



Academy of Medicine, Singapore

Memorandum and Articles of Association

Amendments incorporated and effective on 31 May 2025

GOVERNMENT OF SINGAPORE

FORM 8

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

No. of

2012/1977

.....

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 is a 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 Academy shall be "Academy of Medicine, Singapore" (hereinafter referred to as "the Academy")
2. The registered office of the Academy will be situated in Singapore.
- 3A. Subject to the provisions of the Act., and other written law and this Constitution, the Academy has:-
 - (a) Full capacity to carry on or undertake any business or activity, do any other act or enter into any transaction; and
 - (b) for these purposes, full rights, powers and privileges.
- 3B. The objects for which the Academy 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; and
 - (d) to promote and foster an environment whereby medicine can be practiced in a way that protects the sanctity, sustainability and elemental importance of the patient-doctor relationship in healthcare.
4. The property, funds and other income (if any) of the Academy wheresoever derived shall be applied solely in promoting the objects thereof and no portion thereof shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise howsoever by way of profit to persons who at any time are or have been members of the Academy or to any of them or to any person claiming through any of them, except to corporations which are related to the Academy, provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers, agents or servants of the Academy or to any member of the Academy or other persons in return for any services actually rendered to the Academy.
5. No addition, alteration or amendment shall be made to or in the Constitution of the Academy for the time being in force, unless the same shall have been previously submitted to and approved by a Special Resolution by at least three-fourths (3/4) votes of the members present at a General Meeting of the Academy and such addition, alteration or amendment shall not come into force without the approval of the Commissioner of Charities and notice of the same being filed with the Registrar of Companies, Accounting and Corporate Regulatory Authority.
6. The liability of members of the Academy is limited.

* *The Companies Act 1967. Company Limited by guarantee.*

7. The fourth and fifth paragraphs in this Memorandum contain conditions on which a licence is granted to the Academy by the Minister empowered to act under the provisions of the Companies Act.
8. Each ordinary member undertakes to contribute to the assets of the Academy 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 Academy 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 contributories among themselves, such amount as may be required but not exceeding fifty dollars (\$50/-).
9. If upon the winding up or dissolution of the Academy or in the event the Academy ceases to be a registered charity under the Charities Act., 1994 there remains, after satisfaction of all its debts and liabilities, any property or assets whatsoever, the same shall not be paid to or distributed among the members of the Academy, but shall be given to other charitable organisations or Institution(s) of a Public Character, when the Academy is an Institution of a Public Character, as the case may be, having objects similar to the objects of the Academy, which are registered under the Charities Act., 1994 as the members of the Academy may, by Special Resolution, passed at an Extraordinary General Meeting determine at, before or during the winding up. Notice of winding up of the Academy shall be filed with the Registrar of Companies, Accounting and Corporate Regulatory Authority and the Commissioner of Charities within seven (7) days of the passing of the resolution to wind up the Academy.

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

NAMES, ADDRESSES AND DEcriptions 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 1967;

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

"Board of Directors" means the Board of Directors of the Academy;

"Directors" means the Directors of the Academy;

"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.

MEMBERSHIP

6. Admission to membership shall be by application in accordance with the procedures to be determined by the Council from time to time as specified in the Bye-laws.
7. When a candidate has been duly elected to membership he shall pay the applicable fees as determined by the Council from time to time and the

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candidate shall not be entitled to exercise his rights as a Fellow or to enjoy the benefits and privileges of the Academy until the applicable fees are paid in full.

8. The Council shall have absolute powers and discretion to determine any application for admission to membership and its decision shall be final. The Council may refuse any application for membership without assigning any reason whatsoever.
9. The Scribe shall keep a register of all members.
10. A member shall treat all communications made by the Academy or the 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.
11. The rights and privileges of every member shall be personal to the member and is not transferrable.
12. Membership of the Academy shall be divided into five categories:

(A) Fellows

- (1) 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 character and conduct, as testified by two (2) referees who must be Fellows of the Academy with 5 years in good standing, one (1) of whom shall be in the specialty within the same College/Chapter.
- (2) Fellowship shall be open to qualified members of the Dental profession holding a primary qualification acceptable to the Academy who:
 - (i) have successfully completed an approved post-MDS (Singapore) programme or its equivalent that has been approved by the Academy for the purpose of admission to Fellowship or is in a specialty or subspecialty recognised by the Dental Specialist Accreditation Board; and
 - (ii) fulfilled the exit requirements and passed the exit assessment conducted by the Academy; and

- (iii) are of good character and conduct, as testified to by two (2) referees who must be Fellows of the Academy with 5 years in good standing, one (1) of whom shall be in the specialty within the same College/Chapter.
- 3) All Fellows shall have the rights to vote and to hold office in the Council.

(B) Overseas Fellows

Overseas Fellowship shall be open 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 (6) months. Should this period exceed six (6) 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. As long as Overseas Fellows remain resident outside Singapore, they shall have such privileges that the Council shall, at its discretion, decide to grant. Overseas Fellows present in Singapore at the time of voting shall have the right to vote.

(C) Ordinary Members

- (1) Ordinary Membership shall be open to qualified individuals of the Medical and Dental professions who:
 - (i) are pursuing specialty training in an accredited department; and
 - (ii) are of good character and conduct, as testified by two (2) referees who must be Fellows of the Academy with five (5) years in good standing.
- (2) 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.
- (3) The Council may, on application by Ordinary Members who have completed their advanced specialty training leading to specialist certifications as prescribed and approved by the Council and who furnish to the Council satisfactory evidence of completion of such advanced specialty training, elevate to Fellowship. Upon elevation to Fellowship, the Scribe shall forthwith send to the Ordinary Member, a 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 the Council. Upon payment in full of the entrance fees, subscriptions and other fees and after signing the Pledge, as set out in Article 13, the Ordinary Member shall become a Fellow of the Academy, provided that if the full payment is not made within two (2) calendar months after the date of the notice, the Council may, at its discretion, cancel the elevation of the Ordinary Member to Fellow of the Academy without notice.

- (4) Ordinary Members who fail to complete their advanced specialty training will not be eligible for elevation to Fellowship within eight (8) years of their admission as Ordinary Members shall have their membership terminated without notice.

(D) Associate Members

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.

(E) Honorary Fellows

The Council may admit distinguished members of the Medical and Dental professions, scientists or other persons as Honorary Fellows and prescribe criteria for their admission in such manner as it shall from time to time think fit.

- 13. 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."

- 14. In accordance with the provisions of Section 64(1) of the Medical Registration Act ("MRA") and Section 31 of the Dental Registration Act., Fellows or Overseas Fellows in good standing may apply to the Singapore Medical Council ("SMC") or Singapore Dental Council ("SDC") to display the letters FAMS as an Additional Qualification after their names, and in the registers of SMC or SDC. Honorary Fellows are entitled to use the letters FAMS (Hon) after their names.

15. The Scribe shall keep a register of all members.
16. 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.
17. The rights and privileges of every member shall be personal to the member and shall not be transferred or transmitted.

TERMINATION OF MEMBERSHIP

18. A member may at any time by giving one (1) month's 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.
19. Any member whose name has been removed from the Medical Register of Singapore or the Dental Register of Singapore will automatically cease to be a member of the Academy/will be expelled from membership of the Academy. Members who have been suspended by the SMC or SDC will have their membership of the Academy suspended for the same period of time during which he shall not be entitled to the rights and privileges of a Fellow.
20. In the event of a Fellow ceasing to be a Fellow due to resignation, expulsion on ground of derogatory conduct or non-payment of subscriptions, 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 rights and privileges of a Fellow.
21. Any member who fails to pay the annual subscription payable by him within one (1) 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.
22. Should a sufficient explanation for his failure to pay the annual subscriptions or the late-payment fee be made by the member to the satisfaction of the Council and upon full settlement of the arrears and late-payment fee, the Council may reinstate his members of the Academy on such conditions as it thinks fit.

MEMBERSHIP FEES

23. All members shall pay the appropriate entrance fees and annual subscriptions applicable to their respective categories of membership, as shall be prescribed by the Council from time to time.
24. 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 member of the Council ~~Member~~.
25. 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.
26. Exemptions from payment of the annual subscriptions in whole or in part may be determined by the Council in respect of-
 - (a) members who are aged seventy (70) or above and have completed payment of at least 20 years of subscription dues; or
 - (b) members who have completed payment of at least thirty (30) years of subscription dues;
 - (c) members who have completed payment of at least twenty (20) years of subscription dues, on payment of a sum calculated at prevailing rates to top up the subscription paid to the equivalent of thirty years subscription.
27. The Council may by a resolution passed at its Meeting, revise the entrance fees or the annual subscription payable by all or any class of members.

FINANCIAL YEAR

28. The financial year of the Academy shall be 31st December and the Council shall have powers to determine the financial year as it may deem fit.

COLLEGES AND CHAPTERS

29. (1) Subject to the approval of Fellows at a general meeting by a special resolution passed by not less than a majority of three fourths (3/4) of voting members present, the Council shall have the powers from time to time, to (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 powers to exercise supervision over such entity/entities which shall be fully responsible and accountable to the Academy through the Council.

- (2) 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 Genomic Medicine, Academy of Medicine, Singapore
 - xix) Chapter of Sleep Medicine Physicians, Academy of Medicine, Singapore
- (3)
- i) The College of Anaesthesiologists shall consist of anaesthesiologists.
 - ii) The College of Dental Surgeons shall consist of dental surgeons who are specialists in the different fields of dental surgery.
 - iii) The College of Obstetricians and Gynaecologists shall consist of obstetricians and gynaecologists.
 - iv) The College of Paediatrics and Child Health shall consist of paediatricians.
 - v) The College of Physicians shall include all general physicians and specialists in the different fields of internal medicine.
 - vi) The College of Radiologists shall consist of radiologists in the fields of diagnostic and therapeutic radiology and nuclear medicine.
 - vii) The College of Surgeons shall include all general surgeons and specialists in the different fields of surgery.
 - viii) The College of Clinician Educators, Academy of Medicine, Singapore, shall consist of educators who have fulfilled the Academy's criteria as Clinician Educators.

- ix) The College of Clinician Scientists, Academy of Medicine, Singapore, shall consist of clinicians who have fulfilled the Academy's criteria as Clinician Scientists.
- x) The College of Emergency Physicians, Academy of Medicine, Singapore, shall consist of emergency physicians.
- xi) The College of Ophthalmologists, Academy of Medicine, Singapore, shall include all ophthalmologists.
- xii) The College of Psychiatrists, Academy of Medicine, Singapore, shall consist of psychiatrists.
- xiii) 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.
- xiv) 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.
- xv) The Chapter of Intensivists, Academy of Medicine, Singapore, shall consist of intensivists.
- xvi) 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.
- xvii) The Chapter of Pathologists, Academy of Medicine, Singapore, shall consist of pathologists.
- xiii) The Chapter of Genomic Medicine, Academy of Medicine, Singapore, shall consist of clinicians, healthcare professionals, and scientists who have fulfilled the Academy's criteria.
- xix) 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.

(4) All other members of the Academy may join any one of the above Colleges or Chapters.

- 30. Each College/Chapter shall be responsible for the academic activities related to the specialties of its members.
- 31. Members of each Chapter or College shall meet within two (2) 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 **(3)** 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 **(3)** Committee Members

The Treasurer shall not hold the same office for more than four (4) consecutive years and re-re-appointment of the outgoing Treasurer may be considered after a lapse of at least two (2) years.

- 32. Each College/Chapter shall submit a report to the Council six (6) weeks before the Annual General Meeting in order that it may be included in the annual report of the Academy.
- 33. 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.
- 34. The applications referred to in Article 33 must be submitted to the Council at least three (3) months before the next Annual General Meeting.
- 35. A special resolution to form a new College or Chapter must be proposed by the Council and approved by not less than three-fourths (3/4) of the voting members present at a General Meeting.
- 36. After the special resolution to form a College/Chapter has been passed by not less than three-fourths (3/4) of the voting members present at a General Meeting, the Master shall convene the Inaugural General Meeting of the College/Chapter within three (3) months of receiving approval from the relevant authorities.

MEETINGS

- 37. The Academy shall within six (6) 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.
- 38. 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 members of the Council.
 - (e) The appointment of the Master.
 - (f) The appointment / re-appointment of auditors.
 - (g) Other business, notice of which shall be given in writing to the Scribe at least seven (7) days prior to such meeting.

39. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
40. The Council may, whenever they think fit, and they shall, upon a requisition made in writing by any six (6) or more members of the Council or by thirty (30) 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.
41. 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.
42. 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 (21) days from the date of the requisition, the requisitionists may themselves convene a meeting.
43. At least fourteen (14) days before every meeting or in the case of meeting called for the passing of a special resolution at least twenty-one (21) 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

44. 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/re-appointment and remuneration of the auditors.
45. No business shall be transacted at any meeting unless a quorum of not less than thirty (30) voting members having the right to attend are present at the commencement of such business.
46. 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.
47. If within half an (1/2) 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 fourteen (14) days but not more than twenty-eight (28) days later at the same place and manner described in Article 46, and if at such adjourned meeting a quorum is not present those members entitled to vote who are present shall constitute a quorum.
48. The Master, or in his absence, the Assistant Master-Academic Affairs shall preside as chairman at every general meeting of the Academy.
49. 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.
50. 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.
51. At any General Meeting, unless a poll is demanded by at least five (5) 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.

52. 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.
53. Every voting member shall have one (1) 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 46, 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

54. The Academy shall be governed by a Council which shall consist of the following:
- (1)(a) Councillors elected by the voting members will hold 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;
 - (b) Immediate Past Master (ex-officio)
 - (c) Editor of Annals, Academy of Medicine, Singapore (ex-officio); and
 - (d) The Chairmen of Chapters and/or the Chairmen/Presidents of the Colleges.
- (2) 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.
- (3) 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.

- (4) 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 may serve a term of up to ten (10) years.
 - (5) All Fellows intending to serve on the Council shall sign and submit a declaration of good standing at the time of their nomination.
- 55(1). Each year, six (6) Fellows shall be elected to the Council by the voting members through postal or electronic ballot before the Annual General Meeting in the manner as prescribed in Article 56. Elected Councillors shall assume office at the forthcoming Annual General Meeting. Each Councillor shall hold office for a term of two (2) consecutive years unless during his tenure he is elected Master-Elect in accordance with the procedure under Article 58. 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 Councillors. No Fellow shall serve more than ten (10) consecutive years as a member of the Council. Re-election of the outgoing member of the Council may be considered after a lapse of two (2) years. Provided that the year of his service as the Immediate Past Master shall not be counted.
- 55(2). Retiring Councillors shall remain in office until their successors have been appointed.
- 55(3). 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.
56. Approximately three (3) 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 (6) to be elected as 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 (6), the Scribe shall within four (4) weeks issue ballot papers for a postal ballot or arrange for an electronic ballot to elect the six (6) Councillors. If the number of nominations received is six (6) or less, those nominated will be declared elected.
- 57(1). 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.
- 57(2). Until the first AGM 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 (1) year but shall be eligible for re-appointment.

- 58(1). Approximately one (1) year before the expiration of the term of the Master and within one (1) 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 (1) 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 (2) months of the AGM. If only one (1) nomination is received the candidate will be declared elected Master-Elect.
- 58(2). The Master-Elect shall serve a term of one (1) year, following which he shall serve as the Master for a term of two (2) 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.
- 58(3). 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.
- 58(4). 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 (2) years. Following the completion of his second term as the Master, the Master shall then take office as the Immediate Past Master for one (1) year and retire from the Council thereafter.
- 58(5). The Master shall not be eligible for nomination and re-election for a third consecutive term. The outgoing Master may stand for election as Master if elected to the Council only after a lapse of two (2) or more years. The Master may also stand for election as a Council Member after serving one (1) or two (2) consecutive terms as Master as long as he is within the tenure of ten (10) consecutive years as a Council member.
- 58(6). 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 60.
59. Any member of the Council who fails to attend three (3) 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 absence from Singapore at the times of the meetings. Any member of the Council who ceased to be a member of the Council shall only become eligible if elected at the next AGM.
60. Nominations of candidates to the Council and that of Master-Elect shall be signed by two (2) 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 (1) 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 (2) or more candidates receiving an equal number of votes the Incumbent Master shall have a second or casting vote.
61. 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.
 62. 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.
 63. Subject to the approval of the Fellows at a General Meeting by a special resolution passed by not less than three-fourths (3/4) of the voting members present, the Council may from time to time create and maintain such Chapters within the Academy as it thinks fit.
 64. The Council shall meet monthly to discuss the business and affairs of the Academy.
 65. 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 of the Council shall be decided by a majority of votes of the members of the Council present. 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. On issues pertaining to by-laws and constitution, only the Elected Council will have a vote.

66. Unless otherwise determined by the Council, the quorum at meetings of the Council shall be seven (7).
67. The Council shall cause minutes to be made in books provided for the purpose:-
- (a) of all appointments of officers to be engaged in the management of the affairs of the Academy;
 - (b) of the names of members of the Council present at all meetings of the Academy, of any committees of the Council; and
 - (c) of all resolutions and proceedings at all meetings of the Academy, Council and of the committees.
68. 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 (1) 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.
69. The Council may continue to act notwithstanding any vacancy.
70. 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.
71. The Council shall engage all such employees as they may consider necessary, and shall regulate their duties and fix their salaries.
72. 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.
- 73(1). Any member of the Council who is in anyway, whether directly or indirectly, interested in a contract or proposed contract with the Academy, shall declare the nature of his interest in accordance with the provisions of the Act. A member of the Council shall recuse himself and shall not vote in respect of any contract or arrangement in which he is interested (and if he does, his vote shall not be counted), nor shall he be counted for the purpose of any resolution regarding the same, in the quorum present at the meeting.
- 73(2). If any member of the Council is in anyway, directly or indirectly, has an interest in a transaction or contract or project or other matter to be discussed

at a meeting of the Council, that member of the Council shall disclose the nature of his interest before the commencement of discussions on the matter. The member of the Council concerned shall recuse himself and should not participate in the discussions or vote on the matter, and should also offer to withdraw from the meeting unless the Council decides otherwise.

BOARD OF DIRECTORS

- 74(1). The Academy shall be governed by a Board of Directors comprising members of the Council. The Directors are persons appointed under the Act. The Board of Directors shall be responsible for ensuring the Academy's compliance with all relevant regulatory and statutory requirements and good practice guidelines administered by the Government and its statutory bodies. All decisions of the Board of Directors shall be binding on the Council.
- 74(2). The Board of Directors shall consist of all members of the Council elected directly by the Fellows of the Academy. The Chairman of the Board of Directors shall be the Master who will act as Chairman of the meetings of the Board of Directors. In the event the Master is absent, the Assistant Master (Administrative Affairs) will be the Chairman of the meeting. In the event of an equality of votes, the Chairman of the meeting shall have a casting vote.
- 74(3). No Director shall serve his office for more than ten (10) consecutive years. Re-election of the outgoing Director may be considered after a lapse of two (2) years.

SECRETARY

- 75.(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.
76. 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.

EXECUTION OF DOCUMENTS

77. The Academy may execute a document described or expressed as a deed without affixing a common seal onto the document by signature on behalf of the Company by:-
- (i) a member of the Council and a Secretary of the Academy;
 - (ii) at least two (2) members of the Academy; or

- (iii) a member of the Council in the presence of a witness who attests the signature

FINANCIAL STATEMENTS

78. The Council shall cause proper books of accounts and other records to be kept and distribute copies of the financial statements and other documents as required by the Act and determine whether, to what extent, at what times and places, and under what conditions or regulations the accounting and other records of the Academy are open to the inspection of members who are not members of the Council. No member (who is not a member of the Council) has any right of inspecting any account or book or paper of the Academy except as conferred by Statute or authorized by the Council or by the Academy in a General Meeting
79. 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 Academy'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 Academy for amounts that do not exceed pre-determined values as decided by the Council.
80. The Council shall from time to time in accordance with the provisions 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 the Act.
81. 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 (14) days before the date of the meeting be sent to every member 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.

AUDITORS

82. Auditors shall be appointed and their duties shall be regulated in accordance with the provisions of the Act.

83. Subject to the provisions of the Statutes, all acts done by any person acting as an auditor shall, as regards all persons dealing in good faith with the Academy, be valid, notwithstanding that there was some defect in his appointment or that he was, at the time of his appointment, not qualified for appointment or subsequently became disqualified.
84. Subject to the provisions of the Act., an auditor or his agent authorized by him in writing for the purpose shall be entitled to attend any General Meeting and to receive all notices of, and other communications relating to any General Meeting which any member is entitled to receive, and to be heard at any General Meeting which he attends on any part of the business of the meeting which concerns the auditor in his capacity as auditor

NOTICES

85. 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).

86. 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.

ADDITION, ALTERATION OR AMENDMENTS

87. Subject to the provisions of Clause 5 of the Memorandum of Association, any addition, alteration or amendments to these Articles shall be proposed and seconded by two (2) 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 the voting members at least twenty-one (21) days before the next General Meeting. Such addition, alteration or amendment shall not come into force without the approval of the Commissioner of Charities and notice of the same being filed with the Registrar of Companies, Accounting and Corporate Regulatory Authority

DISSOLUTION OR WINDING UP

88. The Academy may be dissolved upon the passing of a Special Resolution of the Academy at a General Meeting convened for the purpose and the obtaining of written approval by a majority of the members of the Council after such Special Resolution has been passed. The provisions of Clauses 8 and 9 of the Memorandum of Association shall have effect as if the provisions thereof are repeated herein.

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