

AmCham Constitutional Changes – April 2015

Rule no.	Existing Rule(s)	Renumbered Rule No.	Proposed Rules	Explanation & Reasons for Amendments
Article I	<p style="text-align: center;">ARTICLE I NAME</p> <p>This society shall be known as “The American Chamber of Commerce in Singapore” and is hereinafter referred to as "AmCham". Its place of business shall be at 1 Scotts Road, #23-03/04, Shaw Centre, Singapore 228208, Tel: <u>2350077</u>, or at such other address as may be decided by the Board of Governors from time to time, subject to the approval of the <u>Registrar</u> of Societies of the Republic of Singapore.</p>	Article I	<p style="text-align: center;">ARTICLE I NAME</p> <p>This society shall be known as “The American Chamber of Commerce in Singapore” and is hereinafter referred to as “AmCham.” Its place of business shall be at 1 Scotts Road, #23-03 Shaw Centre, Singapore 228208, Tel: (65) <u>6597 5730</u>, or at such other address as may be decided by the Board of Governors from time to time, subject to the approval of the <u>Registry</u> of Societies of the Republic of Singapore.</p>	<ul style="list-style-type: none"> • The place of business has been simplified to only the unit containing AmCham’s entrance • The telephone number has been changed to reflect AmCham’s current number • The correct name of the Registry of Societies is now used
Article II	<p style="text-align: center;">ARTICLE II OBJECTIVES</p> <p>The objectives of AmCham are:</p> <ol style="list-style-type: none"> 1. To <u>provide</u> a highly respected <u>forum on an organized, continuing basis in which American businesspeople</u> in Singapore and the region <u>can discuss and identify common issues regarding their economic and commercial interests in Singapore, the region and/or the United States.</u> 2. <u>To work with, and supplement the activities of existing groups in Singapore and the region on matters relating to the economic and commercial activities of AmCham.</u> 3. To promote trade, investment, <u>finance and industry between and among Singapore, the region and the United States.</u> 	Article II	<p style="text-align: center;">ARTICLE II OBJECTIVES</p> <p>The objectives of AmCham are:</p> <ol style="list-style-type: none"> 1. To <u>be</u> a highly respected <u>organization, representing the interests of American companies, their employees, and the wider community with a stake in the U.S.-Singapore commercial relationship</u> in Singapore and the region. 2. To promote trade, investment, <u>finance, and industry between Singapore and the United States, including in the regional context.</u> 3. <u>To provide a forum for information sharing, discussion, advocacy, and action on economic, commercial, and broader policy issues affecting the U.S.-Singapore relationship.</u> 4. <u>To build networks and productive relationships with key organizations and individuals, including across the Singapore</u> 	<ul style="list-style-type: none"> • The changes refresh the mission to better reflect the nature of American business in Singapore today • The changes also fix formatting inconsistencies

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	<p>4. <u>To maintain contact with Singapore Government officials in order that AmCham will be at all times knowledgeable concerning the economic and commercial objectives of the Singapore Government, and to maintain a dialogue with Singapore Government officials and officials of other governments in the region and officials of the U.S. government on business issues of interest to AmCham members.</u></p>		<p>and U.S. governments, to promote and protect both the U.S.-Singapore commercial relationship and the interests of U.S. companies.</p> <p>5. <u>To provide a platform for employees of U.S. companies in Singapore and those with an interest in the U.S.-Singapore commercial relationship to network, build, and share knowledge and expertise and, where appropriate, make a contribution through community service and engagement to the wider community.</u></p>	
<p>Article III, Section A</p>	<p style="text-align: center;">ARTICLE III MEMBERSHIP</p> <p>Section A. Categories of Membership</p> <p>1. <u>Company Membership Organisations eligible for Company Membership in AmCham are legal entities, partnerships or sole proprietorships formed, founded or incorporated in the United States; or if formed, founded or incorporated outside of the United States; which have at least 50% ownership held by United States legal entities, partnerships, sole proprietorships, or citizens. Further, the organization must be established in or have a regional representative residing in Singapore and must have sufficient capital investment or operating interest in Singapore or the region, as determined by the Board of Governors.</u></p> <p>2. <u>Individual Membership Any United States citizen or United States Permanent Resident who is at least twenty-one (21) years of age,</u></p>	<p>Article III, Section A</p>	<p style="text-align: center;">ARTICLE III MEMBERSHIP</p> <p>Section A. Categories of Membership</p> <p>1. <u>Corporate Membership Organizations eligible for Corporate Membership in AmCham are legal entities, partnerships or sole proprietorships formed, founded or incorporated in the United States or, if formed, founded or incorporated outside of the United States, which have at least 50% ownership held by United States legal entities, partnerships, sole proprietorships, or citizens. Further, the organization must be established in or have a regional representative residing in Singapore and must have sufficient capital investment or operating interest in Singapore or the region, as determined by the Board of Governors. These members shall be known as Corporate Members.</u></p> <p>2. <u>Honorary Membership Honorary Members shall be individuals elected by the Board of Governors. All Honorary Members shall be exempted from</u></p>	<ul style="list-style-type: none"> • Company Membership is changed to Corporate Membership to reflect AmCham’s internal nomenclature in its database • The changes fix formatting inconsistencies • The Individual Membership category has been removed to reflect that the chamber is a business association and therefore individuals who wish to join should be associated with a business.

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	<p><u>resident in Singapore, and engaged in business or a profession in Singapore shall be eligible for Individual Membership.</u></p> <p>3. Honorary Membership Honorary Members shall be individuals elected by the Board of Governors. All Honorary Members shall be <u>entitled to all of the privileges of Individual Member, except as hereinafter provided, and shall be exempted</u> from payment of any membership dues. The term of Honorary Membership will be determined by the Board of Governors. Honorary Membership lapses automatically when the Honorary Member is no longer resident in Singapore.</p> <p>4. Associate Membership Associate Members shall be legal entities, partnerships, <u>sole proprietorships or individuals</u>, not otherwise qualified for membership, whose business relationships with the United States or with United States companies are such that their membership in AmCham will, in the opinion of the Board of Governors, contribute towards achievement of the objectives of AmCham.</p> <p>5. Special Membership Special Members shall be (i) non-profit charitable, educational, cultural, fraternal or religious organisations whose activities relate to the objectives of <u>AmCham</u>, (ii) <u>an official of the government of the United States or any state assigned to Singapore</u>, or (iii) an</p>		<p>payment of any membership dues. The term of Honorary Membership will be determined by the Board of Governors. Honorary Membership lapses automatically when the Honorary Member is no longer resident in Singapore.</p> <p>3. Associate Membership Associate Members shall be legal entities, partnerships, <u>or sole proprietorships</u>, not otherwise qualified for membership, whose business relationships with the United States or with United States companies are such that their membership in AmCham will, in the opinion of the Board of Governors, contribute towards achievement of the objectives of AmCham.</p> <p>4. Special Membership Special Members shall be <u>non-profit</u> charitable, educational, cultural, fraternal or religious organizations whose activities relate to the objectives of <u>AmCham</u>.</p> <p>5. Non-Resident Membership <u>Non-Resident Members</u> shall be companies otherwise eligible <u>for</u> membership under <u>paragraph 1</u> of this section, but not resident in Singapore.</p>	<ul style="list-style-type: none"> • The language referring to Individual Members has been removed as Individual Memberships no longer exist. • The language referring to Individual Members has been removed as Individual Memberships no longer exist. • Government officials will now be eligible for Honorary Membership rather than explicitly named here • Consistent with the nature of the chamber as a business organization, interns, students, or research fellows will now need to be associated with a business.

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	<p><u>intern, student, or research fellow.</u></p> <p>6. Non-Resident Membership Non-resident members shall be companies or individuals otherwise eligible to membership under <u>paragraphs 1 and 2</u> of this section, but not resident in Singapore.</p>			<ul style="list-style-type: none"> The language referring to Individual Members has been removed as Individual Memberships no longer exist. The changes fix formatting inconsistencies
Article III, Section B	<p>Section B. Determination of Membership</p> <p>1. The acceptability of any applicant for <u>membership, or for change in classification</u> of membership in <u>AmCham, shall</u> be determined by the Board of Governors or by persons appointed to do so under its authority.</p> <p>2. Application for membership shall be on a form prescribed by or under the authority of the Board of Governors containing the name, address, and business activity or occupation of the candidate <u>and shall</u> be sent to the office of AmCham.</p>	Article III, Section B	<p>Section B. Determination of Membership</p> <p>1. The acceptability of any applicant for <u>membership or for change in classification of membership in AmCham shall</u> be determined by the Board of Governors or by persons appointed to do so under its authority.</p> <p>2. Application for membership shall be on a form prescribed by or under the authority of the Board of Governors containing the name, address, and business activity or occupation of the candidate. <u>This form shall</u> be sent to the office of AmCham.</p>	<ul style="list-style-type: none"> The changes fix formatting inconsistencies
Article III, Section C	<p>Section C. Voting Rights</p> <p>1. Representatives</p> <p>a. Each <u>Company</u> Member shall nominate one or more employee(s) of good standing residing in Singapore to be its representative(s) in AmCham, one of whom is to be named by the <u>Company</u> as its voting representative. All other company representatives will be non-voting representatives. Representatives need not be United States citizens.</p>	Article III, Section C	<p>Section C. Voting Rights</p> <p>1. Representatives</p> <p>a. Each <u>Corporate</u> Member shall nominate one or more employee(s) of good standing residing in Singapore to be its representative(s) in AmCham, one of whom is to be named by the <u>company</u> as its voting representative. All other company representatives will be non-voting representatives. Representatives need not be United States citizens.</p> <p><u>Each Corporate Member shall</u></p>	<ul style="list-style-type: none"> Company Membership is changed to Corporate Membership to reflect AmCham's internal nomenclature in its database The changes fix formatting and language inconsistencies

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	<p>b. <u>Associate, Special and Non-Resident Members may nominate one or more employees to be their representative(s) in AmCham, none of whom will have any voting rights at Annual General Meetings.</u></p> <p>2. <u>Each Company Member shall exercise its vote through the person it designates as its voting representative, who shall have full voting rights at any meeting of AmCham.</u></p> <p>3. <u>Individual Members</u> <u>An Individual Member shall have full voting rights at any meeting of AmCham.</u></p> <p>4. Honorary Members No Honorary Member shall have voting rights at any meeting of AmCham.</p> <p>5. Proxy Any <u>member or representative with voting rights</u> may authorize any other member or representative to vote on her or his behalf at any meeting of AmCham. Notice of such proxy authorization must be received in writing or electronically by the designated person at the address stated for that purpose in the notice of the meeting, not later than 24 hours prior to the time and date of the meeting at which such proxy is to be voted. Proxy votes may be received electronically in writing or in other ways or form determined as acceptable from time to time by the Board of Governors.</p>		<p><u>exercise its vote through the person it designates as its voting representative, who shall have full voting rights at any General Meeting of AmCham.</u></p> <p>b. <u>Each Associate, Special and Non-Resident Member may nominate one or more employees to be its representative(s) in AmCham and must designate one person as its main representative for administrative purposes. None of these representatives will have any voting rights at General Meetings.</u></p> <p>2. Honorary Members No Honorary Member shall have voting rights at any meeting of AmCham.</p> <p>3. Proxy Any <u>voting</u> representative may authorize any other member or representative to vote on her or his behalf at any meeting of AmCham. Notice of such proxy authorization must be received in writing or electronically by the designated person at the address stated for that purpose in the notice of the meeting, not later than 24 hours prior to the time and date of the meeting at which such proxy is to be voted. Proxy votes may be received electronically in writing or in other ways or form determined as acceptable from time to time by the Board of Governors.</p>	
Article	Section D. Privilege to hold office	Article III,	Section D. Privilege to hold office	<ul style="list-style-type: none"> The change restricts members of

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III, Section D	Any member or representative (whether a voting representative or not) resident in Singapore may hold elective office in AmCham.	Section D	Any member or representative (whether a voting representative or not) resident in Singapore may hold elective office in AmCham. <u>However, only a representative of a Corporate Member resident in Singapore may serve on the Board of Governors.</u>	the Board of Governors to those representatives from Corporate Members reflecting the consensus of the current Board of Governors that representatives from American companies are most appropriate to guide the direction of AmCham.
Article III, Section E	<p>Section E. Resignation</p> <p>a. In order to resign from a membership, written notice must be given to AmCham at its office. If any membership lapses for non-payment of membership dues or other moneys due to AmCham or when the member is no longer eligible for membership, resignation will be determined by AmCham.</p> <p>b. Representatives will no longer represent the <u>company member</u> when (a) the <u>company Voting representative</u> advises AmCham <u>accordingly</u> (b) AmCham is advised that the individual is no longer an employee of the member company.</p> <p>c. The Board of Governors may terminate a <u>membership</u> or <u>representation</u> for cause such as moral turpitude, conflict of interest and bankruptcy.</p>	Article III, Section E	<p>Section E. Resignation</p> <p>a. In order to resign from a membership, written notice must be given to AmCham at its office. If any membership lapses for non-payment of membership dues or other moneys due to AmCham or when the member is no longer eligible for membership, resignation will be determined by AmCham.</p> <p>b. Representatives will no longer represent the <u>member company</u> when (a) the <u>voting representative or main</u> representative advises AmCham <u>accordingly</u> or (b) AmCham is advised that the individual is no longer an employee of the member company.</p> <p>c. The Board of Governors may terminate a <u>member</u> or <u>representative</u> for cause such as moral turpitude, conflict of interest and bankruptcy.</p>	<ul style="list-style-type: none"> The changes fix formatting and language inconsistencies
Article IV, Section B	<p>Section B. General Meetings</p> <p>1. <u>At least ten days' notice of any General Meeting (other than an Annual General Meeting) must be given to members and</u></p>	Article IV, Section B	<p>Section B. General Meetings</p> <p>1. <u>A General Meeting must be called by the Chairman on the request in writing of not less than 25% of the total number of voting</u></p>	<ul style="list-style-type: none"> The number and/or percentage of members needed to call for a General Meeting was increased in order to better reflect AmCham's

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	<p><u>representatives eligible to vote. A General Meeting must be called by the Chairman on request in writing of five or more voting members or voting representatives and may be called at any time by order of the Board of Governors.</u></p> <p>2. Any <u>member or</u> voting representative who wishes to place an item on the agenda of a General Meeting may do so provided he/she gives notice to the designated person at least one week before such meeting is due to be held.</p>		<p><u>representatives or thirty (30) voting representatives, whichever is the lesser, and may be called at any time by order of the Board of Governors. At least ten days' notice of any General Meeting must be given to representatives eligible to vote.</u></p> <p>2. Any voting representative who wishes to place an item on the agenda of a General Meeting may do so provided he/she gives notice to the designated person at least one week before such meeting is due to be held.</p>	<p>nature as a larger organization and prevent a small subset of members from forcing meetings to be called.</p> <ul style="list-style-type: none"> The changes fix formatting and language inconsistencies
Article VI, Section A,1	<p style="text-align: center;">ARTICLE VI BOARD OF GOVERNORS</p> <p>Section A. Members</p> <p>1. The office-bearers are: -</p> <p>a. A Chairman To preside at all Annual, General and Board of Governors' Meetings of AmCham.</p> <p>b. Vice Chairmen Up to three Vice-Chairmen may be designated to deputize for the Chairman in his/her absence and to perform such other duties as the Board of Governors or the Chairman may designate.</p> <p>c. Honorary Secretary To keep all records, except financial, of AmCham and be responsible for their correspondence. The Honorary Secretary will keep minutes of all Annual General Meetings,</p>	Article VI, Section A,1	<p style="text-align: center;">ARTICLE VI BOARD OF GOVERNORS</p> <p>Section A. Members</p> <p>1. The office-bearers, <u>who shall serve for a one-year term</u>, are: -</p> <p>a. A Chairman To preside at all Annual, General and Board of Governors' Meetings of AmCham.</p> <p>b. Vice Chairmen Up to three Vice-Chairmen may be designated to deputize for the Chairman in his/her absence and to perform such other duties as the Board of Governors or the Chairman may designate.</p> <p>c. Honorary Secretary To keep all records, except financial, of AmCham and be responsible for their correspondence. The Honorary Secretary will keep minutes of all Annual General Meetings, General</p>	<ul style="list-style-type: none"> This change explicitly creates a term of limited duration for ExCo members

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	<p>General Meetings and Board of Governors' Meetings.</p> <p>d. Honorary Treasurer To keep all funds and collect all money on behalf of AmCham and keep an account of all monetary transactions and be responsible for their correctness.</p> <p><u>(Each of the Chairman, the Vice-Chairmen, the Honorary Secretary and the Honorary Treasurer, shall be known individually as an "Ex Co member" and collectively as "the Ex Co members").</u></p>		<p>Meetings and Board of Governors' Meetings.</p> <p>d. Honorary Treasurer To keep all funds and collect all money on behalf of AmCham and keep an account of all monetary transactions and be responsible for their correctness.</p> <p>e. <u>Any additional officers at-large as the Chairman may designate.</u></p> <p><u>(Each of the office-bearers listed above, shall be known individually as an "ExCo member" and collectively as "the ExCo members").</u></p>	<ul style="list-style-type: none"> This change codifies the existing custom that the Chairman may designate more ExCo members.
Article VI, Section A,2	<p><u>The Chairman of the Board of Governors and all the other ExCo members will resign their office at each AGM. As soon as is reasonable after the AGM or the mid-term resignation of the Chairman, the members of the Board of Governors shall elect the Chairman from among themselves by majority vote of those eligible to vote at a Board of Governors meeting. Board members may vote in person or by proxy. (See Section F of this in Article VI.) The Chairman shall appoint the Ex Co members from among the remaining Board of Governors members as soon as reasonable. The Chairman may replace any ExCo member with another member of the Board of Governors, at any time.</u></p>	Article VI, Section A,2	<p><u>The Chairman shall be elected annually at the first Board of Governors meeting after the Annual General Meeting or as soon as is reasonable if the current Chairman resigns mid-term. The members of the Board of Governors shall elect a Chairman from among themselves by majority vote of those eligible to vote at a Board of Governors meeting. Board members may vote in person or by proxy. At the moment the new Chairman has been elected, the previous Chairman of the Board of Governors and all the other ExCo members shall be deemed as having resigned their offices.</u></p>	<ul style="list-style-type: none"> The changes alter the timing of when the Chairman and ExCo members must resign their positions. This change will eliminate the current situation where AmCham does not have a Chairman or an ExCo immediately following the AGM.
Article VI, Section	<p><u>All office-bearers and Board of Governors members may be re-elected year after year; provided, however, that:</u></p>	Article VI, Section A,3	<p><u>The Chairman shall appoint the ExCo members from among the remaining Board of Governors members as soon as reasonable. The</u></p>	<ul style="list-style-type: none"> The existing rules reflect an earlier version of the constitution that was believed to have been

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A,3-6	<p>a. <u>the Chairman may only serve a maximum of three (3) consecutive one (1) year terms, and may be re-elected as Chairman not less than three (3) years after resigning as Chairman;</u></p> <p>b. <u>a Board of Governors member elected after the year 2000 Annual General Meeting may serve a maximum of five (5) consecutive one (1) year terms, unless elected during such time to serve as an “Ex Co” member, in which case such person may serve a maximum of up to five (5) additional consecutive one (1) year terms, unless elected during such time to serve as Chairman, in which case such person may serve for an additional period up to the limit provided for the Chairman in sub-paragraph a. above. Any person may be re-elected as a Board of Governors member not less than one (1) year after resigning as a Board of Governors member or an Ex Co member, as applicable;</u></p> <p>c. <u>the Board of Governors, by a two-thirds (2/3) vote of voting members of AmCham present at the Annual General Meeting, may waive the term limit prescribed in sub-paragraph b.</u></p>		<p><u>Chairman may replace any ExCo member with another member of the Board of Governors, at any time.</u></p>	<p>changed in the last constitutional update. Upon purchase of AmCham’s existing constitution from the Registry of Societies, however, it was discovered that the changes had not been made in the Registry of Societies’ system.</p> <ul style="list-style-type: none"> • These rules have all either been incorporated elsewhere in the document or changed from constitutional provisions to customary practice.

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	<p><u>above for any Board of Governors member, but not the term limits prescribed in subparagraphs a. and b. above in respect of the Chairman or the Ex Co members.</u></p> <p>4. <u>In the event that the Chairman is absent from Singapore or is otherwise unable to fulfil his duties during any period, the following, in descending order of preference and priority, shall have the power to act in the place and stead of the Chairman for such period: any Vice-Chairman (in the order specified by the Board of Governors), the Honorary Secretary, the Honorary Treasurer or the longest serving non-office-bearer Board of Governors members.</u></p> <p>5. <u>The Board of Governors members shall elect the Chairman from among themselves by majority vote of those present and eligible to vote at a Board of Governors meeting. The Chairman shall appoint the Ex Co members from among the remaining Board of Governors members.</u></p> <p>6. <u>The Board of Governors shall consist of a minimum of eight (8) members and a maximum of eighteen (18) members to be determined by a majority vote at the Annual General Meeting other than in cases where member(s) of the Board of Governors need to be replaced between Annual General Meetings, which shall be determined by the Board of Governors.</u></p>			
Article	Section B. Election of Governors	Article VI,	Section B. Election of Governors	

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VI, Section B,1	<p>1. Nominating Committee</p> <p>a. During the last quarter of the calendar year, the Board of Governors will select and appoint a chairman of the Nominating Committee and select a date in the following April for the Annual General Meeting.</p> <p>b. The Chairman of the Board of Governors will give guidance to the chairman of the Nominating Committee on the goals of the Nominating Committee.</p> <p>c. The chairman of the Nominating Committee will select and form a Nominating Committee which will have an odd number of members and at least three members. Not less than one third but no more than two thirds of the members of the Nominating Committee may be Governors. Only AmCham members or representatives may be members of the Nominating Committee.</p> <p>d. The names of the members of the Nominating Committee must be announced to the membership of AmCham on or prior to the second day of January immediately preceding the Annual General Meeting. Members of the Nominating Committee are not eligible for election to the Board of Governors at that Annual General Meeting. Governors on the Nominating Committee may not be eligible for election to chair the Board of Governors for that year.</p> <p>e. In each year, the Nominating Committee will call for nominations for Governor not less than 80 days prior to the date of the</p>	Section B,1	<p>1. Nominating Committee</p> <p>a. During the last quarter of the calendar year, the Board of Governors will select and appoint a chairman of the Nominating Committee and select a date in the following April for the Annual General Meeting.</p> <p>b. The Chairman of the Board of Governors will give guidance to the chairman of the Nominating Committee on the goals of the Nominating Committee.</p> <p>c. The chairman of the Nominating Committee will select and form a Nominating Committee which will have an odd number of members and at least three members. Not less than one third but no more than two thirds of the members of the Nominating Committee may be Governors. Only AmCham members or representatives may be members of the Nominating Committee.</p> <p>d. The names of the members of the Nominating Committee must be announced to the membership of AmCham on or prior to the second day of January immediately preceding the Annual General Meeting. Members of the Nominating Committee are not eligible for election to the Board of Governors at that Annual General Meeting. Governors on the Nominating Committee may not be eligible for election to chair the Board of Governors for that year.</p> <p>e. In each year, the Nominating Committee will call for nominations for Governor not less than 80 days prior to the date of the Annual General Meeting.</p>	

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	<p>f. Annual General Meeting. Nominations must be made in writing by any member or representative and must be seconded by another member or representative. The nomination must be signed by the person nominated, signifying the person's consent to the nomination, and must be signed by the proposer and seconder. Signatures may be electronic. The Nominating Committee may also make nominations with the prior written approval of the nominee.</p> <p>g. Only <u>members and representatives</u> resident in Singapore may be nominated.</p> <p>h. The Nominating Committee will close nomination 40 days prior to the date of the Annual General Meeting.</p> <p>i. Upon closing of nominations and not later than 30 days prior to the Annual General Meeting, the Nominating Committee will announce the names of all the eligible nominees. <u>This announcement will include Governors whose first terms are complete and who are eligible for re-election and Governors who were appointed during the year by the Board to fill a position created by the departure from the Board by a Governor in mid-term (See Article VI section 3 below).</u></p> <p>j. The Nominating Committee will <u>recommend</u> not less than <u>four</u> nominees including existing board members who are both willing and eligible for re-election. These recommendations must be agreed to by a simple majority of the members of the Nominating Committee. In the event of a tie, the chairman will</p>		<p>f. Nominations must be made in writing by any member or representative and must be seconded by another member or representative. The nomination must be signed by the person nominated, signifying the person's consent to the nomination, and must be signed by the proposer and seconder. Signatures may be electronic. The Nominating Committee may also make nominations with the prior written approval of the nominee.</p> <p>g. Only <u>representatives</u> of Corporate Members resident in Singapore may be nominated.</p> <p>h. <u>No company shall have more than one representative on the Board of Governors. In the event of a personnel transfer, merger, or other event resulting in more than one Board representative from a member company, one Board member must resign and a replacement will be named consistent with Section 4 below for a mid-term vacancy.</u></p> <p>i. The Nominating Committee will close nomination 40 days prior to the date of the Annual General Meeting.</p> <p>j. Upon closing of nominations and not later than 30 days prior to the Annual General Meeting, the Nominating Committee will announce the names of all the eligible nominees.</p> <p>k. The Nominating Committee will <u>put forth</u> not less than <u>six</u> nominees including existing board members who are both willing and eligible for re-election. These recommendations must be agreed to by a simple majority of the members of the</p>	<ul style="list-style-type: none"> • The change fixes formatting and language inconsistencies • This change forbids companies from having more than one representative on the Board of Governors. The change is designed to limit the ability of any company to unduly influence the Board of Governors. • The change fixes formatting and language inconsistencies • This change alters what the Nominating Committee does. In practice, the Nominating Committee has been recommending all candidates that meet the minimum criteria, so the language has been changed to better reflect this goal. • In addition, because there are six seats up for election each year, this change forces the Nominating Committee to ensure that at least six nominees are found for each election.

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	<p>have a deciding vote. This recommendation will be made public at least 30 days prior to the Annual General Meeting. All other information on their deliberations and votes must remain confidential.</p> <p>k. The total number of nominees may be more than the total number of positions open on the Board.</p> <p>l. The biography of the nominees will be made known to the members and representatives, in a standardized format to be determined from time to time by the Board, not later than 30 days before the Annual General Meeting.</p> <p>m. No campaigning by the nominees or their supporters is allowed.</p>		<p>Nominating Committee. In the event of a tie, the chairman will have a deciding vote. This recommendation will be made public at least 30 days prior to the Annual General Meeting. All other information on their deliberations and votes must remain confidential.</p> <p>l. The total number of nominees may be more than the total number of positions open on the Board.</p> <p>m. The biography of the nominees will be made known to the members and representatives, in a standardized format to be determined from time to time by the Board, not later than 30 days before the Annual General Meeting.</p> <p>n. No campaigning by the nominees or their supporters is allowed.</p>	
Article VI, Section B,2	<p>Election</p> <p>At the Annual General Meeting, the members and representatives will cast their votes, either in person or by proxy (in form approved by the Board of Governors). <u>The open positions on the board will be filled in descending order of total votes received by the nominee starting with the nominee with the most votes, until all the open positions have been filled.</u></p>	Article VI, Section B,2	<p>Election</p> <p>At the Annual General Meeting, the members and representatives will cast their votes, either in person or by proxy (in form approved by the Board of Governors). <u>The six candidates who receive the most votes will be elected to the Board.</u></p> <p><u>In the event two or more candidates receive the same amount of votes for the final place(s) on the board, the Chairman shall choose from among those candidates for the final place(s) on the Board for that cohort.</u></p>	<ul style="list-style-type: none"> This change clarifies the process in the event of a tie for the election of the Board of Governors.
Article VI, Section B,3	<p>Term of Office</p> <p>The Board of Governors shall consist of three cohorts. One cohort of Governors shall be elected at each Annual General Meeting for a term of three years. Each cohort will contain six Governors. A</p>	Article VI, Section B,3	<p>Term of Office</p> <p>The Board of Governors shall consist of three cohorts. One cohort of Governors shall be elected at each Annual General Meeting for a term of three years. Each cohort will contain six Governors. A Governor appointed</p>	<ul style="list-style-type: none"> The change fixes formatting and language inconsistencies

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	<p>Governor appointed to the board under <u>Article VI Section 4</u> shall join the cohort of the Governor whose place has been vacated. Governors may serve a maximum of two consecutive partial or complete terms.</p> <p>The Governor retains office until:</p> <p>a. He or she ceases to be a <u>member or representative of a member</u></p> <p>b. He or she ceases to be a resident of <u>Singapore</u></p> <p>c. His or her position is terminated by a resolution passed by <u>the majority</u> of the Board for cause such as moral turpitude or conflict of interest.</p> <p>d. He or she <u>commits any criminal offence (except minor misdemeanors)</u>.</p> <p>e. He or she dies or <u>resigns</u></p> <p>f. He or she is declared <u>bankrupt</u></p> <p>g. <u>The term of his office which is the Annual General Meeting at which the cohort to which he or she belongs is scheduled to come to the end of their term, provided that a Governor may serve up to two consecutive partial or complete cohort terms after which her or she must resign and may not stand for election for a period of three years.</u></p> <p>A Governor who changes employer but remains a <u>member of representative</u> may continue to serve as a Governor until the term of his or her office.</p> <p><u>The Board of Governors for the year 2006/2007 will determine the composition of the initial transitional cohorts and the term of their members.</u></p>		<p>to the board under <u>Article VI Section B, 4</u> shall join the cohort of the Governor whose place has been vacated. Governors may serve a maximum of two consecutive partial or complete terms.</p> <p>The Governor retains office until:</p> <p>a. He or she ceases to be a representative of a <u>Corporate Member</u>.</p> <p>b. He or she ceases to be a resident of <u>Singapore</u>.</p> <p>c. His or her position is terminated by a resolution passed by <u>a 2/3 majority</u> of the Board for cause such as moral turpitude or conflict of interest.</p> <p>d. He or she <u>is convicted of any criminal offence which is punishable by imprisonment</u>.</p> <p>e. He or she dies or <u>resigns</u>.</p> <p>f. He or she is declared <u>bankrupt</u>.</p> <p>g. <u>The term of his or her office commences at the Annual General Meeting at which the cohort was elected and is for three years. A Governor can serve for no more than two consecutive terms. If a Governor is elected to two terms, the Governor may not stand for election until two years after the second cohort's term ends. If a Governor joins mid-term as a replacement for a sitting Governor, the appointed Governors' term of office shall be the same as the Governor replaced.</u></p> <p>A Governor who changes employer but remains a representative of a <u>Corporate Member</u> may continue to serve as a Governor until the term of his or her office <u>subject to Article VI Section B, 1, h.</u></p> <p><u>Any Governor who entered office before this constitution entered into effect may retain his or her seat subject to the conditions set forth in Article VI</u></p>	<ul style="list-style-type: none"> • These changes fix formatting and language inconsistencies • This change increases the threshold to terminate a Governor's term in office. The rationale behind the change is to make it harder for a faction of the Board of Governors to remove a Governor. • This change alters the focus of the wrongdoing from the committal of the act to the conviction. The rationale for the change is that it is impossible for the Board of Governors to know if a Governor committed the act, whereas a conviction is clear. In addition, Singapore has eliminated misdemeanors as a category of offense, so imprisonment is used as a proxy for the seriousness of the crime. • This change clarifies the term limits imposed on Governors. In addition, it also lowers the cooling off period from three years to two years. The rationale for this change is that, while the cooling off period is desirable to encourage fresh candidates and ideas on the Board of Governors, three years is too long and could cause previously active members to become less engaged at AmCham.

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			<p><u>Section B, 3 with the exception of sub-clause a. For those Governors, sub-clause a shall be replaced with the language, “He or she ceases to be a representative of a member.”</u></p>	<ul style="list-style-type: none"> • The change restricts members of the Board of Governors to those representatives from Corporate Members reflecting the consensus of the current Board of Governors that representatives from American companies are most appropriate to guide the direction of AmCham. • This language carves out an exception for Governors elected under the current constitution. The rationale behind this exception is that these individuals have already dedicated time and resources to service on and election to the Board of Governors. As a result, it would be inequitable to force them off the Board of Governors before their terms have ended.
Article VI, Section B,4	<p>Replacement of governors in mid term. In the event that a Governor ceases to be in office prior to the term of his or her cohort, the <u>chairman of the board</u> may appoint a new Governor to take his or her place in the cohort. <u>The term of the new governor so appointed will be the same as the term of the cohort he or she has joined provided that the new governor stands for election by the members at the Annual General Meeting following his or her appointment as described in Article VI Section B 2</u></p>	Article VI, Section B,4	<p>Replacement of governors in mid term In the event that a Governor ceases to be in office prior to the <u>conclusion of the</u> term of his or her cohort, the <u>Chairman of the Board</u> may appoint a new Governor to take his or her place in the cohort <u>and the appointment must be approved by a majority of the Board.</u></p>	<ul style="list-style-type: none"> • The change fixes formatting and language inconsistencies • This language is now included earlier in the article
None	N/A	Article VI, Section C	<p><u>Section C. Duty of the Board of Governors</u> <u>The duty of the Board of Governors is to oversee and make policy decisions with respect to the programs sponsored by AmCham, and to make decisions on matters</u></p>	<ul style="list-style-type: none"> • This change adds a section of the constitution that was believed to have been changed in the last constitutional update. Upon purchase of AmCham’s existing

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			<p><u>affecting AmCham when the General Meeting is not sitting. It may not act contrary to the expressed wishes of the General Meeting without prior reference to the latter and will always remain subordinate to the General Meeting.</u></p>	<p>constitution from the Registry of Societies, however, it was discovered that the changes had not been made in the Registry of Societies' system.</p>
Article VI, Section D	<p>Section D. Quorum The quorum for a meeting of the Board of Governors shall be one-half (½) of the total number of its members. In the event of there being no quorum present at a Board of Governors meeting, <u>the meeting shall be adjourned to the following week at a place, date and time to be appointed and notified at least three (3) days in advance to all the Board of Governors members, and should the number then present be insufficient to form a quorum, those present shall be considered a quorum.</u></p>	Article VI, Section D	<p>Section D. Quorum The quorum for a meeting of the Board of Governors shall be one-half (1/2) of the total number of its members. <u>A Governor may submit his proxy to any Governor prior to the Board meeting, and that Governor shall be deemed to be present for purposes of determining if there is a quorum. In the event of there being no quorum present at a Board of Governors meeting, the meeting may take place, but the Board of Governors may not vote on any matters.</u></p>	<ul style="list-style-type: none"> • The change explicitly allows Governors to attend Board meetings by proxy, aligning the constitution with current practice. • This change allows a Board meeting to take place without a quorum present, but forbids voting at the meeting. This change will allow Governors present at a meeting that is short of a quorum to continue to advance the governance of AmCham by providing the Executive Team guidance and feedback in spite of the lack of a quorum.
Article VI, Section E	<p>Section E. Meetings of Board of Governors A Board of Governors Meeting shall be held at least once a <u>year</u> with ten days' notice to Board of Governors members. The Chairman may call a Board of Governors Meeting at any time by giving ten days' notice.</p>	Article VI, Section E	<p>Section E. Meetings of Board of Governors A Board of Governors Meeting shall be held at least once a <u>quarter</u> with ten days' notice to Board of Governors members. The Chairman may call a Board of Governors Meeting at any time by giving ten days' notice.</p>	<ul style="list-style-type: none"> • The change increases the minimum period between Board meetings from once a year to once a quarter. While Board meetings are customarily once a month, this change ensures that the Board of Governors meets with more regularity.
Article VI, Section F	<p>Section F. Voting and Proxies All Governors (whether a voting representative or not) will have full voting rights at meetings of the Board of Governors. Any Board of Governors member may give a proxy to any other Board of Governors member (whether voting representative or not) to vote on</p>	Article VI, Section F	<p>Section F. Voting and Proxies All Governors (whether a voting representative or not) will have full voting rights at meetings of the Board of Governors. Any Board of Governors member may give a proxy to any other Board of Governors member (whether voting representative or not) to vote on any or all such matters as</p>	<ul style="list-style-type: none"> • The change explicitly allows Governors to provide their proxy in writing, reflecting the digital nature of most communication.

Rule no.	Existing Rule(s)	Renumbered Rule No.	Proposed Rules	Explanation & Reasons for Amendments
	any or all such matters as may come before the Board of Governors. Such proxy shall be in writing, shall specify the period or meeting to which it applies and attendance by the person holding the proxy shall constitute attendance at the meeting by the Board of Governors member giving such proxy. In the event that votes are tied, the Chairman may cast a deciding vote.		may come before the Board of Governors. Such proxy shall be in writing, <u>including in electronic form</u> , shall specify the period or meeting to which it applies and attendance by the person holding the proxy shall constitute attendance at the meeting by the Board of Governors member giving such proxy. In the event that votes are tied, the Chairman may cast a deciding vote.	
Article VI, Section G	<u>Section G.</u> Directors' and Officers' Insurance AmCham shall be authorized to take out such officers and directors, professional indemnity or errors and omissions insurance policy at the cost and expense of AmCham, insuring against such risks and in an amount as may be determined by the Board of Governors in order to give effect to Section G of this Article VI.	Article VI, Section H	<u>Section H.</u> Directors' and Officers' Insurance AmCham shall be authorized to take out such officers and directors, professional indemnity or errors and omissions insurance policy at the cost and expense of AmCham, insuring against such risks and in an amount as may be determined by the Board of Governors in order to give effect to Section G of this Article VI.	<ul style="list-style-type: none"> This change corrects a section header of the constitution that was believed to have been changed in the last constitutional update. Upon purchase of AmCham's existing constitution from the Registry of Societies, however, it was discovered that the changes had not been made in the Registry of Societies' system.
Article VII	<p style="text-align: center;">ARTICLE VII AUDIT</p> <p><u>Only a firm of Public Accountants may be elected as Honorary Auditors at each Annual General Meeting and to hold office for one year and may be re-elected for a maximum of five consecutive years in office. They will be required to audit each year's accounts and present a report upon such accounts to the Annual General Meeting. They may be required by the Chairman and the Board of Governors to audit AmCham's accounts for any period within their tenure of office at any date and make a report to the Board of Governors.</u></p>	Article VII	<p style="text-align: center;">ARTICLE VII AUDIT</p> <p><u>A firm of Certified Public Accountants shall be elected as Auditors at each Annual General Meeting for a term of one year. The Auditors will be required to audit each year's accounts and present a report upon such accounts to the Annual General Meeting and file annual returns with the Registry of Societies.</u> They may be required by the Chairman and the Board of Governors to audit AmCham's accounts for any period within their tenure of office at any date and make a report to the Board of Governors.</p>	<ul style="list-style-type: none"> The change removes term limits for auditors. Any previous rationales for the term limit appear not to have held in practice as the auditor function has simply rotated between a few firms.
Article VIII	<p style="text-align: center;">ARTICLE VIII TRUSTEES</p>	Article VIII	<p style="text-align: center;">ARTICLE VIII TRUSTEES</p>	<ul style="list-style-type: none"> The change fixes formatting and language inconsistencies

Rule no.	Existing Rule(s)	Renumbered Rule No.	Proposed Rules	Explanation & Reasons for Amendments
	<p>If AmCham at any time acquires any immovable property, such property shall be vested in trustees subject to a declaration of trust. Any trustee may at any time resign his trusteeship subject to there being at least two (2) remaining trustees upon such resignation taking effect. If a trustee dies, or becomes a lunatic, or is of unsound mind, or moves permanently, or is absent from the Republic of Singapore for a period of one year, the trustee shall be deemed to have resigned his trusteeship. If a trustee is guilty of misconduct of such kind to render it undesirable that the person continues as a trustee, another trustee may be appointed at a General Meeting to replace him, but the total number of trustees shall not be greater than five (5) or less than two (2). Notice of any proposal to remove a trustee from his trusteeship or to appoint a new trustee to fill a vacancy must be given by affixing in the premises of AmCham a document containing such proposal at least two (2) weeks before the meeting at which the proposal is to be discussed. The result of such meeting shall then be notified to the <u>Registrar</u> of Societies.</p>		<p>If AmCham at any time acquires any immovable property, such property shall be vested in trustees subject to a declaration of trust. Any trustee may at any time resign his trusteeship subject to there being at least two (2) remaining trustees upon such resignation taking effect. If a trustee dies, or becomes a lunatic, or is of unsound mind, or moves permanently, or is absent from the Republic of Singapore for a period of one year, the trustee shall be deemed to have resigned his trusteeship. If a trustee is guilty of misconduct of such kind to render it undesirable that the person continues as a trustee, another trustee may be appointed at a General Meeting to replace him, but the total number of trustees shall not be greater than five (5) or less than two (2). Notice of any proposal to remove a trustee from his trusteeship or to appoint a new trustee to fill a vacancy must be given by affixing in the premises of AmCham a document containing such proposal at least two (2) weeks before the meeting at which the proposal is to be discussed. The result of such meeting shall then be notified to the <u>Registry</u> of Societies.</p>	
Article IX	<p style="text-align: center;">ARTICLE IX DISSOLUTION</p> <p>Section A. Means of Dissolution</p> <p>1. AmCham shall not be dissolved, except with the consent of not less than three-</p>	Article IX	<p style="text-align: center;">ARTICLE IX DISSOLUTION</p> <p>Section A. Means of Dissolution</p> <p>1. AmCham shall not be dissolved, except with the consent of not less than three-fifths (3/5) of all the voting representatives of AmCham,</p>	<ul style="list-style-type: none"> The change fixes formatting and language inconsistencies

Rule no.	Existing Rule(s)	Renumbered Rule No.	Proposed Rules	Explanation & Reasons for Amendments
	<p>fifths (3/5) of all the voting <u>members and voting</u> representatives of AmCham, for the time being resident in the Republic of Singapore, expressed either in person or by proxy in a General Meeting convened for the purpose.</p> <p>Section B. After Dissolution</p> <p>1. In the event of AmCham being dissolved as provided above, all debts and liabilities legally incurred on behalf of AmCham shall be fully discharged, and the remaining funds will be devoted to such local charitable organization or organizations as the members shall decide.</p> <p>2. Notice of dissolution shall be given within seven (7) days of the dissolution to the <u>Registrar</u> of Societies.</p>		<p>for the time being resident in the Republic of Singapore, expressed either in person or by proxy in a General Meeting convened for the purpose.</p> <p>Section B. After Dissolution</p> <p>1. In the event of AmCham being dissolved as provided above, all debts and liabilities legally incurred on behalf of AmCham shall be fully discharged, and the remaining funds will be devoted to such local charitable organization or organizations as the members shall decide.</p> <p>2. Notice of dissolution shall be given within seven (7) days of the dissolution to the <u>Registry</u> of Societies.</p>	
Article X	<p>ARTICLE X PROHIBITIONS</p> <p>1. <u>AmCham shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.</u></p> <p>2. <u>AmCham shall not attempt to restrict or in any other manner interfere with trade or prices or engage in any trade union activity as defined in any written law relating to trade unions for the time being in force in Singapore.</u></p> <p>3. <u>The funds of AmCham shall not be used to pay the fines of members who have been convicted in Court.</u></p>	Article X	<p>ARTICLE X PROHIBITIONS</p> <p>1. <u>Gambling of any kind, excluding the promotion or conduct of a private lottery which has been permitted under the Private Lotteries Act Cap 250, is forbidden on AmCham's premises. The introduction of materials for gambling or drug taking and of bad characters into the premises is prohibited.</u></p> <p>2. <u>The funds of AmCham shall not be used to pay the fines of members who have been convicted in court of law.</u></p> <p>3. <u>AmCham shall not engage in any trade union activity as defined in any written law relating</u></p>	<ul style="list-style-type: none"> This language has been updated to the current Registry of Societies template for prohibitions.

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	<p>4. <u>Gambling of any kind such as tontines, chit funds and/or the playing of paikow or mahjong, whether for stakes or not, are forbidden on the premises of AmCham. The introduction of materials for gambling or opium smoking or narcotic drugs of any kind and of bad characters into the premises is prohibited.</u></p> <p>5. <u>AmCham shall not hold any lottery, whether confined to its members, or not, in the name of AmCham or its office-bearers, Board of Governors, or members.</u></p>		<p><u>to trade unions for the time being in force in Singapore.</u></p> <p>4. <u>AmCham shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.</u></p> <p>5. <u>AmCham shall not hold any lottery, whether confined to its members or not, in the name of AmCham or its office bearers, Committee or members unless with the prior approval of the relevant authorities.</u></p> <p>6. <u>AmCham shall not raise funds from the public for whatever purposes without the prior approval in writing of the Assistant Director Operations, Licensing Division, Singapore Police Force and other relevant authorities.</u></p>	
Article XI	<p style="text-align: center;">ARTICLE XI BY-LAWS</p> <p><u>Voting members and voting representatives of AmCham by voting at the Annual General Meeting or General Meeting or the Board of Governors may make, alter, add to and repeal the by-laws of AmCham, as long as they do not conflict with the Constitution of AmCham. Voting members of AmCham will be notified of any changes in the by-laws of AmCham after approval of such changes by the Registrar of Societies.</u></p>	Article XI	<p style="text-align: center;">ARTICLE XI BY-LAWS</p> <p><u>The Board of Governors may make, alter, add to and repeal the by-laws of AmCham, as long as they do not conflict with the Constitution of AmCham. Voting representatives of AmCham will be notified of any changes in the by-laws of AmCham after approval of such changes by the Registry of Societies.</u></p>	<ul style="list-style-type: none"> • This change limits who may change the by-laws, allowing only the Board of Governors to make these changes. The rationale for the change is to provide greater differentiation between voting representatives and Governors, leaving more substantial decisions to the general membership and more procedural decisions to the Board of Governors. • The changes fix formatting and language inconsistencies
Article XII	<p style="text-align: center;">ARTICLE XII AMENDMENT OF THE CONSTITUTION</p> <p>No alteration or additions to the constitution of AmCham shall be made except at a General Meeting and with the consent of <u>two-thirds (2/3) of</u></p>	Article XII	<p style="text-align: center;">ARTICLE XII AMENDMENT OF THE CONSTITUTION</p> <p>No alteration or additions to the constitution of AmCham shall be made except at a General Meeting and with the consent of <u>two-thirds (2/3) of all the</u></p>	<ul style="list-style-type: none"> • The changes fix formatting and language inconsistencies

Rule no.	Existing Rule(s)	Renumbered Rule No.	Proposed Rules	Explanation & Reasons for Amendments
	<p><u>the voting members and voting representatives</u> voting in person or by proxy at the General Meeting, and they shall not come into force without prior sanction of the <u>Registrar</u> of Societies.</p>		<p><u>voting representatives</u> voting in person or by proxy at the General Meeting, and they shall not come into force without prior sanction of the <u>Registry</u> of Societies.</p>	