

CONSTITUTION
THE AMERICAN CHAMBER OF COMMERCE IN SINGAPORE

ARTICLE I
NAME

This society shall be known as “The American Chamber of Commerce in Singapore” and is hereinafter referred to as "AmCham". Its place of business shall be at 1 Scotts Road, #23-03, Shaw Centre, Singapore 228208, Tel: (65) 6597 5730, or at such other address as may be decided by the Board of Governors from time to time, subject to the approval of the Registry of Societies of the Republic of Singapore.

ARTICLE II
OBJECTIVES

The objectives of AmCham are:

1. To be a highly respected organization, representing the interests of American companies, their employees, and the wider community with a stake in the U.S.-Singapore commercial relationship in Singapore and the region.
2. To promote trade, investment, finance, and industry between Singapore and the United States, including in the regional context.
3. To provide a forum for information sharing, discussion, advocacy, and action on economic, commercial, and broader policy issues affecting the U.S.-Singapore relationship.
4. To build networks and productive relationships with key organizations and individuals, including across the Singapore and U.S. governments, to promote and protect both the U.S.-Singapore commercial relationship and the interests of U.S. companies.
5. To provide a platform for employees of U.S. companies in Singapore and those with an interest in the U.S.-Singapore commercial relationship to network, build and share knowledge and expertise and, where appropriate, make a contribution through community service and engagement to the wider community.

ARTICLE III
MEMBERSHIP

Section A. Categories of Membership

1. Corporate Membership

Organizations eligible for Corporate Membership in AmCham are legal entities, partnerships or sole proprietorships formed, founded or incorporated in the United States or, if formed, founded or incorporated outside of the United States, which have at least 50% ownership held by United States legal entities, partnerships, sole proprietorships, or citizens. Further, the organization must be established in or have a regional representative residing in Singapore and must have sufficient capital investment or operating interest in Singapore or the region, as determined by the Board of Governors. These members shall be known as Corporate Members.

2. Honorary Membership

Honorary Members shall be individuals elected by the Board of Governors. All Honorary Members shall be exempted from payment of any membership dues. The term of Honorary Membership will be determined by the Board of Governors. Honorary Membership lapses automatically when the Honorary Member is no longer resident in Singapore.

3. Associate Membership

Associate Members shall be legal entities, partnerships, or sole proprietorships, not otherwise qualified for membership, whose business relationships with the United States or with United States companies are such that their membership in AmCham will, in the opinion of the Board of Governors, contribute towards achievement of the objectives of AmCham.

4. Special Membership

Special Members shall be non-profit charitable, educational, cultural, fraternal or religious organizations whose activities relate to the objectives of AmCham.

5. Non-Resident Membership

Non-Resident Members shall be companies otherwise eligible for membership under paragraph 1 of this section, but not resident in Singapore.

Section B. Determination of Membership

1. The acceptability of any applicant for membership or for change in classification of membership in AmCham, shall be determined by the Board of Governors or by persons appointed to do so under its authority.
2. Application for membership shall be on a form prescribed by or under the authority of the Board of Governors containing the name, address, and business activity or occupation of the candidate. This form shall be sent to the office of AmCham.

Section C. Voting Rights

1. Representatives

- a. Each Corporate Member shall nominate one or more employee(s) of good standing residing in Singapore to be its representative(s) in AmCham, one of whom is to be named by the company as its voting representative. All other company representatives will be non-voting representatives. Representatives need not be United States citizens.

Each Corporate Member shall exercise its vote through the person it designates as its voting representative, who shall have full voting rights at any General Meeting of AmCham.

- b. Each Associate, Special and Non-Resident Member may nominate one or more employees to be its representative(s) in AmCham and must designate one person as its main representative for administrative purposes. None of these representatives will have any voting rights at General Meetings.

2. Honorary Members

No Honorary Member shall have voting rights at any meeting of AmCham.

3. Proxy

Any voting representative may authorize any other member or representative to vote on her or his behalf at any meeting of AmCham. Notice of such proxy authorization must be received in writing or electronically by the designated person at the address stated for that purpose in the notice of the meeting, not later than 24 hours prior to the time and date of the meeting at which such proxy is to be voted. Proxy votes may be received electronically in writing or in other ways or form determined as acceptable from time to time by the Board of Governors.

Section D. Privilege to hold office

Any member or representative (whether a voting representative or not) resident in Singapore may hold elective office in AmCham. However, only a representative of a Corporate Member resident in Singapore may serve on the Board of Governors.

Section E. Resignation

- a. In order to resign from a membership, written notice must be given to AmCham at its office. If any membership lapses for non-payment of membership dues or other moneys due to AmCham or when the member is no longer eligible for membership, resignation will be determined by AmCham.
- b. Representatives will no longer represent the member company when (a) the voting representative or main representative advises AmCham accordingly or (b) AmCham is advised that the individual is no longer an employee of the member company.
- c. The Board of Governors may terminate a member or representative for cause such as moral turpitude, conflict of interest and bankruptcy.

ARTICLE IV MEETINGS OF AMCHAM

Section A. Annual General Meeting

1. An Annual General Meeting will be held not later than the end of the month of April in each year and at least two (2) weeks' notice will be given to the members and representatives eligible to vote.
2. The following business will be conducted at the Annual General Meeting: -
 - a. Presentation of the previous year's accounts and report of the Board of Governors.
 - b. Subject to Article VI, Section B, the election of members or representatives to sit on the Board of Governors.
 - c. Other business detailed in the agenda included in the notice of the meeting.

Section B. General Meetings

1. A General Meeting must be called by the Chairman on the request in writing of not less than 25% of the total number of voting representatives and may be called at any time by order of the Board of Governors. At least ten days' notice of any General Meeting (other than an Annual General Meeting) must be given to members and representatives eligible to vote.
2. Any voting representative who wishes to place an item on the agenda of a General Meeting may do so provided he/she gives notice to the designated person at least one week before such meeting is due to be held.

Section C. Quorum

1. The quorum for the Annual General Meeting and General Meeting shall be fifteen percent (15%) of the total number of voting members and voting representatives of AmCham. In the event of there being no quorum at the commencement of a General Meeting, the meeting shall be adjourned for half an hour and should the number then present be insufficient to form a quorum, those present shall be considered a quorum, but they shall have no power to amend any of the existing rules.

ARTICLE V DUES, FEES AND ASSESSMENTS

Membership dues, entrance fees and assessments shall be determined by the Board of Governors from time to time in accordance with the By-Laws of AmCham.

ARTICLE VI

BOARD OF GOVERNORS

Section A. Members

1. The office-bearers, who shall serve for a one-year term, are:-
 - a. A Chairman
To preside at all Annual, General and Board of Governors' Meetings of AmCham.
 - b. Vice Chairmen
Up to three Vice-Chairmen may be designated to deputize for the Chairman in his/her absence and to perform such other duties as the Board of Governors or the Chairman may designate.
 - c. Honorary Secretary
To keep all records, except financial, of AmCham and be responsible for their correspondence. The Honorary Secretary will keep minutes of all Annual General Meetings, General Meetings and Board of Governors' Meetings.
 - d. Honorary Treasurer
To keep all funds and collect all money on behalf of AmCham and keep an account of all monetary transactions and be responsible for their correctness.

(Each of the office-bearers listed above, shall be known individually as an "ExCo member" and collectively as "the ExCo members").
2. The Chairman shall be elected annually at the first Board of Governors meeting after the Annual General Meeting or as soon as is reasonable if the current Chairman resigns mid-term. The members of the Board of Governors shall elect a Chairman from among themselves by majority vote of those eligible to vote at a Board of Governors meeting. Board members may vote in person or by proxy. At the moment the new Chairman has been elected, the previous Chairman of the Board of Governors and all the other ExCo members shall be deemed as having resigned their offices.
3. The Chairman shall appoint the ExCo members from among the remaining Board of Governors members as soon as reasonable. The Chairman may replace any ExCo member with another member of the Board of Governors, at any time.
4. The term of a Chairman of the Board of Governors commences at the first meeting of the Board of Governors after the Annual General Meeting or as soon as is reasonable if the current Chairman resigns mid-term. The term of a Chairman is for one-year. A Chairman who serves for two consecutive terms may not stand for election until one year after the succeeding Chairman's term ends. If a Chairman joins mid-term as a replacement for a sitting Chairman, the appointed Chairman's term of office shall be the same as the Chairman replaced. A Chairman may only serve for a maximum of three terms in his/her lifetime, after which, the Governor is prohibited from standing for election as Chairman of the Board of Governors.

Section B. Election of Governors

1. Nominating Committee
 - a. During the last quarter of the calendar year, the Board of Governors will select and appoint a chairman of the Nominating Committee and select a date in the following April for the Annual General Meeting.
 - b. The Chairman of the Board of Governors will give guidance to the chairman of the Nominating Committee on the goals of the Nominating Committee.

- c. The chairman of the Nominating Committee will select and form a Nominating Committee which will have an odd number of members and at least three members. Not less than one third but no more than two thirds of the members of the Nominating Committee may be Governors. Only AmCham members or representatives may be members of the Nominating Committee.
 - d. The names of the members of the Nominating Committee must be announced to the membership of AmCham on or prior to the second day of January immediately preceding the Annual General Meeting. Members of the Nominating Committee are not eligible for election to the Board of Governors at that Annual General Meeting. Governors on the Nominating Committee may not be eligible for election to chair the Board of Governors for that year.
 - e. In each year, the Nominating Committee will call for nominations for Governor not less than 80 days prior to the date of the Annual General Meeting.
 - f. Nominations must be made in writing by any member or representative and must be seconded by another member or representative. The nomination must be signed by the person nominated, signifying the person's consent to the nomination, and must be signed by the proposer and seconder. Signatures may be electronic. The Nominating Committee may also make nominations with the prior written approval of the nominee.
 - g. Only representatives of Corporate Members resident in Singapore may be nominated.
 - h. No company shall have more than one representative on the Board of Governors. In the event of a personnel transfer, merger, or other event resulting in more than one Board representative from a member company, one Board member must resign and a replacement will be named consistent with Section B, 4 below for a mid-term vacancy.
 - i. The Nominating Committee will close nomination 40 days prior to the date of the Annual General Meeting.
 - j. Upon closing of nominations and not later than 30 days prior to the Annual General Meeting, the Nominating Committee will announce the names of all the eligible nominees.
 - k. The Nominating Committee will put forth not less than six nominees including existing board members who are both willing and eligible for re-election. These recommendations must be agreed to by a simple majority of the members of the Nominating Committee. In the event of a tie, the chairman will have a deciding vote. This recommendation will be made public at least 30 days prior to the Annual General Meeting. All other information on their deliberations and votes must remain confidential.
 - l. The total number of nominees may be more than the total number of positions open on the Board.
 - m. The biography of the nominees will be made known to the members and representatives, in a standardized format to be determined from time to time by the Board, not later than 30 days before the Annual General Meeting.
 - n. No campaigning by the nominees or their supporters is allowed. In this respect, "campaigning" is defined within the By-Laws of AmCham.
2. Election
- At the Annual General Meeting, the members and representatives will cast their votes, either in person or by proxy (in form approved by the Board of Governors). The six candidates who receive the most votes will be elected to the Board.

In the event two or more candidates receive the same amount of votes for the final place(s) on the board, the Chairman shall choose from among those candidates for the final places(s) on the Board for that cohort.

3. Term of Office

The Board of Governors shall consist of three cohorts. One cohort of Governors shall be elected at each Annual General Meeting for a term of three years. Each cohort will contain six Governors. A Governor appointed to the board under Article VI Section B, 4 shall join the cohort of the Governor whose place has been vacated. Governors may serve a maximum of two consecutive partial or complete terms.

The Governor retains office until:

- a. He or she ceases to be a representative of a Corporate Member.
- b. He or she ceases to be a resident of Singapore.
- c. His or her position is terminated by a resolution passed by a 2/3 majority of the Board for cause such as moral turpitude or conflict of interest.
- d. He or she is convicted of any criminal offence which is punishable by imprisonment.
- e. He or she dies or resigns.
- f. He or she is declared bankrupt.
- g. The term of his or her office commences at the Annual General Meeting at which the cohort was elected and is for three years. A Governor who serves for two consecutive terms may not stand for election until two years after the Governor's second term ends. A Governor may only serve for a lifetime maximum of four terms after which, the Governor is prohibited from serving any further terms on the Board as Governor.

If a Governor joins mid-term as a replacement for a sitting Governor, the appointed Governor's term of office shall be the same as the Governor replaced and is considered the appointed Governor's first term. A candidate should not be appointed Governor if there is less than a year left of the departing Governor's term.

Any Governor who entered office before this constitution entered into effect may retain his or her seat subject to the conditions set forth in Article VI Section B,3 with the exception of sub-clause a. For those Governors, sub-clause a shall be replaced with the language, "He or she ceases to be a representative of a member."

4. Replacement of governors in mid term

In the event that a Governor ceases to be in office prior to the conclusion of the term of his or her cohort, the Chairman of the Board may appoint a new Governor to take his or her place in the cohort and the appointment must be approved by a majority of the Board.

Section C. Duty of the Board of Governors

The duty of the Board of Governors is to oversee and make policy decisions with respect to the programs sponsored by AmCham, and to make decisions on matters affecting AmCham when the General Meeting is not sitting. It may not act contrary to the expressed wishes of the General Meeting without prior reference to the latter and will always remain subordinate to the General Meeting.

Section D. Quorum

The quorum for a meeting of the Board of Governors shall be one-half (1/2) of the total number of its members. A Governor may submit his proxy to any Governor prior to the Board meeting, and that Governor shall be deemed to be present for purposes of determining if there is a quorum. In the event of there being no quorum present at a Board of Governors meeting, the meeting may take place, but the Board of Governors may not vote on any matters.

Section E. Meetings of Board of Governors

A Board of Governors Meeting shall be held at least once a quarter with ten days' notice to Board of Governors members. The Chairman may call a Board of Governors Meeting at any time by giving ten days' notice.

Section F. Voting and Proxies

All Governors (whether a voting representative or not) will have full voting rights at meetings of the Board of Governors. Any Board of Governors member may give a proxy to any other Board of Governors member (whether voting representative or not) to vote on any or all such matters as may come before the Board of Governors. Such proxy shall be in writing, including in electronic form, shall specify the period or meeting to which it applies and attendance by the person holding the proxy shall constitute attendance at the meeting by the Board of Governors member giving such proxy. In the event that votes are tied, the Chairman may cast a deciding vote.

Section G. Indemnification

AmCham shall indemnify and hold harmless the members of the Board of Governors, their employers, successors and assigns, and the Executive Director, and his or her successors and assigns, from and against any claim, cost or expense that may arise or that any such person may incur as a result of his or her status, actions or omissions in the course of carrying out his or her role in AmCham, other than as a direct result of the gross negligence or willful misconduct of the person claiming under this indemnity.

Section H. Directors' and Officers' Insurance

AmCham shall be authorized to take out such officers and directors, professional indemnity or errors and omissions insurance policy at the cost and expense of AmCham, insuring against such risks and in an amount as may be determined by the Board of Governors in order to give effect to Section G of this Article VI.

ARTICLE VII AUDIT

A firm of Public Accountants and Chartered Accountants shall be elected as Auditors at each Annual General Meeting for a term of one year. The Auditors will be required to audit each year's accounts and present a report upon such accounts to the Annual General Meeting and file annual returns with the Registry of Societies. They may be required by the Chairman and the Board of Governors to audit AmCham's accounts for any period within their tenure of office at any date and make a report to the Board of Governors.

ARTICLE VIII TRUSTEES

If AmCham at any time acquires any immovable property, such property shall be vested in trustees subject to a declaration of trust. Any trustee may at any time resign his trusteeship subject to there being at least two (2) remaining trustees upon such resignation taking effect. If a trustee dies, or becomes a lunatic, or is of unsound mind, or moves permanently, or is absent from the Republic of Singapore for a period of one year, the trustee shall be deemed to have resigned his trusteeship. If a trustee is guilty of misconduct of such kind to render it undesirable that the person continues as a trustee, another trustee may be appointed at a General Meeting to replace him, but the total number of trustees shall not be greater than five (5) or less than two (2). Notice of any proposal to remove a trustee from his trusteeship or to appoint a new trustee to fill a vacancy must be given by affixing in the premises of AmCham a document containing such proposal at least two (2) weeks before the meeting at which the proposal is to be discussed. The result of such meeting shall then be notified to the Registry of Societies.

ARTICLE IX
DISSOLUTION

Section A. Means of Dissolution

1. AmCham shall not be dissolved, except with the consent of not less than three-fifths (3/5) of all the voting representatives of AmCham, for the time being resident in the Republic of Singapore, expressed either in person or by proxy in a General Meeting convened for the purpose.

Section B. After Dissolution

1. In the event of AmCham being dissolved as provided above, all debts and liabilities legally incurred on behalf of AmCham shall be fully discharged, and the remaining funds will be devoted to such local charitable organization or organizations as the members shall decide.
2. Notice of dissolution shall be given within seven (7) days of the dissolution to the Registry of Societies.

ARTICLE X
PROHIBITIONS

1. Gambling of any kind, excluding the promotion or conduct of a private lottery which has been permitted under the Private Lotteries Act Cap 250, is forbidden on AmCham's premises. The introduction of materials for gambling or drug taking and of bad characters into the premises is prohibited.
2. The funds of AmCham shall not be used to pay the fines of members who have been convicted in court of law.
3. AmCham shall not engage in any trade union activity as defined in any written law relating to trade unions for the time being in force in Singapore.
4. AmCham shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.
5. AmCham shall not hold any lottery, whether confined to its members or not, in the name of AmCham or its office bearers, Committee or members unless with the prior approval of the relevant authorities.
6. AmCham shall not raise funds from the public for whatever purposes without the prior approval in writing of the Assistant Director Operations, Licensing Division, Singapore Police Force and other relevant authorities.

ARTICLE XI
BY-LAWS

The Board of Governors may make, alter, add to and repeal the by-laws of AmCham, as long as they do not conflict with the Constitution of AmCham. Voting representatives of AmCham will be notified of any changes in the by-laws of AmCham after approval of such changes by the Registry of Societies.

ARTICLE XII
AMENDMENT OF THE CONSTITUTION

No alteration or additions to the constitution of AmCham shall be made except at a General Meeting and with the consent of two-thirds ($\frac{2}{3}$) of all the voting representatives voting in person or by

proxy at the General Meeting, and they shall not come into force without prior sanction of the Registry of Societies.

BY-LAWS OF AMCHAM

1. Membership dues shall be determined by not less than a two thirds ($\frac{2}{3}$) vote by the Board of Governors voting in person or by proxy. An entrance fee may be charged for each new membership. Any other change of fees, or dues, or levy of assessment not hereinafter specified, will require ratification by a majority of the Board of Governors.
2. The Board of Governors may appoint any committee(s) or a sub-committee(s) as needed, and may delegate duties, powers or decisions as needed. The Board of Governors and any committee or sub-committee may co-opt any individual member(s) or representative(s) of AmCham to the committee(s) or sub-committee(s) as deemed necessary. Committee chairmen may but need not serve concurrently as Board of Governors members.
3. The Board of Governors may appoint any person(s) as needed to assist in achieving the objectives of AmCham.
4. Any activity that would be contrary to the laws of the Republic of Singapore is prohibited on the premises of AmCham.
5. If a member's payment of dues and fees is in arrears by more than six (6) months, he will be subject to forfeiture of his membership at the Board of Governors' discretion, after which it will be necessary for him to re-apply for membership of AmCham.
6. Cash in hand that may be retained by the Executive Director at any time shall not be more than \$1,000 and the rest must be deposited in AmCham's bank account as soon as reasonable.
7. Both the Treasurer and the Executive Director be allowed to sign checks singly up to and including S\$10,000. Over S\$10,000 any officer may sign jointly with one of the other officers or with the Executive Director. Further, the Treasurer be authorized to negotiate overdraft facilities on behalf of AmCham following approval by the Board of Governors.
8. Appointments of Chairmen and Deputy Chairmen of standing and liaison committees and Chairmen of ad hoc committees should be cleared by a simple majority of the Board of Governors prior to the appointment being made. Appointments of committee members (other than the Deputy Chairman) can take place at the discretion of the relevant committee's Chairman.
9. All appointments of Chairmen and Deputy Chairmen of committees are to be ratified by a simple majority of the Board of Governors and an official letter of appointment shall be issued by AmCham Chairman or Vice Chairman. Prior to this ratification, committee officers are to be considered as volunteers. Only members of AmCham or representatives of AmCham members as defined under Article III of the Constitution may be members of committees.
10. During the Board Election which extends from the nomination period up to and including the Annual General Meeting, nominees and candidates are prohibited from campaigning in any form – this includes but is not limited to the use of social media and other online platforms to appeal for votes. Candidates are limited to a written statement to be published on the AmCham website and participation in a Meet the Candidates Forum at the discretion of the Board. Where a nominee and/or candidate has contravened this rule on campaigning, the Nominating Committee shall have full discretion to determine the consequences for the nominee and/or candidate by majority vote, including but not limited to disqualification from the election for Governor.