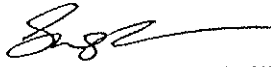


No. of Company
199703727C


.....
Director / Secretary

THE COMPANIES ACT, CAP. 50

REPUBLIC OF SINGAPORE

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
METHODIST SCHOOLS' FOUNDATION

Incorporated on the 2nd day of June 1997

Lodged in the Office of Registrar
Of Companies, Singapore

I, Director of the Company hereby certify
that this resolution was passed at a general
meeting on 31 October 2007



Low Suat Tin Joni
Director

Company Name : **METHODIST SCHOOLS' FOUNDATION**

Registration No. : **199703727C**

SPECIAL RESOLUTIONS

AMENDMENTS TO MEMORANDUM OF ASSOCIATION

It was resolved -

THAT the object clause of the Memorandum of Association of the Foundation be altered in the manner following:-

- (a) By inserting the following new sub-clause 3(c) immediately after the existing sub-clause 3(b):-
 - 3(c) To provide educational subsidies, grants and bursaries for students in the Methodist schools in Singapore.
- (b) By inserting the following new sub-clauses 3(iv) and 3(v) immediately after the existing sub-clause 3(iii):-
 - 3(iv) To extend loans to the Methodist schools in Singapore on such terms as may be thought fit.
 - 3(v) Subject to the provisions of the Companies Act (Chapter 50) and any other written law, and this Memorandum of Association and the Articles of Association of the Foundation, to do all such lawful things as are necessary, beneficial, conducive or incidental to the attainment of the objects specified in paragraph 3 above (provided that nothing shall be done solely for profit).

- (c) By deleting the existing Clause 4 and substituting therefor the following new Clause 4:-
4. The Foundation may accept donations from persons and organisations so as to create a reservoir of funds to a limit as may be approved by the Sector Administrator.
- (d) By deleting the existing Clause 5 and substituting therefor the following new Clause 5:-
5. The principal sum, interest and income earned from the funds collected, whensoever derived, shall be applied solely towards the promotion of the objects of the Foundation as set forth in this Memorandum of Association, and no portion 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 Foundation.

PROVIDED that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Foundation, or to any member of the Foundation in return for any services actually rendered to the Foundation, nor prevent the payment of interest at a rate to be fixed by the Committee of Management on money lent or reasonable and proper rent for premises demised or let by any member to the Foundation; but so that no member of the Committee of Management of the Foundation shall be appointed to any salaried office of the Foundation or any office of the Foundation paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Foundation to any member of the Committee of Management, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Foundation; provided that the provisions last aforesaid shall not constitute more than one hundredth part of the capital of the Foundation or apply to any firm of advocates and solicitors or accountants of which a member of the Committee of Management may be a member in respect of professional services rendered to the Foundation and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

-
- (e) By deleting the existing Clause 6 and substituting the following new Clause 6:-
6. The principal sum of the Foundation may be used for the abovementioned objectives when so determined and approved by the Foundation at a General Meeting provided that the proposal for such use comes from the Committee of Management.
- (f) By deleting the existing Clause 7 and substituting therefor the following new Clause 7:-
7. No addition, alteration or amendment shall be made to this Memorandum of Association unless the same shall be been previously submitted to and approved by the Minister empowered to act under the provisions of Section 29 of the Companies Act (Cap. 50), by the Commissioner of Charities and by the Ministry of Education.
- (g) By deleting the words "Ministry of Finance under Section 37(2) of the Income Tax Act (Cap. 134)" in the last line of the existing Clause 11 and substituting therefor the words "Commissioner of Charities and Sector Administrator".
- (h) By deleting the words "Comptroller of Income Tax" in the last line of the existing Clause 12 and substituting therefor the words "Sector Administrator".

AMENDMENTS TO ARTICLES OF ASSOCIATION

It was resolved -

THAT the Articles of Association of the Foundation be altered in the manner following:-

- (a) By inserting the following new Articles 53A and 53B immediately after the existing Article 53:-

ENDOWMENT FUND(S)

- 53A. The Foundation may establish one or more Endowment Fund(s) as the Committee of Management may deem desirable, into which the Committee of Management shall pay any contribution or donation received by the Foundation which shall have been designated for such

Endowment Fund(s) by the contributor or donor thereof. The Committee of Management may also pay any other contribution or donation received by the Foundation and not specifically earmarked for a particular purpose into the relevant Endowment Fund(s) as it may deem fit. The moneys in the Endowment Fund(s) shall be utilized for any purpose that is necessary, beneficial, conducive or incidental to the attainment of the objects of the Foundation, as set out in Clause 3 of the Memorandum of Association of the Foundation, as the Committee of Management may, in its discretion, think fit, provided that nothing shall be done solely for profit.

- 53B. If the Foundation is wound up for any reason whatsoever, then the moneys in the Endowment Fund(s) which were received from the Government or were transferred from funds managed by the Government shall be returned to the Government. Any surplus moneys in the Endowment Fund(s) after the contributions or donations have been returned as aforesaid shall be distributed in accordance with the Clause 11 of the Memorandum of Association of the Foundation.
- (b) By deleting the words "Comptroller of Income Tax" in line 1 of the Article 55 and substituting therefor the words "Sector Administrator".

I, Director of the company hereby certify
that this resolution was passed at a general
Meeting on 26 October 2005.



Signature

Name of Director: **Tan Wah Thong**

METHODIST SCHOOLS' FOUNDATION

SPECIAL RESOLUTION:

ALTERATION OF ARTICLES OF ASSOCIATION

THAT Article 34(a) of the Articles of Association of the Foundation be altered by substituting the words "eleven Committee Members" thereof to "fifteen Committee Members" therefore to read as follows:-

Article 34(a) Unless otherwise determined by the Foundation in General Meeting, the Committee of Management shall consist of not less than three nor more than fifteen Committee Members.

FORM 13
THE COMPANIES ACT, CAP. 50
SECTION 28(2)

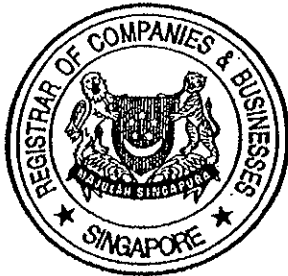
COMPANY NO.

199703727C

CERTIFICATE OF INCORPORATION ON CHANGE OF NAME OF COMPANY

THIS IS TO CERTIFY THAT METHODIST SCHOOL BUILDINGS
ENDOWMENT FUND INCORPORATED UNDER THE COMPANIES ACT ON
02/06/1997 DID BY A SPECIAL RESOLUTION RESOLVE TO CHANGE ITS
NAME TO METHODIST SCHOOLS' FOUNDATION AND THAT THE COMPANY
WHICH IS A PUBLIC COMPANY LIMITED BY GUARANTEE IS NOW KNOWN
BY ITS NEW NAME WITH EFFECT FROM 10/10/2001.

GIVEN UNDER MY HAND AND SEAL ON 10/10/2001.



MRS NG-LOU GEOK CHOO
ASST REGISTRAR OF COMPANIES AND BUSINESSES
SINGAPORE

THE COMPANIES ACT
(CHAPTER 50)
The Companies Regulations 1987
Sections 17 (7), 26 (2), 30 (4), 31 (1) and (2),
33 (9), 34, 186 (1), 227B (1) and 290 (2)/
Regulations 24 and 66

NOTICE OF RESOLUTION

FORM
11
Folio No

Name of Company: METHODIST SCHOOL BUILDINGS ENDOWMENT FUND

Company No: 199703727C

The Registrar of Companies & Businesses,
Singapore

At a (general) meeting of the ~~*members/creditors/directors~~ of the abovenamed company duly convened and held at 2 Cluny Road, Singapore 259570 on 1 October 2001 the ~~*special/ordinary/Directors'~~ resolution set out ~~*below/in~~ the tannexure marked with the letter "A" and signed by me for purposes of identification was ~~*duly passed/agreed to~~

(Set out resolution here if a copy thereof is not annexed).

Please see annexure "A"

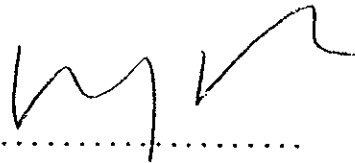
Name(s) of person(s) who signed ~~*this/these~~ resolution(s)/minute(s) was/were:

Tan Chee Chye

The designation of the person signing the resolution(s) in the abovenamed company is:

Chairman

Dated this 3rd day of October 2001

Signature: 

Name of ~~*Director/Secretary~~: Wong May Cheng

+Delete whichever references to sections are inapplicable.
* Delete where inapplicable.

+ Where a copy of the resolution is annexed, the annexure is to be endorsed as follows: ' This is the annexure marked "A" referred to in the notice of resolution signed by me on the day of

Lodged in the office of the Registrar of Companies & Businesses by

Name: LCL Management Consultants Pte Ltd
Address: 15 Beach Road #03-08/10 Beach Centre
Singapore 189677
A/c No: Tel No: 738-7311
Fax No: 738-7313

For Official Use

Date of Registration: 10/10/2001
Receipt No: RCB 661961
Checked By:

Name of Company : METHODIST SCHOOL BUILDINGS ENDOWMENT FUND

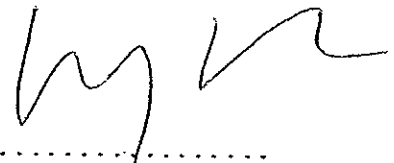
Company No : 199703727C

SPECIAL RESOLUTION

CHANGE OF NAME

RESOLVED THAT subject to the approval of the Registrar of Companies, that the name of the company be changed to METHODIST SCHOOLS' FOUNDATION and that the name METHODIST SCHOOLS' FOUNDATION be substituted for METHODIST SCHOOL BUILDINGS ENDOWMENT FUND wherever the latter name appears in the company's Memorandum and Articles of Association.

This is the annexure marked "A" referred to in the notice of resolution signed by me on the 3rd day of October 2001.



.....
Wong May Cheng
Secretary

THE COMPANIES ACT
(CHAPTER 50)
Sections 50 (2) (b) and (d), 45 (1) (h), 109 (3),
213 (8) (a), 368 (1) (a), (b), (e), . . . etc
GENERAL LODGMENT FORM

FORM
94

Folio No

Name of Company: **METHODIST SCHOOL BUILDINGS ENDOWMENT FUND**

Company No: **199703727C**

Name of person lodging this form: **Wong May Cheng**

*NRIC/Passport No: **S0005793/B**

Address: **41 Ewe Boon Road #04-45 Singapore 259335**

Designation: **Secretary**

1 I, the abovenamed person, hereby lodge the following document (the text of which is set out below) in respect of the abovementioned company:

(1) Nature of document: **Consent of Minister to the Alternations of Memorandum and Articles of Association**

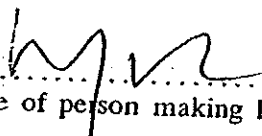
(2) Date of document: **23 May 2000**

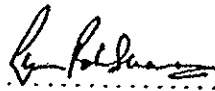
(3) The text of the document is as follows:

*(The document is annexed hereto)

As per attached

2 This lodgment was completed and signed by me on: **12 June 2000**


Signature of person making lodgment


Signature of Witness

Lim Poh Suan

~~*Advocate & Solicitor/Approved Company Auditor/Notary Public/Commissioner for Oaths/ Director of Company/Secretary of Company.~~

*Delete where inapplicable.

Lodged in the office of the Registrar of Companies & Businesses by

Name: **LCL Management Consultants Pte Ltd**
Address: **271 Bukit Timah Road #05-01 S'pore 259708**

738-7311

Tel No: **738-7313**

Fax No:

A/c No:

For Official Use

Date of Registration: **20/06/2000**

Receipt No: **RCB 907070**

Checked By:

**THE COMPANIES ACT
SECTION 29(4)**

**CONSENT OF MINISTER TO THE ALTERATIONS OF MEMORANDUM
AND ARTICLES OF ASSOCIATION**

WHEREAS the **METHODIST SCHOOL BUILDINGS ENDOWMENT FUND** (Regn No: 199703727C) (hereinafter referred to as 'the Company') is a company limited by guarantee and incorporated on 2 June 1997.

AND WHEREAS the Company is prohibited from altering its Memorandum and Articles of Association unless such alterations have been submitted to and approved by the Minister empowered to act under the provisions of Section 29 of the Companies Act.

AND WHEREAS the company desires that its Memorandum and Articles of Association be altered as follows:-

Articles of Association

1. By substituting for the word "nine" in Article 8, the word "five".
2. By substituting the following new Articles for Articles 35(a), 35(b) and 35(c) :

35(a) At the Annual General Meeting in every year other than the first, one-third of the committee members of the Foundation for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office.

35(b) A retiring committee member shall be eligible for re-election.

35(c) The committee members to retire in every year shall be those who have been longest in office since their last election, but as between persons who became committee members on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

35(d) The company at the meeting at which a committee member so retires may fill the vacated office by electing a person thereto, and in default the retiring committee member shall if offering himself for re-election and not being disqualified under the Act from holding office as a committee member be deemed to have been re-elected, unless at that meeting it is expressly resolved not to fill the vacated office or unless a resolution for the re-election of committee member is put to the meeting and lost.

35(e) The company may from time to time by ordinary resolution passed at a general meeting increase or reduce the number of committee members, and may also determine in what rotation the increased or reduced number is to go out of office.

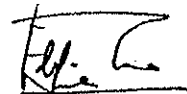
35(f) The committee members shall have power at any time, and from time to time, to appoint any person to be a committee member, either to fill a causal vacancy or as an addition to the existing committee members, but so that the total number of committee members shall not at any time exceed the number fixed in accordance with these Regulations. Any committee member so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election but shall not be taken into account in determining the committee members who are to retire by rotation at that meeting.

35(g) The company may by ordinary resolution remove any committee member before the expiration of his period of office, and may by ordinary resolution appoint another person in his stead; the person so appointed shall be subject to retirement at the same time as if he had become a committee member on the day on which the committee member in whose place he is appointed was last elected a committee member.

3. By substituting the word "nine" in Article 40, the word "five".
4. By inserting the words "or approved by letter, facsimile or other written telecommunication medium" after the word "signed" appearing in the first line of Article 47.
5. By substituting the word "shall" in Articles 48(a) and 48(b), the word "may".

CONSENT is hereby given by the Minister for Finance to the Company to make the abovementioned alterations to its Memorandum and Articles of Association.

Dated this 23rd day of May 2000.



EDDIE TEO
PERMANENT SECRETARY
MINISTRY OF FINANCE
SINGAPORE

**Lodged in the office of the
Registrar of Companies by**

Name :

Address :

Tel No :

For Official Use

Date of Registration :

Receipt No :

Checked By :

FORM 8
THE COMPANIES ACT, CAP. 50
SECTION 19(4)

CERTIFIED TRUE COPY

COMPANY NO.

199703727C


SIM HWEI AI
Advocate & Solicitor
Singapore

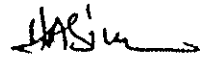
CERTIFICATE OF INCORPORATION OF PUBLIC COMPANY

THIS IS TO CERTIFY THAT METHODIST SCHOOL BUILDINGS
ENDOWMENT FUND IS INCORPORATED UNDER THE COMPANIES ACT, CAP.
50, ON AND FROM 02/08/1997 AND THAT THE COMPANY IS A PUBLIC
COMPANY LIMITED BY GUARANTEE.

GIVEN UNDER MY HAND AND SEAL ON 02/08/1997


MISS LIM YUET PING JEANETTE
SENIOR ASSISTANT REGISTRAR OF COMPANIES AND BUSINESSES
SINGAPORE

CERTIFIED TRUE COPY



SIM HWEI AI
Advocate & Solicitor
Singapore

The Companies Act (Chapter 50)

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Memorandum of Association

of

METHODIST SCHOOL BUILDINGS ENDOWMENT FUND

1. The name of the Company (hereinafter called "the Foundation") is "Methodist School Buildings Endowment Fund".
2. The registered office of the Foundation will be situated in Singapore.
3. The objects for which the Foundation is established are:-
 - (a) To construct, maintain and improve the school buildings and facilities of the Methodist Schools in Singapore.
 - (b) To purchase educational equipment, teaching aids and computers for the Methodist schools in Singapore.

Provided that nothing shall be done for commercial reasons or solely for profit, the Foundation shall have the powers to do such things which are incidental or conducive to the attainment of the above objects or any of them and particularly as follows:-

- (i) To invest the moneys of the Foundation not immediately required for its purposes in or upon such investments, securities or property as may be thought fit.
- (ii) To take such steps as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Foundation in the shape of donations, interest, dividends, incomes and all other property real or personal (e.g. houses lands, stocks and shares, royalties, etc.).
- (iii) Subject to the provisions of Section 23(2) of the Companies Act, to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and/or any rights or privileges which the Foundation may think necessary or convenient for the promotion of its objects.

SEE SPECIAL/ORDINARY
RESOLUTION
Dated 31 October 2007

PROVIDED ALWAYS AND IT IS HEREBY DECLARED that the Foundation exists for purposes which are charitable and notwithstanding anything hereinbefore contained nothing shall be an object of the Foundation which is not a charitable object.

PROVIDED ALSO that the foundation shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others, any regulation or condition which, if an object of the Foundation would make it a Trade Union.

- 4. The Foundation shall accept donations from persons and organisations so as to create a reservoir of funds up to Singapore Dollars Fifteen Million (S\$15,000,000).
- 5. The interest and income earned from the funds collected, whensoever derived, shall be applied solely towards the promotion of the objects of the Foundation as set forth in this Memorandum of Association, and no portion 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 Foundation.

PROVIDED that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Foundation, or to any member of the Foundation in return for any services actually rendered to the Foundation, nor prevent the payment of interest at a rate to be fixed by the Committee of Management on money lent or reasonable and proper rent for premises demised or let by any member to the Foundation; but so that no member of the Committee of Management of the Foundation shall be appointed to any salaried office of the Foundation or any office of the Foundation paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Foundation to any member of the Committee of Management, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Foundation; provided that the provisions last aforesaid shall not constitute more than one hundredth part of the capital of the Foundation or apply to any firm of advocates and solicitors or accountants of which a member of the Committee of Management may be a member in respect of professional services rendered to the Foundation and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

- 6. The principal sum of the Foundation may however be used for the abovementioned objectives only in situations when the need for funding cannot be met through the interest and income earned then, and only when so determined and approved by the Committee of Management will such principal sum be utilized. Where at any time there is a diminution of the Principal sum every effort shall be made to obtain or solicit sufficient income to make good such diminution.

- 7. No addition, alteration or amendment shall be made to this Memorandum of Association unless the same shall have been previously submitted to and approved by the Minister empowered to act under the provisions of Section 29 of The Companies Act (Cap. 50), by the Comptroller of Income Tax and by the Commissioner of Charities.

SEE SPECIAL/ORDINARY RESOLUTION Dated 31 October 2007

SEE SPECIAL/ORDINARY RESOLUTION Dated 31 October 2007

SEE SPECIAL/ORDINARY RESOLUTION Dated 31 October 2007

SEE SPECIAL/ORDINARY RESOLUTION Dated 31 October 2007

8. The 5th and 7th clauses of this Memorandum of Association contain conditions upon which a licence is granted pursuant to the provisions of Section 29 of the Companies Act (Cap. 50).
9. The liability of the members is limited.
10. Every member of the Foundation undertakes to contribute to the assets of the Foundation in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Foundation contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributors among themselves, such amount as may be required not exceeding S\$100/-.
11. If upon the winding up or dissolution of the Foundation 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 Foundation, but shall be given or transferred to some other institution or institutions registered under the Charities Act (Cap. 37) having objects similar to the objects of the Foundation, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Foundation under or by virtue of clause 6 hereof, such institution or institutions to be determined by the members of the Foundation at or before the time of dissolution and approved by the Minister of Finance under Section 37(2) of the Income Tax Act (Cap. 134).
12. True accounts shall be kept of the sums of money received and expended by the Foundation and the matters in respect of which such receipts and expenditure take place, of all sales and purchases of goods by the Foundation and of the property, credits and liabilities of the Foundation; 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 Foundation for the time being, such accounts shall be open to the inspection of the members. Once at least in every year the accounts of the Foundation shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors to be appointed with the approval of the Comptroller of Income Tax.

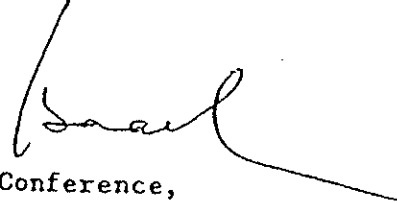
SEE SPECIAL/ORDINARY
RESOLUTION
Dated 31 October 2007

SEE SPECIAL/ORDINARY
RESOLUTION
Dated 31 October 2007

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

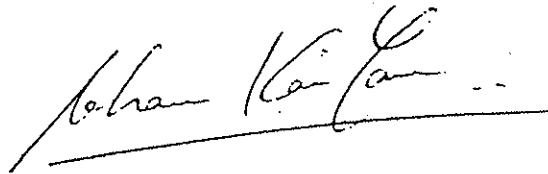
NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS

Rev. Dr. Isaac Lim Teck Poh
52 Vanda Road
Singapore 287812



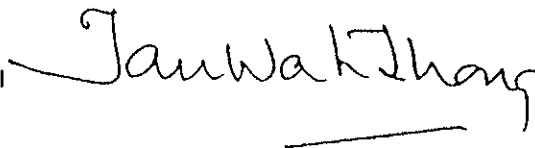
President, Trinity Annual Conference,
The Methodist Church in Singapore

Mr Chan Kai Yau
48 Jalan Arnap
Singapore 249357



Hon. Education Secretary,
The Methodist Church in Singapore

Mr Tan Wah Thong
16 Balmoral Park
#08-06 The Balmoral
Singapore 259847



Director

Dated this 29th day of May 1997.

Witness to the above signatures :-



SIM HWEE AI
Advocate & Solicitor
Singapore

Sim Hwee Ai
Arfat Selvam & Gunasingham
Advocate & Solicitor
30 Raffles Place
#12-00 Caltex House
Singapore 048622

The Companies Act (Chapter 50)

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Articles of Association

of

METHODIST SCHOOL BUILDINGS ENDOWMENT FUND

GENERAL

1. In these Articles the words standing in the first column of the Table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:-

Words	Meanings
"the Act"	means the Companies Act (Cap. 50) or any statutory modification thereof for the time being in force;
"Articles"	means these Articles of Association and the regulations of the Foundation from time to time in force;
"Committee of Management"	means the Committee of Management for the time being of the Foundation;
"Committee Member"	means a member of the Committee of Management;
"Foundation"	means the Methodist School Buildings Endowment Fund;
"Month"	means calendar month;
"Office"	means the registered office of the Foundation;
"Seal"	means the Common Seal of the Foundation;
"Secretary"	means any person appointed to perform the duties of a secretary of the Company and includes a Deputy Secretary or an Assistant Secretary;

expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form;

words or expressions contained in these Articles shall be interpreted in accordance with the provisions of the Interpretation Act (Cap. 1) and of the Act;

words denoting the singular number only shall include the plural number and vice versa; words denoting the masculine gender only shall include the feminine and neuter genders; words denoting persons shall include corporations and other bodies of persons;

subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these Articles become binding on the Foundation shall, if not inconsistent with the subject or context, bear the same meanings in these Articles.

OBJECTS

2. The Foundation is established for the purposes expressed in the Memorandum of Association.

MEMBERS

3. The number of members with which the Foundation proposes to be registered is fifty.
4. The subscribers to the Memorandum of Association and such other persons as the Committee of Management shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Foundation.
5. Where any person desires to be admitted to membership of the Foundation he must first sign and deliver to the Foundation an application for admission in such form as the Committee of Management shall require.
6. The privileges of a member shall not be transferable and shall cease on his death or his ceasing to ordinarily reside in Singapore. A person may also terminate his membership of the Foundation by giving to the Foundation notice in writing to that effect in such form as the Committee of Management shall require.
7. Every member shall be bound to further to the best of his ability the objects and interests of the Foundation.

8. Any member who shall fail to observe any of the objects, rules or regulations of the Foundation may be excluded from the Foundation by resolution of the majority of at least three-fourths of the Committee Members present and voting at a special meeting of the Committee of Management at which not less than ^{five} nine Committee Members shall be present. Such member shall have 14 clear days' notice sent to him of the meeting of the Committee of Management and he may attend the meeting but shall not be present at the voting or take part in the proceedings otherwise than as the Committee of Management allows. A member excluded from the Foundation by such meeting may within 7 days next after notice of this exclusion, appeal from the decision of the Committee of Management to a special meeting of the Foundation which will thereupon be convened by the Committee of Management.
9. A majority of not less than three-fourths of the members present at such last mentioned special meeting shall have power to annul the exclusion or to annul it subject to the performance of any conditions which the meeting may think fit to impose.
10. A member so excluded shall cease to be a member of the Foundation.

SEE SPECIAL/ORDINARY
RESOLUTION
Dated 23 May 2000

GENERAL MEETINGS

11. The Foundation shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Committee of Management and shall specify the meeting as such in the notices calling it. The first Annual General Meeting shall be held within eighteen (18) months of its incorporation. Every Annual General Meeting thereafter shall be held not more than fifteen (15) months after the holding of the last preceding meeting.
12. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
13. The Committee of Management may whenever it thinks fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by Section 176 of the Act.
14. Where it is proposed to pass a special resolution not less than twenty-one (21) days' notice and in other cases not less than fourteen (14) days' notice of every General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and the agenda for the meeting, and in the case of special business the general nature of that business. Notice shall be given in the manner hereinafter mentioned to such persons (including the Auditors) as are under these Articles or under the Act entitled to receive such notice from the Foundation.

15. A meeting of the Foundation shall, notwithstanding that it is called by shorter notice than that specified in these Articles, shall be deemed to have been duly called if it is so agreed :
- (i) in the case of an Annual General Meeting, by all the members entitled to attend and vote thereat; and
 - (ii) in the case of any other meeting, by a majority in number of the members having a right to attend and vote thereat at the meeting, being a majority which together represents not less than 95 % of the total voting rights at that meeting of all the members.
16. The accidental omission to give notice of a meeting to, or the non-receipt of such notice, by any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

PROCEEDINGS AT GENERAL MEETING

17. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Committee of Management and of the Auditors, the election of Committee Members in the place of those retiring (if and when members of the Committee Members shall be subject to election) and the appointment of, and the fixing of the remuneration of the Auditors.
18. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided nine members present in person or by proxy shall be a quorum.
19. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the Meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Committee of Management may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the members present shall be a quorum.
20. The Chairman (if any) of the Committee of Management shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within thirty minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose one of the Committee Members present, or if no Committee Member be present, or if all the Committee Members present decline to take the chair, they shall choose some member of the Foundation who shall be present to preside.

21. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn a meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
22. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three members present in person or by proxy, or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute books of the Foundation shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
23. Subject to the provisions of Article 24, if a poll be demanded in the manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded.
24. No poll shall be demanded on the election of a Chairman of a meeting, or any question of adjournment.
25. In the case of equality of votes, whether on a show of hands or on a poll, the Chairman of the Meeting shall be entitled to a second or casting vote.
26. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

27. Subject as hereinafter provided, every member shall have one vote.
28. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every sum (if any) which shall be due and payable to the Foundation in respect of his membership, shall be entitled to vote on any question at any General Meeting.

29. Votes may be given on a poll either personally or by proxy. On a show of hands a member present either personally or by proxy shall be entitled to one vote. A proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative. A proxy need not be a member.
30. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if such appointer is a corporation under its Common Seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.
31. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than forty-eight hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
32. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.
33. Any instrument appointing a proxy shall be in the usual or common form or in any other form which the Committee of Management shall approve. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

COMMITTEE OF MANAGEMENT

34. (a) Unless otherwise determined by the Foundation in General Meeting, the Committee of Management shall consist of not less than three nor more than ~~eleven~~ *fifteen* Committee Members.
- (b) The first Committee Members shall be:

Rev. Dr. Isaac Lim Teck Poh (President, TRAC)
 Mr Chan Kai Yau (Education Secretary)
 Mr Tan Wah Thong

SEE SPECIAL/ORDINARY
 RESOLUTION
 Dated 26 October 2005

- (c) All the first Committee Members shall retire at the First Annual General Meeting of the Foundation.
35. (a) The Committee of Management shall have the right to appoint three Committee Members. Such Committee Members need not be members of the Foundation but shall be professionals in the fields of education, science, medicine, engineering, economics and/or business studies. Such Committee Members shall retire at the next Annual General Meeting but shall be eligible for re-appointment.
- (b) Seven Committee Members may be elected at the Annual General Meeting from among the members of the Foundation and shall retire at the next Annual General Meeting but shall be eligible for re-election.
- (c) If there shall at any time be less than seven Committee Members, the Committee of Management shall appoint new Committee Member(s) in the same category as the Committee Member(s) whose office has been vacated. Such new Committee Member(s) shall retire at the next Annual General Meeting but shall be eligible for re-appointment or re-election, as the case may be.

POWERS OF THE COMMITTEE OF MANAGEMENT.

36. (1) The business of the Foundation shall be managed by the Committee of Management who may pay all such expenses of, and preliminary and incidental to, to the promotion, formation, establishment and/or registration of the Foundation as it thinks fit, and may exercise all such powers of the Foundation, and do on behalf of the Foundation all such acts as may be exercised and done by the Foundation, and as are not by any written law or by these Articles required to be exercised or done by the Foundation in General Meeting, subject nevertheless to any regulations of these Articles, to the provisions of the written laws for the time being in force and affecting the Foundation, and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Foundation in General Meeting, but no regulation made by the Foundation in General Meeting shall invalidate any prior act of the Committee of Management which would have been valid if such regulation had not been made.
- (2) In addition to the powers conferred on it by Article 36(1) hereof or by the Act, the Committee of Management shall have power from time to time to make, alter and/or repeal all such Bye-Laws as it may deem necessary, expedient or convenient for the proper conduct and management of the Foundation, provided that no such alteration or repeal of the Bye-Laws shall be effective until confirmed by the members in General Meeting.
- (3) The Committee of Management shall further be entitled, from time to time, to appoint Patrons, Honorary Presidents and/or Honorary Advisers, and shall also specify their periods of appointment.

37. The Committee of Management shall adopt such means as it deems sufficient to bring to the notice of members of the Foundation all such Bye-Laws, alterations and repeals, and all such Bye-Laws, so long as they shall be enforced, shall be binding upon all members of the Foundation provided nevertheless that no Bye-Laws shall be inconsistent with or shall affect or shall repeal anything contained in the Memorandum and Articles of Association of the Foundation and that any Bye-Laws may be set aside by special resolution of a General Meeting of the Foundation.
38. The Committee of Management for the time being may act notwithstanding any vacancy on the Committee of Management, provided always that in case the Committee Members shall at any time be or be reduced in number to less than the minimum number, prescribed by or in accordance with these Articles it shall be lawful for them to act as the Committee of Management for the purpose of admitting persons to the membership of the Foundation, filling up vacancies on the Committee of Management or of summoning a General Meeting, but not for any other purpose.

DISQUALIFICATION OF COMMITTEE MEMBERS

39. The office of a Committee Member shall be vacated :-
- (a) If a bankruptcy order is made against him or he makes any arrangement or composition with his creditors.
 - (b) If he becomes of unsound mind.
 - (c) If by notice in writing to the Foundation he resigns his office.
 - (d) If he becomes prohibited from being a Committee Member by reason of him being disqualified under the Act.
 - (e) If he is removed from office by a special resolution duly passed.

PROCEEDINGS OF THE COMMITTEE OF MANAGEMENT

40. The Committee of Management may meet for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined ^{five} five shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of any equality of votes the Chairman shall have a second or casting vote.
41. A Committee Member may and on the request of any Committee Member, the Secretary shall, at any time, summon a meeting of the Committee of Management by notice served upon the several Committee Members. A Committee Member who is absent from Singapore shall not be entitled to notice of a meeting.

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RESOLUTION
Dated 23 May 2008

- 42. The Committee of Management shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Committee of Management at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected or if at any meeting the Chairman be not present within fifteen minutes after the time appointed for holding the meeting and willing to preside, the Committee Members shall choose one of their number to be Chairman of the meeting.
- 43. A meeting of the Committee of Management at which a quorum is present shall be competent to exercise all the authorities, powers and discretion by or under the regulations of the Foundation for the time being vested in the Committee of Management generally.
- 44. The Committee of Management may delegate any of its powers to committees consisting of such Committee Members as it thinks fit, and any committee so formed shall in the execution of the powers so delegated conform to any regulations imposed on it by the Committee of Management. The meetings and proceedings of any such committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Committee of Management so far as applicable and so far as the same shall not be superseded by any regulations made by the Committee of Management as aforesaid.
- 45. All acts bona fide done by any meeting of the Committee of Management or of any committee of the Committee of Management or by any person acting as a member of the Committee of Management shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid or that they or any of them were disqualified be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Committee Member.
- 46. The Committee of Management shall cause proper minutes to be made of all appointments of officers made by the Committee of Management and of the proceedings of all meetings of the Foundation and of the Committee of Management and of committees of the Committee of Management and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
- 47. A resolution in writing signed ^{or approved by letter, facsimile or other written Telecommunication medium} by all Committee Members for the time being present in Singapore or by all the members present in Singapore of any committee of the Committee of Management who are duly entitled to receive notice of a meeting of the Committee of Management or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Committee of Management or of such committee duly convened and constituted.

SEE SPECIAL/ORDINARY
 RESOLUTION
 Dated 23 May 2000

SECRETARY/OFFICE BEARER

48. (a) The Committee of Management ^{may} shall elect a Committee Member as Chairman and two other Committee Members as Vice Chairmen.
- (b) The Chairman ^{may} shall appoint, in consultation with and from among the members of the Committee of Management, an Honorary Secretary and an Honorary Treasurer. The Chairman may also, after consultation with the Committee of Management, remove any such office bearer and appoint another Committee Member to fill the vacancy created by such removal.
- (c) The Secretary shall be appointed by the Committee of Management for such time at such remuneration and upon such condition as it may think fit, and any Secretary so appointed may be removed by it. The Committee of Management may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

SEE SPECIAL/ORDINARY
RESOLUTION
Dated 23 May 2000

THE SEAL

49. The seal of the Foundation shall not be affixed to any instrument except by the authority of a resolution of the Committee of Management and in the presence of two Committee Members and the said Committee Members shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Foundation such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

ACCOUNTS

50. The Committee of Management shall cause proper books of accounts to be kept with respect to :-
- (a) All sums of money received and expended by the Foundation and the matters in respect of which such receipts and expenditure take place;
- (b) All sales and purchases of moveable and immovable properties by the Foundation; and
- (c) The assets and liabilities of the Foundation.

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 affairs of the Foundation and to explain its transactions.

51. The books of account shall be kept at the office, or at such other place or places within the Republic of Singapore as the Committee of Management shall think fit, and shall always be open to the inspection of the Committee Members.

52. The Foundation in General Meeting may from time to time impose reasonable restrictions as to the time and manner of the inspection by the members, other than Committee Members, of the accounts and books of the Foundation, or any of them, and subject to such restrictions the accounts and books of the Foundation shall be open to the inspection of such members during business hours.
53. At the Annual General Meeting in every year the Committee of Management shall lay before the Foundation a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Foundation) made up to a date not more than nine months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Committee of Management and the Auditors and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than fourteen clear days before the date of the meeting be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served.

SEE SPECIAL/ORDINARY
RESOLUTION
Dated 31 October 2007

AUDIT

54. Once at least in every year the accounts of the Foundation shall be examined and the correctness of the income and expenditure account and balance sheet ascertained and approved by an Approved Auditor registered with The Institute of Certified Public Accountants of Singapore.
55. Auditors approved by the Comptroller of Income Tax shall be appointed and their duties regulated in accordance with Sections 9, 10, 205 and 207 of the Act, the Committee Members being treated as the Directors mentioned in these sections.

SEE SPECIAL/ORDINARY
RESOLUTION
Dated 31 October 2007

NOTICES

56. A notice may be served by the Foundation upon any member either personally or by sending it through the post in a prepaid letter, addressed to such member at the registered address as appearing in the register of members.
57. Any member described in the register of members by an address not within Singapore who shall from time to time give the Foundation an address within Singapore at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within Singapore shall be entitled to receive notices from the Foundation.

58. Any notices, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to put such letter into the post office as a prepaid letter.

DISSOLUTION

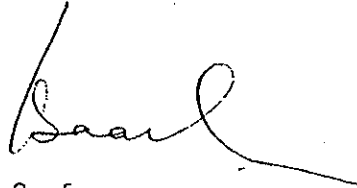
59. (1) Clauses 10 and 11 of the Memorandum of Association of the Foundation relating to the winding up and dissolution of the Foundation shall have effect as if the provisions thereof were repeated in these Articles.
- (2) Notice of the winding up of the Foundation shall be given to the Minister, the Comptroller of Income Tax and the Commissioner of Charities within 7 days of the passing of the resolution to wind up the Company.

AMENDMENT TO MEMORANDUM AND ARTICLES OF ASSOCIATION

60. Subject to the provisions of the Memorandum of Association of the Foundation and to the Act, the Foundation may amend these Articles of Association by special resolution which must be passed by a majority of not less than 75% of the members of the Foundation present and voting, in person or by proxy, at a General Meeting of which not less than 21 days' written notice specifying the intention to propose the resolution as a special resolution has been given.

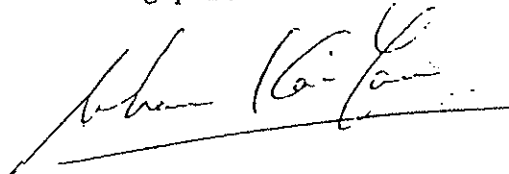
 NAMES, ADDRESS AND DESCRIPTION OF SUBSCRIBERS

Rev. Dr. Isaac Lim Teck Poh
52 Vanda Road
Singapore 287812



President, Trinity Annual Conference,
The Methodist Church in Singapore

Mr Chan Kai Yau
48 Jalan Arnab
Singapore 249357



Hon. Education Secretary,
The Methodist Church in Singapore

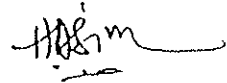
Mr Tan Wah Thong
16 Balmoral Park
#08-06 The Balmoral
Singapore 259847



Director

Dated this 29th day of May 1997.

Witness to the above signatures :



SIM HWEE AI
Advocate & Solicitor
Singapore
Arfat Selvam & Gunasingham
Advocate & Solicitor
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