



Academy of Medicine, Singapore

Memorandum and Articles of Association

Amendments incorporated and effective on 21 August 2021

GOVERNMENT OF SINGAPORE

FORM 8

**THE COMPANIES ACT, (CAP. 50)
Section 16(4)**

No. of Company

2012/1977

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CERTIFICATE OF INCORPORATION OF PUBLIC COMPANY

This is to certify that ACADEMY OF MEDICINE, SINGAPORE is, on and from the 19th day of September, 1977, incorporated under the Companies Act, Cap. 50, and that the Company is a Company limited by Guarantee.

Given under my hand and seal, at Singapore, this 19th day of September, 1977.

Miss Tan Swee Choo
Asst. Registrar of Companies
Singapore

ACADEMY OF MEDICINE*
SINGAPORE

MEMORANDUM OF ASSOCIATION

1. The name of the Company shall be "Academy of Medicine, Singapore".
2. The registered office of the Company will be situated in Singapore.
3. The objects for which the Company is established are:
 - (a) *to advance the art and science of medicine;*
 - (b) *to promote study and research into medical and scientific problems;*
 - (c) *to sustain and foster postgraduate education; to conduct higher professional examinations and to award diplomas;*
 - (d) *to do all such things as are in furtherance of the above objects or any of them and particularly the following provided that nothing shall be done for commercial reasons or solely for profit:*
 - (i) *to grant specialist certification to persons who have fulfilled the criteria laid down;*
 - (ii) *to maintain and promote the highest standards of professional practice;*
 - (iii) *to maintain a high code of ethical conduct amongst its members;*
 - (iv) *to represent, express and give effect to the views and opinions of its members;*
 - (v) *to enter into any arrangements with any Government or other authority that may seem conducive to the Company's objects, or any of them; and to obtain from any such Government or authority any rights, privileges, and concessions which the Company may think it desirable to obtain, and to carry out, exercise, and comply with any such arrangements, rights, privileges and concessions;*
 - (vi) *to protect the interest and dignity of the Academy of Medicine;*
 - (vii) *to take over the whole or any part of the real and personal property belonging to, and to undertake all or any of the liabilities of a society registered under the Societies Act (Chapter 262) known as 'Academy of Medicine, Singapore', whose registered address is 142 Neil Road, Runme Shaw Building, Singapore 088871;*
 - (viii) *to organize, promote and manage or cause to be organized, promoted or managed fundraising and business activities, to issue appeals, hold public discussions and take such steps as may be deemed necessary for the purpose procuring contributions to the funds of the Academy by way of donations or otherwise;*
 - (ix) *to operate with other Charities, voluntary bodies and statutory authorities and to exchange community outreach programmes, information and advice with them;*
 - (x) *to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;*
 - (xi) *to do all such acts and things as are incidental or subsidiary to all or any of the above;*
 - (xii) *to act as trustees, committee members or managers of any real or personal property given or held upon trust for charitable purposes;*
 - (xiii) *to accept gifts of any real or personal property for the general purposes of the Company or for any particular purpose thereof;*
 - (xiv) *subject to the provisions of Section 19(2) of the Companies Act, to purchase, take on lease, exchange, or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary or convenient for the promotion of its objects, and to construct, alter, repair, and maintain any buildings or erection necessary or convenient for the work of the Company;*
 - (xv) *to sell, let, dispose of, grant rights over or turn to account all or any of the property or assets of the Company as may be thought expedient with a view to the promotion of its objects;*

* *The Companies Act, Cap 50. Company Limited by guarantee.*

- (xvi) *to invest the moneys of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit;*
- (xvii) *to co-operate with and subscribe to any association, society or corporation whose objects shall be charitable and to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any such association, society or corporation;*
- (xviii) *subject to the fourth paragraph of this Memorandum, to grant pensions, allowances and gratuities to past or present officers or servants of the Company or to the dependents of such persons and to establish and maintain or participate in trust funds or schemes (whether contributory or non-contributory) for providing pensions or other benefits for any such persons as aforesaid;*
- (xix) *to borrow or raise or secure money through loan(s) and/or other facilities from any bank(s) or financial institution(s) for the general purposes of the Company, for the promotion of its objects and for purposes of payment of rent for new premises for the Company, and to pledge its immovable property as security for such loans and facilities and to redeem or pay off any such mortgage; and*
- (xx) *to do all such other things as are incidental or conducive to the attainment of the above objects or any of them.*

4. The income and property of the Company whensoever derived shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum and no part thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Company.

Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officer or other employee of the Company or to any members thereof in return for any services actually rendered to the Company.

5. No addition, alteration or amendment shall be made to or in provisions of this Memorandum and the Articles of Association for the time being in force unless the same shall have been submitted to and approved by the Minister empowered to act under Section 29 of the Companies Act and the Commissioner of Charities.
6. The liability of members of the Company is limited.
7. The fourth and fifth paragraphs in this Memorandum contain conditions on which a licence is granted to the Company by the Minister empowered to act under Section 24 of the Companies Act.
8. Each ordinary member undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member, or within one year if he ceases to be a member, for payment of the debts and liabilities of the Company contracted before he ceases to be a member and of the costs, charges and expenses of the winding up and for the adjustment of the rights of the contributaries among themselves, such amount as may be required but not exceeding fifty dollars (\$50/-).
9. If, upon winding up or dissolution of the Company, there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other institutions of a public character approved under Section 37(2) (C) of the Income Tax Act by the Minister of Finance and which are registered under the Charities Act, Cap. 37.
10. True accounts shall be kept of the sums of money received and expended by the Company, and the matter in respect of which such receipt and expenditure take place, and of the property, credits and liabilities of the Company, and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Company for the time being shall be open to the inspection of members.

11. Once at least every year the accounts of the Company shall be examined and the correctness of the balance-sheet ascertained by one or more properly qualified auditor or auditors approved by the Comptroller of Income Tax.

We, the several persons whose names and addresses subscribed are desirous of being formed into a company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

ROBERT LOH CHOO KIAT,
152 CAIRNHILL ROAD,
SINGAPORE 9.
OPHTHALMOLOGIST.

VETTIVALOO KANDASAMY PILLAY,
6 BINJAI WALK,
SINGAPORE 21.
ORTHOPAEDIC SURGEON.

CHOO JIM ENG,
9-M HILTON TOWERS,
LEONIE HILL,
SINGAPORE 9.
SURGEON.

CHEW CHIN HIN,
62 ST.PATRICK'S ROAD,
SINGAPORE, 15.
PHYSICIAN.

Dated this 13th day of September, 1977.

Witness to the above Signatures :-

ARFAT SELVAM
Advocate & Solicitor,
24 Chartered Bank Chambers,
Singapore.

ACADEMY OF MEDICINE*
SINGAPORE

ARTICLES OF ASSOCIATION

1. The provisions of Table A in the Fourth Schedule of the Companies Act shall not apply to the Academy.
2. In these Articles:

"Academy" means the Academy of Medicine, Singapore;

"Act" means the Companies Act (Chapter 50);

"Council" means the body in which the management of the Academy shall be vested;

"Member" means all categories of membership of the Academy unless reference is made to a specific category of membership as listed in Article 6;

"office" means the registered office of the Academy;

Words importing the singular number only shall include the plural number, and vice versa;

Words importing the masculine gender only shall include the feminine gender, and vice versa.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meanings as in the Act or any statutory modification thereof.

GENERAL

3. The number of members with which the Academy proposes to be registered is unlimited.
4. The Academy is established for the purposes expressed in the Memorandum of Association.
5. The subscribers to the Memorandum of Association and such other persons as the Council shall admit to membership in accordance with these Articles shall be members of the Academy.

* *The Companies Act, Cap 50. Company Limited by guarantee.*

MEMBERSHIP

6. Membership of the Academy shall be divided into five categories known as:

- (a) *Fellows;*
- (b) *Overseas Fellows;*
- (c) *Ordinary Members;*
- (d) *Associate Members;*
- (e) *Honorary Fellows.*

All Fellows shall have the rights to vote and to hold office in the Council. In accordance with Article 10, Overseas Fellows who are present in Singapore shall have the right to vote.

7. (a) Fellowship shall be open to qualified members of the Medical profession holding a primary qualification registrable with the Singapore Medical Council who

i) have successfully completed an advanced specialty programme approved by the Academy for purposes of Fellowship admission or is in a specialty or subspecialty recognised by the Specialist Accreditation Board; and

ii) are of good general character and conduct, as testified by three referees, two of whom must be Fellows of the Academy

(b) Fellowship shall be open to qualified members of the Dental profession holding a primary qualification acceptable to the Academy of Medicine, Singapore who

i) have successfully completed an approved post-MDS (Singapore) programme or its equivalent that has been approved by the Academy for admission as a Fellow; and

ii) fulfilled the exit requirements and passed the exit assessment conducted by the Academy; and

iii) are of good general character and conduct, as testified to by three referees, two of whom must be Fellows of the Academy.

8. Admission to Fellowship shall be by application in accordance with the procedures to be determined by Council from time to time as specified in the Bye-laws.

9. When a candidate has been duly elected to Fellowship he shall pay the applicable fees as determined by Council from time to time and the candidate shall not be entitled to exercise his rights as a Fellow or to enjoy the benefits and privileges of the Academy until he has paid such sums.

10. Overseas Fellowship shall be open on application to Fellows who are normally resident outside Singapore. Overseas Fellows shall pay such reduced annual subscriptions as the Council may determine and have all the privileges of Fellows, except the right to hold office, during any period of visit to Singapore, provided such period does not exceed six months. Should this period exceed six months, they shall be deemed to be Fellows. Overseas Fellows should notify the Secretariat of the Academy of their presence in or period of visit to Singapore in order to be accorded the privileges or rights of Fellows. While Overseas Fellows remain outside Singapore, they shall have such privileges that the Council shall, at its discretion, decide to grant.

11. Every person admitted as a Fellow or an Overseas Fellow of the Academy shall sign the following pledge which shall be binding upon him:

“I hereby promise and pledge myself as a Fellow of the Academy of Medicine, Singapore, that I will conduct my practice of medicine in accordance with the highest standards and ideals of Medicine. According to the best of my ability and judgement, I shall follow the ideals and traditions enshrined in the Constitution of the Academy of Medicine, Singapore and follow in the footsteps of the Fellows and Teachers who have preceded us in this Nation.”
12. The Council may admit distinguished members of the Medical and Dental professions, scientists or other persons as Honorary Fellows and make provision for their admission in such manner as it shall from time to time think fit.
13. Membership under category of Ordinary Members shall be open to qualified individuals of the Medical and Dental professions who:
 - (a) *are pursuing specialty training in an accredited department; and*
 - (b) *are of good general character and conduct, as testified by three referees, two of whom must be Fellows of the Academy.*
14. Enrolment as Ordinary Members shall be by application and follow the general procedure for admission to Fellowship as set out in these Articles. Ordinary Members shall pay such reduced annual subscriptions as the Council may determine and have all the privileges of a Fellow except the right to vote and hold office as a Council Member and shall not be entitled to use the letters FAMS after their names.
15. The Council may elevate to Fellowship of the Academy on application those Ordinary Members who have completed their advanced specialty training leading to specialist certification as prescribed and approved by the Council and who furnish to the Council satisfactory evidence of completion of such advanced specialty training. Upon elevation to Fellowship, the Scribe shall forthwith send to the Ordinary Member written notice of his elevation and a request for payment of the appropriate entrance fee, subscriptions and any other fees applicable to Fellows as determined by resolution of the Council or the general membership. Upon full payment of all the said fees and subscriptions, and after signing of the pledge, as set out in Article 11, the Ordinary Member shall become a Fellow of the Academy, provided nevertheless that if such payment is not made within two calendar months after the date of notice, the Council may at its discretion cancel the elevation of the Ordinary Member to Fellow of the Academy without notice.
16. Ordinary Members who fail to complete their advanced specialty training and are therefore ineligible for elevation to Fellowship within eight years of their admission as Ordinary Members shall have their membership status terminated without notice.
17. Associate Membership shall be open to persons who do not fulfil the criteria of a Fellow and who are able to further the interests of the Academy in their particular fields. Enrolments of Associate Members shall be by application and follow the general procedure for Fellowship. Associate Members shall pay such reduced annual subscriptions as the Council may determine and have all the privileges of Fellows, except the right to vote and to hold office and shall not be entitled to use the letters FAMS after their names.

18. Fellows and Overseas Fellows are entitled to use the letters FAMS (Fellow of the Academy of Medicine, Singapore) after their names, and where appropriate to add in parenthesis thereto his certified specialty. Honorary Fellows are entitled to use the letters FAMS (Hon) after their names.
19. The Council shall have absolute power and discretion in deciding upon any application for admission to membership and its decision shall be final and it shall not be bound to give any reason for its decision.
20. The Scribe shall keep a register of all members.
21. A member shall treat all communications made by the Academy or its Council or any of its officers and all answers to any questionnaire made by any member in strict confidence and shall not save as required by law disclose the same to any other person except with the approval of the Council, the officer or the member concerned.
22. The rights and privileges of every member shall be personal to the member and shall not be transferred or transmitted.

TERMINATION OF MEMBERSHIP

23. A member may at any time by giving notice in writing to the Scribe resign his membership of the Academy but shall continue to be liable for any subscription and all arrears due and unpaid at the time of his resignation and for all other monies due by him to the Academy. If any such resigning member subsequently wishes to seek re-admission to the Academy, the Council may approve his re-admission to membership of the Academy on such conditions as it thinks fit.
24. Any member acting contrary to the good name and dignity of the Academy or inconsistent with its purposes may be expelled by the unanimous vote of the Council at a meeting specially called to consider and deal with the matter of the conduct of such member.
25. Notice of such meeting and a statement of the charges against him shall be given to the member whose conduct is to be considered and he shall be entitled to attend and show cause why he should not be expelled or to submit an explanation of his conduct in writing.
26. After hearing the member whose conduct is being considered and reading any written statements submitted by him or if the member shall not attend such meeting or send any written explanation of his conduct then after considering the other materials before the Council referring to the conduct of the member under enquiry the Council shall finally determine the question of expulsion of such member by resolution. The Council may by a majority vote resolve to impose such other form(s) of disciplinary action and penalty provided for in the by-laws as the Council may in its absolute discretion determine including censure, suspension of membership; and to order the member to pay to the Academy such amount as is specified by the Council to reimburse the Academy for the costs and expenses of any incidental to the hearing of the disciplinary matter against the member specific.
27. In the event of a Fellow ceasing to be a Fellow (for reasons of voluntary resignation, or removal owing to subscriptions in arrears, or expulsion because of derogatory conduct) the possession of the diploma of Fellowship does not entitle him to describe himself as being a Fellow and he shall not be entitled to the privileges of a Fellow.

28. Any member who fails to pay the annual subscription payable by him within one year of the due date may be required by the Council to pay a late-payment fee, the amount of which shall be determined from time to time by the Council. Any member who continues to fail to pay such annual subscription and such late-payment fee or either of them for a further year thereafter shall cease to be a member and the Scribe shall so inform him in writing. Any such defaulting member shall continue to be liable for any subscription and all arrears due and unpaid at the time of his cessation of membership and for all other monies due by him to the Academy.
29. Should a sufficient explanation for his failure to pay the annual subscription or the late-payment fee be made by the member to the satisfaction of Council, the Council may order his reinstatement of membership to the Academy on such conditions as it thinks fit.

MEMBERSHIP FEES

30. All members shall pay the appropriate entrance fee and annual subscription applicable to their respective categories. Such entrance fee and annual subscription payable by different categories of members shall be such as the Council may from time to time prescribe.
31. Honorary Fellows need not pay any entrance fees or annual subscription and shall be entitled to all the privileges of a member, including the right to attend General Meetings, but shall have no right to vote at any General Meeting nor to hold office as a Council Member.
32. All annual subscription shall be payable on the first day of each financial year. Members admitted during the second half of the financial year shall pay half the annual subscription.
33. Exemptions from payment of the annual subscriptions in whole or in part may be made by the Council:
 - (a) *to members who are aged 65 or above and have completed payment of at least 10 years of subscription dues; or*
 - (b) *on application by members who have retired from active practice.*
34. The Council may by a resolution passed at a Council Meeting alter the entrance fees or the annual subscription payable by all or any class of members.

FINANCIAL YEAR

35. With effect from the commencement of these amendments, the financial year shall commence on the first day of January each year and terminate on the 31st day of December of the same year.

COLLEGES AND CHAPTERS

36. (a) Subject to the approval of Fellows at a general meeting by a special resolution passed by not less than a majority of three fourths of voting members present at the general meeting, the Council shall have the power to, from time to time, [1] create Chapter(s) of different specialties within the Academy or [2] convert existing Chapter(s) into College(s) of the appropriate specialty or [3] accept College(s) converted from Chapter(s) formerly belonging to independent College(s) or [4] accept Chapter(s) transferred from independent College(s) or [5] set up College(s) of different specialties. College(s) may be registered as separate and independent entity (entities) under any legislation as appropriate, and the Academy shall have the power to exercise supervision over such entity (entities) which shall be fully responsible and accountable to the Academy through the Council.

The current list of Colleges and Chapters comprises:

- i) College of Anaesthesiologists, Singapore
 - ii) College of Dental Surgeons, Singapore
 - iii) College of Obstetricians and Gynaecologists, Singapore
 - iv) College of Paediatrics and Child Health, Singapore
 - v) College of Physicians, Singapore
 - vi) College of Radiologists, Singapore
 - vii) College of Surgeons, Singapore
 - viii) College of Clinician Educators, Academy of Medicine, Singapore
 - ix) College of Clinician Scientists, Academy of Medicine, Singapore
 - x) College of Emergency Physicians, Academy of Medicine, Singapore
 - xi) College of Ophthalmologists, Academy of Medicine, Singapore
 - xii) College of Psychiatrists, Academy of Medicine, Singapore
 - xiii) College of Public Health and Occupational Physicians, Academy of Medicine, Singapore
 - xiv) Chapter of Family Medicine Physicians, Academy of Medicine, Singapore
 - xv) Chapter of Intensivists, Academy of Medicine, Singapore
 - xvi) Chapter of Pain Medicine Physicians, Academy of Medicine, Singapore
 - xvii) Chapter of Pathologists, Academy of Medicine, Singapore
 - xviii) Chapter of Sleep Medicine Physicians, Academy of Medicine, Singapore
- (b) The College of Anaesthesiologists shall consist of anaesthesiologists.
- (c) The College of Dental Surgeons shall consist of dental surgeons who are specialists in the different fields of dental surgery.
- (d) The College of Obstetricians and Gynaecologists shall consist of obstetricians and gynaecologists.
- (e) The College of Paediatrics and Child Health shall consist of paediatricians.
- (f) The College of Physicians shall include all general physicians and specialists in the different fields of internal medicine.
- (g) The College of Radiologists shall consist of radiologists in the fields of diagnostic and therapeutic radiology and nuclear medicine.
- (h) The College of Surgeons shall include all general surgeons and specialists in the different fields of surgery.
- (i) The College of Clinician Educators, Academy of Medicine, Singapore, shall consist of educators who have fulfilled the Academy's criteria as Clinician Educators.
- (j) The College of Clinician Scientists, Academy of Medicine, Singapore, shall consist of clinicians who have fulfilled the Academy's criteria as Clinician Scientists.
- (k) The College of Emergency Physicians, Academy of Medicine, Singapore, shall consist of emergency physicians.
- (l) The College of Ophthalmologists, Academy of Medicine, Singapore, shall include all ophthalmologists.
- (m) The College of Psychiatrists, Academy of Medicine, Singapore, shall consist of psychiatrists.
- (n) The College of Public Health and Occupational Physicians, Academy of Medicine, Singapore, shall consist of physicians who are specialists in the different fields of public health and occupational medicine.

- (o) The Chapter of Family Medicine Physicians, Academy of Medicine, Singapore, shall consist of physicians who have fulfilled the Academy's criteria as Family Medicine Physicians.
 - (p) The Chapter of Intensivists, Academy of Medicine, Singapore, shall consist of intensivists.
 - (q) The Chapter of Pain Medicine Physicians, Academy of Medicine, Singapore, shall consist of clinicians who have fulfilled the Academy's criteria as pain medicine physicians.
 - (r) The Chapter of Pathologists, Academy of Medicine, Singapore, shall consist of pathologists.
 - (s) The Chapter of Sleep Medicine Physicians, Academy of Medicine, Singapore, shall consist of clinicians who have fulfilled the Academy's criteria as sleep medicine physicians.
 - (t) All other members of the Academy may join any one of the above Colleges or Chapters.
37. Each College/Chapter shall be responsible for the academic activities related to the specialties of its members.
38. Members of each Chapter or College shall meet within two months before the date of the annual general meeting of the Academy to elect an Executive Committee or Council.

The Executive Committee of each Chapter shall consist of:

- (a) *A Chairman*
- (b) *A Vice-Chairman*
- (c) *A Secretary*
- (d) *A Treasurer*
- (e) *Three Committee Members*

The Council of each College shall consist of:

- (a) *A President*
- (b) *A Vice-President*
- (c) *A Secretary*
- (d) *A Treasurer*
- (e) *Three Committee Members*

39. Each College/Chapter shall submit a report to the Council six weeks before the annual general meeting in order that it may be included in the annual report of the Academy.
40. Application by Fellows for the formation of a new Chapter must be made to the Council in writing and signed by a minimum of 30 Fellows who will be potential members of the Chapter. Application by Fellows for the formation of new Colleges must be made to the Council in writing and signed by a minimum of 70 Fellows resident in Singapore who will be potential members of the College.
41. Such applications must be submitted to Council three months before the next Annual General Meeting.
42. A special resolution to form a new College/Chapter must be proposed by the Council for approval by a majority of not less than three-fourths of voting members present at a General Meeting.
43. After the special resolution to form a College/Chapter has been passed by a majority of not less than three-fourths of voting members present at a General Meeting, the Master shall convene the Inaugural General Meeting of the College/Chapter within three months of receiving approval from the relevant authorities.

MEETINGS

44. The Academy shall within six months after the end of each financial year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meetings as such in the notices calling it. The annual general meeting shall be held at such time and place as the Council shall determine.
45. The business at each annual general meeting shall include:
- (a) *Minutes of the last annual general meeting.*
 - (b) *The annual report of the Council.*

- (c) *The presentation of the audited accounts of the Academy*
 - (d) *The election of the Council.*
 - (e) *The appointment of the Master.*
 - (f) *The appointment of auditors.*
 - (g) *Amendment of Articles of Association, if any.*
 - (h) *Other business, notice of which shall be given in writing to the Scribe at least seven days prior to such meeting.*
46. All general meetings other than annual general meetings shall be called extraordinary general meetings.
 47. The Council may, whenever they think fit, and they shall, upon a requisition made in writing by any six or more members of the Council or by thirty or more Fellows of the Academy, convene an extraordinary general meeting, or, in default, such a meeting may be convened by such requisitionists as is provided in section 176 of the Act.
 48. Any requisition made by members of the Council or Fellows of the Academy shall express the object of the meeting proposed to be called and shall be left at the registered office of the Academy.
 49. Upon the receipt of such requisition the Council shall forthwith proceed to convene a general meeting; if they do not proceed to convene the same within twenty-one days from the date of the requisition, the requisitionists may themselves convene a meeting.
 50. At least fourteen days before every meeting or in the case of meeting called for the passing of a special resolution at least twenty-one days before such 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 voting members in manner hereinafter mentioned, or in such other manner, if any, as may be prescribed by the Academy in general meeting; but the accidental omission to give such notice to or the non-receipt of such notice by any voting member shall not invalidate the proceedings at any general meeting.

PROCEEDINGS AT GENERAL MEETINGS

51. All business transacted at an extraordinary general meeting or an annual general meeting shall be deemed special, with the exception of the consideration of the accounts, balance sheets and the annual report of the Council and the report of the auditors, the election of Fellows to hold office in the Council in the place of those retiring and the appointment and remuneration of the auditors.
 52. No business shall be transacted at any meeting unless a quorum of not less than thirty voting members having the right to attend are present at the commencement of such business.
- 52A All general meetings shall be held as physical meetings where the quorum shall be satisfied by way of the requisite number of voting members physically present at the prescribed time and place of such meeting, provided that, in the event of extenuating circumstances which would prevent a physical meeting from being held, such as the implementation of a lock down and/or social distancing measures by the Singapore Government, and, for purposes of this Article, such a decision shall be made by the Council, and guided by relevant existing legislation, regulations and/or guidelines, and:
- (a) the meeting shall be held either:
 - (i) fully by virtual means via video conference (or a similar communications equipment by which all persons participating in the meeting are able to hear and be heard by all other participants) where all participants must be logged on at all times during the meeting with both video and audio functions, so as to be able to hear, be heard, see and be seen, by all other participants; or
 - (ii) partially in person (at the physical premises) and concurrently, by virtual means via video conference (or a similar communications equipment by which all persons participating in the meeting are able to hear and be heard by all other participants) where all

participants must be logged on at all times during the meeting with both video and audio functions, so as to be able to hear, be heard, see and be seen, by all other participants;

- (b) The requisite quorum shall be satisfied by first including all voting members present at the physical premises and thereafter including the voting members electronically present having logged on at the beginning and throughout the meeting.
53. 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 the voting members of the Council or voting members of the Academy shall be dissolved; in any other case it shall stand adjourned to a date not less than 14 days but not more than 28 days later at the same place and manner described in Article 52A, and if at such adjourned meeting a quorum is not present those members entitled to vote who are present shall constitute a quorum.
54. The Master, or in his absence, the Assistant Master - Academic Affairs shall preside as chairman at every general meeting of the Academy.
55. If neither the Master nor the Assistant Master - Academic Affairs is present at the time of holding a general meeting, the Assistant Master - Administrative Affairs shall be chairman of such meeting. In the unavoidable absence of the Master and the Assistant Masters, the voting members present shall choose one of their members to be chairman of such meeting.
56. The Chairman may, with the consent of the meeting, adjourn any meeting 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.
57. At any general meeting, unless a poll is demanded by at least five voting members, a declaration by the chairman that a resolution has been carried or lost, and an entry to that effect in the book of proceedings of the Academy, shall be conclusive evidence of the fact.
58. If a poll is demanded in manner aforesaid the same shall be taken at such time and in such manner as the chairman directs, and the result of such poll shall be deemed to be the resolution of the Academy in general meeting, save that a poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. The demand for a poll may be withdrawn.
59. Every voting member shall have one vote and no more. All votes shall be given personally. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote. In the event of a virtual meeting (whether fully virtual or partially virtual) duly convened pursuant to Article 52A, votes from electronically present members may be cast via real-time electronic voting through an electronic voting system or in such manner as the chairman shall have determined is required for the meeting.

COUNCIL OF MANAGEMENT

60. The Academy shall have a Council which shall consist of the following:
- (a) Councillors elected by the voting members holding the following offices
- i) *Master;*
 - ii) *Assistant Master - Academic Affairs;*
 - iii) *Assistant Master - Administrative Affairs;*
 - iv) *Scribe;*
 - v) *Bursar;*
 - vi) *Assistant Bursar;*
 - vii) *Censor-in-Chief;*
 - viii) *Censors (5 or 6);*
 - ix) *Master-Elect or Immediate Past Master (ex-officio);*
- (b) Editor of *Annals, Academy of Medicine, Singapore* (ex-officio); and

- (c) The Chairmen of Chapters and/or the Chairmen/Presidents of the Colleges.
- (d) The Master, Assistant Masters, Scribe, Bursar, Assistant Bursar, Censor-in-Chief and Master-Elect or Immediate Past Master shall comprise the executive officers of the Academy.

The Council shall have the power to fill casual vacancies in the Council and appoint any Council member or Fellow to any office in the Council as and when necessary except for the post of the Master-Elect.

The Editor of Annals, who is an ex-officio member of the Council shall be elected by the Council on recommendation of the incumbent Editor and serve a total term of four years. If appropriate, the Editor may be elected for an additional two years. No Editor shall hold office for more than six years.

- 61. Each year six Fellows shall be elected to Council by the voting members through postal or electronic ballot before the Annual General Meeting in the manner as prescribed in Article 62. Elected Councillors shall assume office at the forth coming Annual General Meeting. Each Elected Councillor shall hold office for a term of two consecutive years unless during his tenure he is elected Master-Elect in accordance with the procedure under Article 64. The elected Councillors shall be eligible for reappointment by election at the expiration of their two-year term of office. The Master-Elect and Master, whilst holding office, are deemed to be Elected Councillors. No Fellow shall serve more than twelve (12) years consecutively as an elected Council member. The year of service as the Immediate Past Master shall not count.

Retiring elected Councillors shall remain in office until their successors have been appointed.

The first members of the Council of the Academy to hold office until the first annual general meeting, shall be (a) Dr Robert Loh Choo Kiat; (b) Dr Vettivaloo Kandasamy Pillay; (c) Dr Choo Jim Eng; (d) Dr Chew Chin Hin.

- 61A. Notwithstanding anything in these Articles, the office of an Elected Councillor shall become vacant at the conclusion of the Annual General Meeting commencing next after he attains the age of 70 years, but such Elected Councillor may, by an ordinary resolution passed at an Annual General Meeting, be re-appointed as an Elected Councillor to hold office until the next Annual General Meeting.
- 62. Approximately three months before the Annual General Meeting (AGM), the Scribe will issue a list of Council members whose term of office will expire at the forthcoming AGM indicating those eligible for re-election. The Scribe will simultaneously call for nominations from voting members, on a prescribed form, for the positions of the six elected Council members pursuant to Article 61. If the number of nominations received at the registered office of the Academy within the prescribed period is more than six, the Scribe shall within four weeks issue ballot papers for a postal ballot or arrange for an electronic ballot to elect the six Councillors. If the number of nominations received is six or less, those nominated will be declared elected.
- 63. The Elected Council members shall appoint the officers to hold the positions referred to in Article 60 (a) and (b) except for the positions of Master-Elect/Master/Immediate Past Master. In accordance with the manner prescribed in Article 64 the Master-Elect shall be elected from amongst the Elected Councillors who have been elected by the voting members of the Academy referred to in Article 61.

Until the first annual general meeting the Master shall be Dr Robert Loh Choo Kiat. The members of the Council who are appointed to any office shall hold that office for a term of one year but shall be eligible for re-appointment.

- 64. Approximately one year before the expiration of the term of the Master and within one week following the AGM, the Scribe shall call for nominations by voting members for the post of Master-Elect. Only elected Council members shall be eligible for the post of Master-Elect. If more than one nomination is received for the post of Master-Elect at the registered office of the Academy by the stipulated period, the Scribe will conduct a postal or electronic ballot for the

election of Master-Elect. This election should be completed within two months of the AGM. If only one nomination is received the candidate will be declared elected Master-Elect.

The Master-Elect shall serve a term of one year, following which he shall serve as the Master for a term of two years. The Master shall be eligible for nomination and re-election for a second consecutive term as Master-Elect in the manner as prescribed above.

Upon election of the Master-Elect, he shall take office and upon his taking office the Incumbent Immediate Past Master would retire from the Council. The Master-Elect shall take office as Master at the forthcoming AGM from the Incumbent Master on the completion of his two-year term. The Incumbent Master shall then take office as the Immediate Past Master for one year and retire from the Council thereafter.

In the event the Incumbent Master is duly re-elected as Master-Elect, the Incumbent Master shall serve and complete the Master-Elect term concurrently as the Incumbent Master and shall immediately assume his second term as the Master on the completion of his first term of two years. Following the completion of his second term as the Master, the Master shall then take office as the Immediate Past Master for one year and retire from the Council thereafter.

The Master shall not be eligible for nomination and re-election for a third consecutive term.

In the event the Master-Elect is unable to assume the post of Master, the Scribe will conduct the elections for a new Master-Elect in the manner prescribed in this article and Article 66.

- 64A. Notwithstanding anything in these Articles, if an Elected Councillor elected to the position of Master-Elect or Master is required to comply with Article 61A, such Elected Councillor shall automatically be re-appointed to the position of the Master, or Immediate Past Master (as the case may be) provided that he is re-appointed as Elected Councillor.
65. Any member of the Council who fails to attend three consecutive meetings of the Council shall automatically cease to be a member of the Council unless the failure to attend is due to physical disability or to absence from Singapore at the times of the meetings. Any member disqualified from serving on the Council under this clause shall only become eligible to serve again if elected at the next annual general meeting.
66. Nominations of candidates to the Council and that of Master-Elect shall be signed by two voting members and contain a consent to act if elected signed by the person nominated.
- (a) Nominations should reach the registered office of the Academy by the stipulated date and time.
 - (b) If the number of nominations received for the vacancies in the Council does not exceed the number of vacancies the persons so nominated shall be declared duly elected. But if the number of nominations received exceeds the number of vacancies, balloting lists shall be prepared containing in alphabetical order the names of the candidates nominated and one such list shall, be forwarded to each Fellow resident in Singapore who shall be entitled to vote for as many candidates as there are vacancies to be filled and no more.
 - (c) Voting for the above officers shall be by postal ballot or electronic ballot. Every voting member shall have one vote and no more. All votes shall be given personally.
 - (d) The candidates up to the number of vacancies who shall receive most votes shall be declared elected and in the case of two or more candidates receiving an equal number of votes the Incumbent Master shall have a second or casting vote.
67. Any casual vacancy occurring in the Council through the death, resignation of a member or any other cause shall be filled by the Council but any person so chosen shall retain his office so long only as the vacating member would have retained the same if no vacancy had occurred.

68. In furtherance of the objects of the Academy, the Council may from time to time appoint committees as and when it deems necessary, and determine the terms of reference of such committees.
69. The Council may from time to time create and maintain such Chapters within the Academy as it thinks fit.
70. The Council shall meet monthly to discuss the business and affairs of the Academy.
71. At all meetings of the Council the Master (or in the absence of the Master, Assistant Master - Academic Affairs) shall be chairman. If neither the Master nor the Assistant Master - Academic Affairs is present at the meeting, the Assistant Master - Administrative Affairs shall be chairman of such meeting. Questions arising at any meeting shall be determined by a majority of votes. In case of an equality of votes the chairman shall have a second or casting vote. In the unavoidable absence of the Master and the Assistant Masters, the Council shall appoint an acting chairman who shall also be entitled to a casting vote.
72. Unless otherwise determined by the Council, the quorum at meetings of the Council shall be seven*.
- * *At the first meeting of the Council held on the 18th October 1977 it was resolved that the quorum for meetings of the Council be increased from two to five.*
73. The Council shall cause proper minutes to be kept of all its meetings.
- 73A. A resolution in writing or copies thereof signed under hand by a majority of the members of the Council shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more of the members of the Council. The expressions "in writing" and "signed" include approval by facsimile or electronic communication by any such member of the Council.
74. The Council may continue to act notwithstanding any vacancy.
75. Subject to the directives of the body corporate, the Council shall manage the affairs and property of the Academy, shall be responsible for carrying out its policy and shall have power to prescribe, alter or cancel such by-laws, rules and regulations for the Academy as they shall think fit, so long as they are not inconsistent with these Articles. The Council shall, at all times, endeavour to uphold the good name of the Academy and may exercise all such powers of the Academy as they think fit, except as otherwise provided by these Articles.
76. The Council shall engage all such employees as they may consider necessary, and shall regulate their duties and fix their salaries.
77. The Council may appoint one of their members to exercise, subject to their directions, a general control over the work of the Academy. This office may be honorary, or, at the discretion of the Council, remunerated at such rate as the Council may from time to time determine.

SECRETARY

78. (a) The Academy shall have a secretary who shall be appointed by the Council for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.
- (b) Anything required or authorised to be done by or to the secretary may, if the office is vacant or there is for any reason no secretary capable of acting, be done by any officer of the Academy authorised generally or specially in that behalf by the Council.
79. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a member of the Council and the secretary shall not be satisfied by its being done by or to the same person acting both as member of the Council and as, or in place, of the secretary.

THE SEAL

80. The Council shall provide for the safe custody of the seal, which shall only be used by the authority of the Council or of a committee of the Council authorised by the Council in that behalf and every instrument to which the seal shall be affixed shall be signed by a member of the Council and shall be countersigned by a second member of the Council or by some other person appointed by the Council for this purpose.

ACCOUNTS

81. The Council shall cause proper books of account to be kept with respect to:
- (a) *all sums of money received and expended by the Academy and the matters in respect of which the receipt and expenditure takes place;*
 - (b) *the assets and liabilities of the Academy.*

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Academy's affairs and to explain its transactions.

82. All disbursements shall be made either by cheque signed by the Bursar (or Assistant Bursar, in the absence of the Bursar) and Master (or Assistant Master - Administrative Affairs, in the absence of the Master) or via online transactions executed through internet banking services conducted by Authorised Users of the Company's bank account(s). The Council may authorize management staff of the Academy to
- (a) sign cheques, with any of the above (Bursar, Assistant Bursar, Master, Assistant Master - Administrative Affairs) that do not exceed pre-determined values as decided by the Council; or
 - (b) be issued, together with any of the above (Bursar, Assistant Bursar, Master, Assistant Master - Administrative Affairs), with bank tokens and passwords ("Authorised Users") to conduct internet banking transactions for and on behalf of the Company for amounts that do not exceed pre-determined values as decided by the Council.

The maximum sum, that management staff will be authorized to sign, will be decided by the Council.

83. The books of account shall be kept at the registered office of the Academy, or, subject to section 167(3) of the Act, at such other place or places as the Council thinks fit, and shall always be open to the inspection of the members of the Council.
84. The Council shall from time to time determine to what extent and at what times and places and under what conditions or regulations the accounts and books of the Academy or any of them shall be open to the inspection of members not being members of the Council, and no member (not being a member of the Council) shall have the right of inspecting any account or book or document of the Academy except as conferred by statute or authorised by the Council.
85. The Council shall from time to time in accordance with section 168, 169 and 170 of the Act, cause to be prepared and to be laid before the Academy in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.
86. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Academy in general meeting, together with a copy of the auditor's report, shall not less than fourteen days before the date of the meeting be sent to every member of, and every holder of debentures of the Academy. Provided that this article shall not require a copy of those documents to be sent to any person of whose address the Academy is not aware.

AUDIT

87. Auditors approved by the Comptroller of Income Tax shall be appointed and their duties regulated in accordance with sections 172 to 175 of the Act.

NOTICES

88. The Academy may give any notice to a member either:
- (a) Personally; or
 - (b) By sending it by post in a prepaid envelope addressed to the member at his or her registered address supplied by him or her to the Academy for the giving of notice to him or her; or
 - (c) By giving it using electronic mail, facsimile or by any other electronic communications, to the members' email address or facsimile number supplied by him or her to the Academy for the giving of notice to him or her.

Where a notice is sent by post, service of the notices shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of twenty-four hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post. Any notice sent by the Academy by electronic mail, facsimile or other electronic communication shall be deemed to have been served on the day of transmission, subject to no notice of undelivered mail having been received by the Academy from the server or transmitting device (in the case of electronic mail) or the Academy's facsimile machine generating a transmission OK report for the entire Notice (in the case of facsimile).

89. Notice of every general meeting shall be given in any manner hereinbefore authorised to:
- (a) *every member except those members who (having no registered address within Singapore) have not supplied to the Academy an address within Singapore for the giving of notices to them; and*
 - (b) *the auditor for the time being of the Academy.*

No other persons shall be entitled to notices of general meetings.

AMENDMENTS

90. Amendments to these Articles shall be proposed and seconded by two voting members and shall be presented to the Council or proposed by the Council, which shall circulate the full text of the proposed amendments to members at least 21 days before the next General Meeting. Such amendments to become effective must be passed by a majority of three-quarters of members present at the General Meeting, provided that no amendments to these Articles shall become effective without the prior sanction of the Minister of Finance and the Commissioner of Charities.

DISSOLUTION

91. The Academy shall be wound up voluntarily whenever a special resolution is passed requiring the Academy to be wound up. Paragraphs 8 and 9 of the Memorandum of Association shall have effect as if the provisions thereof were repeated herein.

We, the several persons whose names and addresses subscribed are desirous of being formed into a company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

ROBERT LOH CHOO KIAT,
152 CAIRNHILL ROAD,
SINGAPORE 9.
OPHTHALMOLOGIST.

VETTIVALOO KANDASAMY PILLAY,
6 BINJAI WALK,
SINGAPORE 21.
ORTHOPAEDIC SURGEON.

CHOO JIM ENG,
9-M HILTON TOWERS,
LEONIE HILL,
SINGAPORE 9.
SURGEON.

CHEW CHIN HIN,
62 ST.PATRICK'S ROAD,
SINGAPORE, 15.
PHYSICIAN.

Dated this 13th day of September, 1977.

Witness to the above Signatures :-

ARFAT SELVAM
Advocate & Solicitor,
24 Chartered Bank Chambers,
Singapore.