required to pay any Entrance Fee.

(g) Refund of Current Dues. When a Member resigns at the request of the General Committee his or her Dues for the current month shall be returned to him or her.

(h) Conflict of Interest. A member of The General Committee shall not participate in such capacity at any meeting at which his or her own conduct is in question, or at any meeting held to investigate any case in which he or she is a complainant.

25. DISSOLUTION

(a) Procedure. The Club shall not be dissolved except with the consent of 3/5th of the Ordinary Members or their spouses for the time being resident in Singapore or resident within a 40 kilometer radius of Singapore and whose principal place of business is in Singapore, expressed either in person or by absentee ballot at a General Meeting convened for the purpose.

(b) Disposition of Assets. In the event of the Club being dissolved and/or wound up all debts and liabilities shall be fully discharged and the remaining funds shall be divided equally among and distributed to those persons who are, at such time, Ordinary Members, Service Members, Ordinary Life Members and Honorary Life Members who joined the Club originally as Ordinary Members including Members in such categories who are on Absent Status (except the portion of such remaining funds which are monies earned or identified as income or profit from the use of fruit machines, conduct of bingo sessions or any other approved private lottery as defined under the Private Lotteries Act, Cap. 250, 1985 Ed., which portion shall be donated to approved charities in Singapore). If any Member on Absent Status fails to respond to the Club within thirty (30) days after a letter is mailed to him or her at his or her address as shown on the Club's records notifying him or her of the dissolution of the Club and proposed distribution of assets, such Member's allocable portion of such remaining funds shall be distributed equally among the

other Ordinary Members.

(c) Contributions by Ordinary Members. Each of the Ordinary Members, Service Members, Ordinary Life Members and Honorary Life Members who joined the Club originally as Ordinary Members including Members in such categories who are on Absent Status undertakes that (i) in the event the Club is dissolved and/or wound up while he or she is a Member, he or she shall contribute to the assets of the Club such amounts as may be required, after liquidation of all Club assets, for payment of debts and liabilities of the Club contracted before the time at which he or she ceases to be a Member, (ii) the costs and charges and expenses of winding up the Club and (iii) the adjustment of the rights of the contributories among themselves.

(d) Notice. Notice of dissolution shall be given to the Registrar of Societies within seven (7) days of the dissolution.

26. MISCELLANEOUS

(a) Indemnity. Every Member of the General Committee, and every officer or employee of the Club, providing he or she is acting within the authority delegated to him or her, by this Constitution, by the Bylaws or by the General Committee, shall be indemnified by the Club. It shall be the duty of the General Committee to pay out of the funds of the Club all costs, losses and expenses which any member of the General Committee or any officer or employee may incur or become liable to by reason of any contract entered into or act or deed done by him or her as such member of the General Committee, officer or employee or in any way in the discharge of his or her duties in such capacity. The amount for which such indemnity is provided shall immediately attach as a lien on the property of the Club and have priority as against Members over all other claims. The funds of the Club shall not be used to pay the costs, losses or expenses (including fines and legal costs) of any person arising from or in connection with any action for which he or she is convicted of a criminal offense in a court of law.

(b) Trade Union Activity. The Club shall not attempt to restrict or in any other manner interfere with trade or prices or engage in any Trade Union Activity as defined in any written law relating to Trade Unions for the time being in force in Singapore.

(c) Political Activity. The Club shall not indulge in any political activity or allow its funds and/or premises to be used for such political purpose.

(d) Fund Raising. The Club shall not raise funds from non-Members for whatever purposes without the prior approval in writing from the Head, Licensing Division, Singapore Police Force and other relevant authorities.

(e) Club's Colors and Crest. The Club's colors shall be red, white, blue and gold and the crest shall incorporate an outstretched eagle perched on a shield with white stars on blue background on top and white stripes on red background

below behind which are two blue furred flags. A facsimile of the Club's crest may be printed on the cover of the Club's Constitution and otherwise used as the Bylaws or the General Committee shall direct.

(f) Registered Place of Business. The registered place of business of the Club shall be located at 21 Scotts Road, Singapore 228219 or such other place as shall be decided by the General Committee and approved by the Registrar of Societies.

(g) Constitution and Bylaws Binding on Members. Every Member shall be bound by and shall submit to the Constitution and the Bylaws of the Club and all references to the Constitution and the Bylaws of the Club shall include a reference to the Constitution and the Bylaws of the Club as amended from time to time. Amendments to the Bylaws shall be posted on the Club's Notice Board.

(h) Headings. The headings of the Articles and Sections of this Constitution are inserted for convenience only and shall not be considered when interpreting the meaning of any provision hereof.