

No. of Company  
200410341R

*Republic of Singapore*

*The Companies Act (Chapter 50)*

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**COMPANY LIMITED BY GUARANTEE**

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**MEMORANDUM**  
**AND**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**COLLEGE OF SURGEONS,**  
**SINGAPORE**

**Incorporated on the 17<sup>th</sup> day of August 2004**

**Company No: 200410341R**

**CERTIFICATE CONFIRMING INCORPORATION OF COMPANY**

**This is to confirm that COLLEGE OF SURGEONS, SINGAPORE is incorporated under the Companies Act (Cap 50), on and from 17/08/2004 and that the company is a PUBLIC COMPANY LIMITED BY GUARANTEE.**

**GIVEN UNDER MY HAND AND SEAL ON 18/08/2004.**



**MRS NG-LOU GEOK CHOO  
ASST REGISTRAR OF COMPANIES  
ACCOUNTING AND CORPORATE REGULATORY AUTHORITY (ACRA)  
SINGAPORE**



The Companies Act (Cap 50)  
Company Limited By Guarantee

## COLLEGE OF SURGEONS, SINGAPORE

### MEMORANDUM OF ASSOCIATION

- 1 The name of the Company shall be "**College of Surgeons, Singapore**".
- 2 The registered office of the Company will be situated in Singapore.
- 3 The objects for which the Company is established are:
  - (a) *to advance the art and science of surgery and its specialties;*
  - (b) *to promote study and research into medical and scientific problems;*
  - (c) *to sustain and foster postgraduate education; to conduct higher professional examinations and to award diplomas;*
  - (d) *to do all such things as are in furtherance of the above objects or any of them and particularly the following provided that nothing shall be done for commercial reasons or solely for profit:*
    - i) *to grant specialist certification to persons who have fulfilled the criteria laid down;*
    - ii) *to maintain and promote the highest standards of professional practice;*
    - iii) *to maintain a high code of ethical conduct amongst its members;*
    - iv) *to represent, express and give effect to the views and opinions of its members;*
    - v) *to enter into any arrangements through and with the consent of the Academy with Government or any other authority that may seem conducive to the Company's objects, or any of them; and to obtain from such Government or authority any rights, privileges, and concessions which the Company may think desirable to obtain, and to carry out, exercise, and comply with any such arrangements, rights, privileges and concessions;*
    - vi) *to protect the interest and dignity of the College of Surgeons and the Academy of Medicine;*
    - vii) *to do all such acts and things as are incidental or subsidiary to all or any of the above;*
    - viii) *to act as trustees, committee members or managers of any real or personal property given or held upon trust for charitable purposes;*
    - ix) *to accept gifts of any real or personal property for the general purposes of the Company or for any particular purpose thereof;*
    - x) *Subject to the provisions of Section 19(2) of the Companies Act, to purchase, take on lease, exchange, or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary or convenient for the promotion of its objects, and to construct, alter, repair, and maintain any buildings or erection necessary or convenient for the work of the Company;*
    - xi) *to sell, let, dispose of, grant rights over or turn to account all or any of the property or assets of the Company as may be thought expedient to the promotion of its objects;*
    - xii) *to invest the monies of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit;*
    - xiii) *to co-operate with and subscribe to any association, society or corporation whose objects shall be charitable and to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any such association, society or corporation;*

- xiv) *Subject to the fourth paragraph of this Memorandum, to grant allowances and gratuities to past or present officers or servants of the Company and to establish and maintain or participate in trust funds or schemes (whether contributory or non-contributory) for providing benefits for any such persons as aforesaid;*
- xv) *to do all such other things as are incidental or conducive to the attainment of the above objects or any of them.*

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

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

5 No addition, alteration or amendment shall be made to or in provisions of this Memorandum and the Articles of Association for the time being in force unless the same shall have been submitted to and approved by two-thirds of the Fellows of the College at a General Meeting and subsequently, by the Academy of Medicine and approved by the Minister empowered to act under Section 29 of the Companies Act and the Comptroller of Income Tax and the Commissioner of Charities.

6 The liability of members of the Company is limited.

7 The fourth and fifth paragraphs in this Memorandum contain conditions on which a licence is granted to the Company by the Minister empowered to act under Section 24 of the Companies Act.

8 Each member undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member, or within one year if he ceases to be a member, for payment of the debts and liabilities of the Company contracted before he ceases to be a member and of the costs, charges and expenses of the winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required but not exceeding fifty dollars (\$50/-).

9 If, upon winding up or dissolution of the Company, there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other institutions of a public character approved under Charities (IPCs) Regulations 2007 and which are registered under the Charities Act, Cap. 37.

10 True accounts shall be kept of the sums of money received and expended by the Company, and the matter in respect of which such receipt and expenditure take place, and of the property, credits and liabilities of the Company, and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Company for the time being, shall be open to the inspection of members.

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

We, the several persons whose names, addresses and descriptions are hereunto subscribed, are desirous of being formed into a College in pursuance of this Memorandum of Association.

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**NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS**

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**DR HO LAI YUN**  
12B Cotswold Close  
Singapore 359647

Doctor

**DR CHRISTOPHER GOH HOOD KENG**  
35B Woo Mon Chew Road  
Singapore 455105

Doctor

**DR COLIN SONG**  
17 Jalan Limau Bali  
Singapore 468488

Doctor

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Dated this 16<sup>th</sup> day of August 2004

Witness to the above Signatures:-

**LEE FOOK HONG**  
**PRACTISING CHARTERED**  
**SECRETARY**  
**2 FINLAYSON GREEN #16-05**  
**ASIA INSURANCE BUILDING**  
**SINGAPORE 049247**

## **COLLEGE OF SURGEONS, SINGAPORE**

### **ARTICLES OF ASSOCIATION**

1 The provisions of Table A in the Fourth Schedule of the Companies Act shall not apply to the College.

2 In these Articles:

"Academy" means the Academy of Medicine, Singapore;

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

"Board" means the Specialty Board of each Chapter;

"Chapter" means a group of surgeons registered with the Specialist Accreditation Board as a single specialty;

"College" means the College of Surgeons, Singapore;

"Council" means the Council of the College;

"Executive Committee" means the Executive Committee of each Section;

"Honorary Secretary" means a Council Member elected to hold the office of Honorary Secretary pursuant to Article 28 of the Articles of Association or an office executive in the Specialty Board or Executive Committee pursuant to Article 53 of the Articles of Association;

"Section" means a group of surgeons with an interest in a sub-specialty;

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

"Office" means the registered office of the College;

"Secretary" means any person appointed as the Company Secretary to perform the duties of the Secretary of the College;

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 College proposes to be registered is unlimited.

4 The College 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 College.

### **MEMBERSHIP**

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

(a) *Fellows*;

(b) *Overseas Fellows*;

(c) *Honorary Fellows*;

(d) *Ordinary Members*;

(e) *Associate Members*.

All Fellows shall have the rights to vote and to hold office in the Council. In accordance with Article 8, Overseas Fellows who are present in Singapore shall have the right to vote.

- 7 (a) Fellowship shall be open to qualified members of the Medical profession who are
  - i) holding a qualification that is accredited by the Specialist Accreditation Board and registrable with the Singapore Medical Council as a specialist in one of the surgical specialties;
  - ii) practising their specialties after certification by the Specialist Accreditation Board; and
  - iii) Fellows and Overseas Fellows of the Academy of Medicine, Singapore.
- (b) At the time when the College is incorporated, admission to Fellowship shall be automatic for Fellows of the Academy of Medicine who have
  - i) been practising as a specialist in one of the surgical specialties;
  - ii) good standing in the Academy; and
  - iii) settled all monies due by them to the Academy.
- 8 Overseas Fellowship shall be open on application to Fellows of the College who are normally resident outside Singapore. Overseas Fellows shall pay such reduced annual subscriptions as the Council may determine and have all the privileges of Fellows, except the right to hold office, during any period of visit to Singapore, provided such period does not exceed six months. Should this period exceed six months, they shall be deemed to be Fellows. Overseas Fellows should notify the Secretariat of the College of their presence in or period of visit to Singapore in order to be accorded the privileges or rights of Fellows. While Overseas Fellows remain outside Singapore, they shall have such privileges that the Council shall, at its discretion, decide to grant.
- 9 Every person admitted as a Fellow or an Overseas Fellow of the College shall sign the following pledge which shall be binding upon him:

*“I hereby pledge myself as a condition of membership of the College of Surgeons, Singapore that I will practise Surgery and conduct my life in strict accordance with the highest ideals of the profession. I declare that I have read and agree to be bound by the Memorandum and Articles of Association of the Academy and of the College and the regulations made by the Council of the Academy and of the College, and also to be bound by any amendments thereto. I declare that I will submit to any penalties including expulsion from the Academy, College or its Council(s) for violation of any of the Memorandum and Articles of Association of the Academy and of the College or the rules made by the Council(s) or of this pledge.”*
- 10 The College Council may admit distinguished members of the Medical professions, scientists or other persons as Honorary Fellows and make provision for their admission in such manner as it shall from time to time think fit.
- 11 (a) Fellows and Overseas Fellows are entitled to use the letters FCSS (Fellow of the College of Surgeons, Singapore) after their names. This entitlement is restricted for a period of five years. Honorary Fellows are entitled to use the letters FCSS (Hon) after their names with no time restriction.
- 11 (b) The process of revalidation/recertification to remain as Fellows of the College at the end of the 5-year term will be determined and approved by the College Council, relevant Specialty Chapter Board and Fellows of the Chapter by simple majority at the General Meeting as specified in the Bye-Laws.
- 12 (a) Ordinary Membership shall be open to individuals pursuing specialist training in one of the surgical specialties who are

- i) of good general character and conduct, as testified by two referees, one of whom must be Fellow of the College; and
    - ii) members of the Academy.
  - (b) Admission to Ordinary Membership of the College shall be automatic, at the time of incorporation of the College, for Ordinary Members of the Academy of Medicine, Singapore who are pursuing specialist training in one of the surgical specialties.
  - (c) Ordinary Members shall have all the privileges of a Fellow except the right to vote or hold office as a Council Member or Chairman of Specialty Board. They shall not be entitled to use the letters FCSS after their names.
  - (d) Ordinary Members who fulfilled the criteria for Fellowship shall be eligible for elevation to Fellowship of the College. When a candidate is eligible, the Honorary Secretary shall notify the same to the candidate in writing.
- 13 Associate Membership shall be open to persons not in the specialty of surgery and its related specialties, but who are able to further the interests of the College in their particular fields. Enrolments of Associate Members shall be by application and follow the general procedure for Fellowship. Associate Members have all the privileges of Fellows, except the right to vote and to hold office and shall not be entitled to use the letters FCSS after their names.
- 14 The Council shall have absolute power and discretion in deciding upon any application for admission to membership and its decision shall be final and it shall not be bound to give any reason for its decision.
- 15 The Honorary Secretary shall keep a register of all members.
- 16 A member shall treat all communications made by the College 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 notice in writing to the Secretary resign his membership of the College 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 College. If any such resigning member subsequently wishes to seek re-admission to the College, the Council may approve his re-admission to membership of the College on such conditions as it thinks fit.
- 19 Any member acting contrary to the good name and dignity of the College or inconsistent with its purposes may be expelled by a majority of two-thirds of Council members present at a meeting specially called to consider and deal with the matter of the conduct of such member.
- 20 Notice of such meeting and a statement of the charges against him shall be given to the member whose conduct is to be considered and he shall be entitled to attend and show cause why he should not be expelled or to submit an explanation of his conduct in writing.
- 21 After hearing the member whose conduct is being considered and reading any written statements submitted by him or if the member shall not attend such meeting or send any written explanation of his conduct then after considering the other materials before the Council referring to the

conduct of the member under enquiry the Council shall finally determine the question of expulsion of such member by resolution. The Council may by a majority vote resolve to impose such other form(s) of disciplinary action and penalty provided for in the by-laws as the Council may in its absolute discretion determine including censure, suspension of membership; and to order the member to pay to the College such amount as is specified by the Council to reimburse the College for the costs and expenses of any incidental to the hearing of the disciplinary matter against the member specific.

- 22 In the event of a Fellow ceasing to be a Fellow (for reasons of voluntary resignation, or removal owing to subscriptions in arrears, or expulsion because of derogatory conduct) the possession of the diploma of Fellowship does not entitle him to describe himself as being a Fellow and he shall not be entitled to the privileges of a Fellow, including the use of FCSS.
- 23 Any member who fails to pay the annual subscription payable by him within one year of the due date may be required by the Council to pay a late-payment fee, the amount of which shall be determined from time to time by the Council. Any member who continues to fail to pay such annual subscription and such late-payment fee or either of them for a further year thereafter shall cease to be a member and the Honorary Secretary 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 College.
- 24 Should a sufficient explanation for his failure to pay the annual subscription or the late-payment fee be made by the member to the satisfaction of Council, the Council may order his re-instatement of membership to the College on such conditions as it thinks fit.

#### **MEMBERSHIP FEES**

- 25 Upon incorporation of the College, there will be no levy for entrance fee and annual subscription for Fellows and Ordinary Members of the Academy who automatically become Fellows and Ordinary Members of the College. Subsequently, members shall pay the appropriate entrance fee, annual subscription and any other fee applicable to their respective categories as determined by the Council.

When a candidate has been duly elected to Fellowship, the Honorary Treasurer shall request the candidate to pay the entrance fee and subscription for the current year and any other fee as determined by the Council from time to time, and the candidate shall not be entitled to exercise his rights as a Fellow or to enjoy the benefits and privileges of the College until he has paid such sums.

- 26 Honorary Fellows need not pay any entrance fees or annual subscription and shall be entitled to all the privileges of a member, including the right to attend General Meetings, but shall have no right to vote at any General Meeting nor to hold office as a Council Member.

#### **FINANCIAL YEAR**

- 27 The financial year shall commence on the first day of January each year and terminate on the 31<sup>st</sup> day of December of the same year.

## COUNCIL OF MANAGEMENT

- 28 The College shall have a Council which shall comprise the following:
- (a) Council Members elected by the voting members holding the following offices
    - i) President;*
    - ii) Vice President;*
    - iii) Honorary Secretary;*
    - iv) Honorary Treasurer; and*
    - v) Two or Three Council Members;*
  - (b) President-Elect or Immediate Past President (ex-officio);
  - (c) Chairmen of specialty boards;
  - (d) Master of the Academy or his alternate (ex-officio).

The President, Vice President, Honorary Secretary, Honorary Treasurer, President Elect or Immediate Past President shall comprise the executive officers of the College.

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

- 29 The first six members of the interim Council to hold office until the first annual general meeting shall be (a) Dr Colin Song; (b) Dr Eu Kong Weng; (c) Dr Vincent K L Yeow; (d) Dr Low Yin Peng; (e) Dr Li Man Kay; and (f) Dr Wee Siew Bock. (The current office bearers of the Chapter of Surgeons would act as the interim Council.)

The first six Council Members will be elected by postal ballot before the first annual general meeting. The first President shall be elected by postal ballot from amongst the first Elected Councillors to serve on the Council for a consecutive term of three years ie. first two years as President and the third year as Immediate Past President. The office bearers, other than the President, will be elected by the Council Members. The Fellows elected for the office of the Vice-President and Honorary Secretary will serve on the Council for two years but the office they hold may change at the second AGM, while the other three councillors will serve for a period of one year. However, they are eligible for re-election subject to Article 30. Subsequently, all Elected Councillors will serve on the Council for term of two years. The first President-Elect will be elected by postal ballot from amongst the Elected Councillors within one month of the second AGM of the Council and take over as President at the third AGM of the College.

- 30 Except for the President, other Council Members shall be eligible for re-election and re-appointment at subsequent AGMs. However, the Honorary Treasurer shall not be re-elected to the same post for a consecutive term of office. No elected Council Members, except for President-Elect, shall hold office for more than four consecutive terms (ie. eight consecutive years) and they must retire at the end of the fourth consecutive term but may seek re-election after a lapse of two years thereafter. Retiring elected Council Members shall remain in office until their successors have been appointed.

- 31 Approximately three months before AGM (except the first), the Honorary Secretary will issue a list of Council Members whose term of office will expire at the AGM and eligible for re-election and a list of the retiring Council Members who are not eligible for re-election. The Honorary Secretary shall simultaneously call for nomination of fellows, on a prescribed form, to fill the vacancies. If more nominations than vacancies are received at the office of the College within the

prescribed period, the Honorary Secretary shall within four weeks issue ballot papers for a postal ballot or arrange for an electronic ballot among Fellows resident in Singapore to elect the new Council Members. If the number of nominations received is six or less, those nominated will be declared elected.

- 32 The Council Members shall appoint the officers except for the President-Elect who shall be elected by the Fellows from amongst the persons elected as members of the Council. The member of the Council who are appointed to any office shall hold that office for a term of one year but shall be eligible for re-appointment.
- 33 Approximately one year before the expiration of the term of the President and within one month of the AGM, the President will call for nominations from Fellows, on a prescribed form, of Council Members for the post of President-Elect. The restrictions on the total tenure of a Council Member shall not apply to a Council Member elected as President-Elect. If more than one nomination is received, the President will conduct a postal or electronic ballot from amongst the Fellows resident in Singapore. On election of the President-Elect, the office of the Immediate Past President would be vacated and the President-Elect will be appointed an ex-officio and an executive member of the Council. The President-Elect shall take office as President on completion of the term of the incumbent President. The President so elected shall serve a term of two years as President and a further term as Immediate Past President on the Council. Election of President-Elect will hence be conducted biennially and within a month after the AGM. The term of the President shall be two years and the term of the Immediate Past President one year henceforth. The Council shall appoint Council Member(s) to any office vacated by Council Members on election of the President-Elect.
- 34 Except the President-Elect, all the elected Council Members who have completed their two-year term shall retire each year. Retiring elected Council Members shall be eligible for re-election, subject to the maximum tenure of four consecutive terms.
- 35 If any member of the Council is absent from three consecutive meetings of the Council for a continuous period of six months without leave from the Council and the Council resolves that his office be vacated, then the office of such Council Member shall be vacated. Any member disqualified from serving on the Council under this clause shall only become eligible to serve again if elected at the next annual general meeting.
- 36 Nominations of candidates to the Council and that of President-Elect shall be signed by two Fellows and contain a consent to act if elected signed by the person nominated and shall be left with or forwarded by post to the Honorary Secretary so as to reach him by the stipulated date and time.
- 37 If the number of nominations for the vacancies in the Council shall not exceed the number of vacancies the persons so nominated shall be declared duly elected at the annual general meeting but if the number of nominations exceeds the 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.
- 38 The candidates up to the number of vacancies who shall receive most votes shall be declared elected and in the case of two or more candidates receiving an equal number of votes the Incumbent President shall have a second casting vote.
- 39 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.

- 40 In furtherance of the objects of the College, the Council may from time to time appoint committees as and when it deems necessary, and determine the terms of reference of such committees.
- 41 The Council may from time to time create and maintain such Chapters/Sections within the College as it thinks fit.
- 42 The Council shall meet at least bi-monthly to discuss the business and affairs of the College.
- 43 At all meetings of the Council, the President (or in the absence of the President, the Vice President) shall be Chairman. Questions arising at any meeting shall be determined by a majority of votes. In case of an equality of votes, the Chairman shall have a second or casting vote. In the unavoidable absence of the President and the Vice President, the Council shall appoint an acting Chairman who shall also be entitled to a casting vote.
- 44 Unless otherwise determined by the Council, the quorum at meetings of the Council shall be five. However, a quorum of at least 50% of the Council should be present for any major decision to be passed.
- 45 The Council shall cause proper minutes to be kept of all its meetings.
- 46 The Council may continue to act notwithstanding any vacancy.
- 47 Subject to the directives of the Academy, the Council shall manage the affairs and property of the College, 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 College 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 College and may exercise all such powers of the College as they think fit, except as otherwise provided by these Articles.
- 48 The Council shall engage all such employees as they may consider necessary, and shall regulate their duties and fix their salaries.
- 49 The Council may appoint one of their members to exercise, subject to their directions, a general control over the work of the College. 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.

#### **SPECIALTY CHAPTERS AND SECTIONS**

- 50 Subject to the approval of Fellows at a general meeting by a special resolution passed by not less than a majority of three fourths of voting members present at the general meeting, the Council shall have the power to, from time to time, create Chapter(s) of different registered specialities within the College, or convert existing Section(s) into Chapter(s) of the appropriate speciality or converting existing Chapter(s) into College(s) and be registered as separate and independent entity (entities) under any legislation as appropriate or set up Section(s) of non-registered specialities. The Chapter(s) can be allowed to register as separate and independent entity (entities) or be converted into College(s) and be registered as separate and independent entity (entities) under any legislation as appropriate, and the Academy shall have the power to exercise supervision over such entity (entities) which shall be fully responsible and accountable to the Academy.

The current list of nine Chapters comprises:

- i) A Chapter of Cardiothoracic Surgeons
- ii) A Chapter of General Surgeons

- iii) A Chapter of Hand Surgeons
- iv) A Chapter of Neurosurgeons
- v) A Chapter of Orthopaedic Surgeons
- vi) A Chapter of Otorhinolaryngologists
- vii) A Chapter of Paediatric Surgeons
- viii) A Chapter of Plastic Surgeons
- ix) A Chapter of Urologists

The Chapter of Cardiothoracic Surgeons shall include all cardiothoracic surgeons.

The Chapter of General Surgeons shall include all general surgeons.

The Chapter of Hand Surgeons shall include all hand surgeons.

The Chapter of Neurosurgeons shall include all neurosurgeons.

The Chapter of Orthopaedic Surgeons shall include all orthopaedic surgeons.

The Chapter of Otorhinolaryngologists shall include all otorhinolaryngologists.

The Chapter of Paediatric Surgeons shall include all paediatric surgeons.

The Chapter of Plastic Surgeons shall include all plastic surgeons.

The Chapter of Urologists shall include all urologists.

- 51 Each Chapter shall be governed by a Specialty Board responsible for the professional training, education and/or academic activities related to the specialty of its members. These activities include continuous professional development/continuing medical education/recertification of specialists, training/accreditation/certification of basic and advanced trainees, preparation of clinical practice guidelines, awarding diploma/certificates, etc.

Each Section shall be administered by an Executive Committee responsible for the professional training, education and/or academic activities related to the specialty of its members.

- 52 Each Board/Executive Committee shall work closely with the existing related specialist society who has signed Memorandum of Understanding with the College in CPD/CME activities.

- 53 Each Board of the Chapter shall comprise the following officers:

- i) Chairman
- ii) A Vice-Chairman
- iii) An Honorary Secretary
- iv) Two to four Board Members [one or two representative(s) from the related specialist society where applicable who must be Fellows]

Each Executive Committee of the Section shall comprise the following officers:

- i) A Chairman
- ii) A Vice-Chairman
- iii) An Honorary Secretary
- iv) Three Committee Members [one representative from the existing related specialist society]

Members of each Chapter/Section shall meet within one month from the date of the annual general meeting of the College to elect a Board/Executive Committee.

- 54 The Chairman, Vice-Chairman, Honorary Secretary and one Board/Executive Committee member shall be elected amongst Fellows of each specialty in accordance with the procedures to be determined by Council from time to time as specified in the By-Laws. The President of the College, upon the recommendation of the Chairman of the Board/Executive Committee, shall appoint the rest of the members of the Board/Executive Committee, who shall be at least Fellows of the College.

- 55 The term of each Board/Executive Committee shall be 2 years. Each Fellow of the College shall not be in the Board/Executive Committee for more than eight years consecutively. As for the Chairperson, the maximum term of office is 4 years consecutively.

- 56 Each Chapter/Section shall submit a report to the Council six weeks before the annual general meeting in order that it may be included in the annual report of the College.
- 57 Applications by Fellows for the formation of a new Chapter/Section must be made to the Council in writing and signed by a minimum of 5 Fellows who will be potential members of the Chapter/Section.
- 58 Such applications must be submitted to Council six months before the next Annual General Meeting.
- 59 A resolution to form a new Chapter/Section must be proposed by the Council for approval at the Annual General Meeting.

## MEETINGS

- 60 The College shall within six months after the end of each financial year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meetings as such in the notices calling it. Provided that so long as the College holds its first annual general meeting within eighteen months of its incorporation. The annual general meeting shall be held at such time and place as the Council shall determine.
- 61 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 College.*
  - (d) *Election of Council Members.*
  - (e) *The appointment of the President.*
  - (f) *The appointment of auditors.*
  - (g) *Amendment of Articles of Association, if any.*
  - (h) *Other business, notice of which shall be given in writing to the Company Secretary at least seven days prior to such meeting.*
- 62 All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 63 The Council may, whenever they think fit, and they shall, upon a requisition made in writing by any five or more members of the Council or by thirty or more Fellows of the College, convene an extraordinary general meeting, or, in default, such a meeting may be convened by such requisitions as is provided in section 176 of the Act.
- 64 Any requisition made by members of the Council or Fellows of the College shall express the object of the meeting proposed to be called and shall be left at the registered office of the College.
- 65 Upon the receipt of such requisition the Council shall forthwith proceed to convene a general meeting; if they do not proceed to convene the same within twenty-one days from the date of the requisition, the requisitionists may themselves convene a meeting.
- 66 At least fourteen days before every meeting or in the case of meeting called for the passing of a special resolution at least twenty-one days before such meeting, notice thereof specifying the place, the day, and hour of meeting, and, in case of special business, the general nature of such business, shall be given to the voting members in manner hereinafter mentioned, or in such other manner, if any, as may be prescribed by the College 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**

- 67 All business transacted at an extraordinary general meeting or an annual general meeting shall be deemed special, with the exception of the consideration of the accounts, balance sheets and the annual report of the Council and the report of the auditors, the election of Fellows to hold office in the Council in the place of those retiring and the appointment and remuneration of the auditors.
- 68 No business shall be transacted at any meeting unless a quorum of not less than twenty voting members having the right to attend are present at the commencement of such business.
- 69 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of the voting members of the Council or voting members of the College shall be dissolved; in any other case it shall stand adjourned to a date not less than 14 days but not more than 28 days later at the same place, and if at such adjourned meeting a quorum is not present those members entitled to vote who are present shall constitute a quorum.
- 70 The President, or in his absence, the Vice President shall preside as Chairman at every general meeting of the College.
- 71 If neither the President nor the Vice President is present at the time of holding a meeting, the voting members present shall choose one of their members to be Chairman of such meeting.
- 72 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.
- 73 At any general meeting, unless a poll is demanded by at least five voting members, a declaration by the chairman that a resolution has been carried or lost, and an entry to that effect in the book of proceedings of the College, shall be conclusive evidence of the fact.
- 74 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 College 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 before the poll is taken, but only with the consent of the Chairman.
- 75 Every voting member shall have one vote and no more. All votes shall be given personally. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

## **SECRETARY**

- 76 (a) The College shall have a Company 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 Company Secretary so appointed may be removed by them.
- (b) Anything required or authorized to be done by or to the Company Secretary may, if the office is vacant or there is for any reason no Company Secretary capable of acting, be done by any officer of the College authorized generally or specifically in that behalf by the Council.

- 77 A provision of the Act or these Articles requiring or authorizing a thing to be done by or to a member of the Council and the Company 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 Company Secretary.

#### **THE SEAL**

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

#### **ACCOUNTS**

- 79 The Council shall cause proper books of account to be kept with respect to:
- (a) *All sums of money received and expended by the College and the matters in respect of which the receipt and expenditure takes place;*
  - (b) *The assets and liabilities of the College.*
- 80 Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the College's affairs and to explain its transactions.
- 81 All disbursements shall be made by cheque signed by the Honorary Treasurer and President or Vice President of the Council.
- 82 The books of account shall be kept at the registered office of the College, or, subject to section 167(3) of the Act, at such other place or places as the Council thinks fit, and shall always be open to the inspection of the members of the Council.
- 83 The Council shall from time to time determine to what extent and at what times and places and under what conditions or regulations the accounts and books of the College or any of them shall be open to the inspection of members not being members of the Council, and no member (not being a member of the Council) shall have the right of inspecting any account or book or document of the College except as conferred by statute or authorized by the Council.
- 84 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 College in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.
- 85 A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the College in general meeting, together with a copy of the auditor's report, shall not less than fourteen days before the date of the meeting be sent to every member of, and every holder of debentures of the College. Provided that this article shall not require a copy of those documents to be sent to any person of whose address the College is not aware.

#### **AUDIT**

- 86 Approved Company Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.

## NOTICES

- 87 A notice may be given by the College to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within Singapore) to the address, within Singapore supplied by him to the College for the giving of notice to him. 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.
- 88 Notice of every general meeting shall be given in any manner hereinbefore authorized to:
- (a) *Every member except those members who (having no registered address within Singapore) have not supplied to the College an address within Singapore for the giving of notices to them; and*
  - (b) *The auditor for the time being of the College.*

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

## AMENDMENTS

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

## DISSOLUTION

- 90 The College shall be wound up voluntarily whenever a special resolution is passed requiring the College to be wound up. Paragraphs 8 and 9 of the Memorandum of Association shall have effect as if the provisions thereof were repeated herein. Notice of the winding up of the College shall be given to the Minister of Finance, the Comptroller of Income Tax and the Commissioner of Charities within 7 days of the passing of the resolution to wind up the College.