

THE COMPANIES ACT (CHAPTER)  
COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

**MEMORANDUM**

**AND**

**ARTICLES OF ASSOCIATION**

**(“CONSTITUTION”)**

**OF**

**CYCLING WITHOUT AGE SINGAPORE LTD**

(Adopted by Special Resolution passed on 16 December 2020)



Teo Sook Fern Dorot



Yeoh Cheng San Aa

Lodged in the Office of the Accounting & Corporate Regulatory Authority, Singapore

**THE COMPANIES ACT (CHAPTER 50)**

**COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL**

**AMENDED AND RESTATED CONSTITUTION OF  
CYCLING WITHOUT AGE SINGAPORE LTD**

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In this Constitution –

- "Act" : The Companies Act (Chapter 50) and any statutory modification, amendment or re-enactment thereof for the time being in force.
- "Board" : The Board of Directors of the Company.
- "Company" : **CYCLING WITHOUT AGE SINGAPORE LTD**
- "Director" : A director of the Company.
- "Member" : Any person admitted to membership of the Company.
- "Seal" : The common seal of the Company or where appropriate, the official seal or duplicate common seal.
- "Secretary" : Any person or persons appointed to perform the duties of a secretary of the Company under the Act.
- "Statutes" : The Act and every other legislation for the time being in force concerning companies and affecting the Company.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photocopy, and other modes of representing or reproducing words in a visible form. Unless the context otherwise requires, words or expressions contained herein shall bear the same meaning as in the Act or any statutory modification thereof in force at the date on which this Constitution become binding on the Company.

Words denoting the singular number only shall include the plural and vice versa. Words denoting the masculine gender only shall include the feminine and neuter gender. Words denoting persons shall include corporations.

Save as aforesaid, any words or expressions defined in the Statutes shall, if not inconsistent with the subject or context, bear the same meaning in this Constitution, and any term not defined herein shall be interpreted in accordance with the Act.

## 1. OBJECTS AND POWERS

- 1.1 The objects for which the Company is established is to perform and carry put the functions which are necessary to fulfil the Company's mission to promote, build and advance public awareness and appreciation for senior citizens, persons with disabilities and communities under National Council Social Service in Singapore (collectively "**beneficiaries**"), in particular to:
- (a) Prevent loneliness and create inter-generational bonding primarily for our beneficiaries by providing intervention programmes including trishaw rides; and
  - (b) Provide awareness programmes to the community at large to help promote inclusiveness for our beneficiaries.
- 1.2 Subject to the provisions of the Companies Act (Chapter 50) and any other written law, and this Constitution, the Company has full capacity to carry on or undertake any business or activity, do any act or enter into any transaction and for the said purposes, full rights, powers and privileges, and without prejudice to the generalization of the foregoing, to do all things that are necessary, beneficial, convenient or incidental to carry out the objects set out in Article 1.1; provided that nothing shall be done solely for commercial reasons or for profit.

## 2. APPLICATION OF COMPANY'S PROPERTY

- 2.1 Subject to this Constitution, all the Company's income and property must be applied solely towards the promotion of the Company's objects contained in Article 1 and must not be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise to the Members or Directors.
- 2.2 Article 2.1 does not prevent the payment in good faith of:
- (a) reasonable and proper remuneration to an officer or servant of the Company or a Member in return for goods or services actually supplied to the Company by that officer or Member;
  - (b) principal and interest, at a rate not exceeding a normal commercial rate, on any money lent to the Company by a Member;
  - (c) reasonable and proper rent for premises demised or let by any Member of the Company; or
  - (d) any grant made by the government of Singapore or philanthropies to the Company under the terms of any relevant funding agreement.

## 3. MEMBERS

- 3.1 The liability of the Members of the Company is limited.
- 3.2 The number of Members which the company proposes to be registered shall not be less than 3.
- 3.3 The Members of the Company are:
  - (a) the subscribers to this Constitution; and
  - (b) such other persons admitted as Members of the Company in accordance with Article 3.4.
- 3.4 No person shall be admitted as Member of the Company unless it/ he is first approved by the majority of existing Members who shall have full discretion as to the admission of any person to membership of the Company. The existing Members shall approve of such person either by ordinary resolution of the Company in general meeting or by written consent of the majority of existing Members.
- 3.5 Any person desiring to be admitted to membership of the Company must sign and deliver to the Board an application for admission in such form as the Board may from time to time prescribe. The Board shall, within seven (7) days of receipt of such application, give notice of such application to all the Members. The Members shall, within fourteen (14) days, approve or reject the application in the manner prescribed in Article 3.4 above.
- 3.6 A Member of the Company may terminate its/his membership by notice in writing in such form as the Board shall require.
- 3.7 Membership is not transferable and shall cease automatically upon a Member's death or if he is adjudicated a bankrupt or becomes a mentally disordered person (within the meaning of the Mental Disorders and Treatment Act (Chapter 178)) (in the case of an individual) or upon commencement of winding-up within the meaning of the Act or the striking-off of its name from the company register (in the case of a corporation), or upon de-registration (in the case of an unincorporated association).
- 3.8 Every Member shall be bound to perform to the best of its/his ability so as to promote the objects, interests, and influence of the Company and shall observe this Constitution and all regulations of the Company made by or on behalf of the Board for the regulation and management of the affairs of the Company.
- 3.9 Any Member who (i) fails in the observance of any part of this Constitution or the regulations of the Company, or (ii) is guilty of conduct derogatory to the dignity or injurious to the reputation or interest of the Company or (iii) if his conduct shall in the reasonable opinion of the Board be deemed unsuitable or undesirable to continue to be a Member of the Company, such Member may be removed from the Company by ordinary resolution of the Company in general meeting. Such Member shall be given fourteen (14) clear days' notice in writing (exclusive both of the day on which the notice is served or

deemed to be served and of the day for which the notice is given) of the general meeting, and (in the case of an individual) he or (in the case of a corporation or unincorporated association) its authorized representative may attend the meeting, and he or its authorized representative (as the case may be) shall at such meeting and before the passing of such resolution have an opportunity of giving orally or in writing any explanation of defence he or its authorized representative (as the case may be) may think fit. A Member so removed shall cease to be a Member of the Company.

#### 4. GENERAL MEETING

- 4.1 Subject to provisions of the Act, the Company shall in each calendar year hold an annual general meeting and not more than fifteen (15) months shall elapse between the date of one annual general meeting and that of the next. Provided that the Company holds its first annual general meeting within eighteen (18) months of its incorporation, it need not hold it in the year of its incorporation or the following year.
- 4.2 The time and place of any general meeting shall be determined by the Board. All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 4.3 The Board may, whenever it thinks fit, convene an Extraordinary General Meeting. Extraordinary General Meetings may also be convened on such requisition or in default may be convened by such requisition as provided by the Act. If any at time there are not within Singapore sufficient Directors capable of acting to form a quorum at a meeting of the Board, any Director may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board.
- 4.4 Subject to the provisions of the Act relating to special resolutions, fourteen (14) days' notice at the least (exclusive of the day on which the notice is served or deemed to be serve but inclusive of the day for which notice is given) specifying the place, the day and the hour of meeting and in case of special business the general nature of that business shall be given to such persons as are entitled to receive such notices from the company. A meeting for the passing of a special resolution shall be called by twenty-one (21) days' notice in writing at the least.
- 4.5 A general meeting called by shorter notice shall be deemed to have been duly called if it is so agreed in the case of an annual general meeting, by all the Members entitled to attend and vote, and in the case of an Extraordinary General Meeting, by that number or majority in number of Members having a right to attend and vote as required by the Act.
- 4.6 The accidental omission to give notice to, or the non-receipt by any person entitled thereto shall not invalidate the proceedings at any general meeting.
- 4.7 Any matter to be approved by way of a resolution at a general meeting may be approved unanimously by the Members in writing by way of a written resolution.

## 5. PROCEEDINGS AT GENERAL MEETINGS

- 5.1 No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Except as herein otherwise provided, three (3) Members present in person shall form a quorum. For the purposes of this regulation member includes a person attending as a proxy or as representing a corporation or a limited liability partnership which is a Member.
- 5.2 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 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 to such other day and at such other time and place as the directors may determine. If at such adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Member or Members present in person or by proxy, attorney or representative shall be a quorum but they shall not have the power to amend the Constitution.
- 5.3 The Chairman of the Board shall preside as chairman at every general meeting of the Company, or if there is no such chairman, or if he is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Members present shall elect one of their number to be chairman of the meeting.
- 5.4 The Chairman may, with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the 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. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Except as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 5.5 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands.
- 5.6 In the case of an equality of votes, the Chairman of the meeting at which the show of hands takes place shall be entitled to a second or casting vote.
- 5.7 Subject to any rights or restrictions for the time being attached to any class or classes of shares, at meetings of members or classes of members, each Member entitled to vote may vote in person or by proxy or by attorney and on a show of hands every person present who is a Member or a representative of a Member shall have one vote.
- 5.8 A Member who is mentally disordered or whose person or estate is liable to be dealt with in any way under the law relating to mental capacity may vote, by such other person as properly has the management of his estate, and any such person may vote by proxy or attorney.

- 5.9 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.
- 5.10 The instrument appointing a proxy shall be in writing, in the common or usual form, under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation or a limited liability partnership, either under seal or under the hand of an officer or attorney duly authorised. A proxy may but need not be a Member of the company.
- 5.11 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the company, or at such other place in Singapore as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- 5.12 An instrument appointing a proxy shall be the following form or a form as near thereto as circumstances admit:

“[●] LTD

I, (We) \_\_\_\_\_ of \_\_\_\_\_ being Member(s) of the abovenamed company, hereby appoint \_\_\_\_\_ of \_\_\_\_\_ or failing him \_\_\_\_\_ of \_\_\_\_\_ as my (our) proxy to vote for me (us) on my (our) behalf at the Annual (Extraordinary) General Meeting of the Company to be held on the \_\_\_\_ day of \_\_\_\_\_ and at any adjournment thereof.  
Signed this \_\_\_\_ day of \_\_\_\_\_”

- 5.13 A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death bankruptcy or mental disorder or liquidation or deregistration of the principal or revocation of the instrument or of the authority under which the instrument was executed, if no intimation in writing of such death, mental disorder, revocation, or transfer as aforesaid has been received by the Company at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.
- 5.14 Subject to the provisions of the Act, a resolution in writing or copies thereof signed by or approved by e-mail or by telefaxed signature (each sent to the registered office of the Company), of the majority of the Members for the time being entitled to receive notice of and to attend and vote at general meetings shall be valid and effective as if the same had been passed at a general meeting of the Company duly convened and held. Any such resolution in writing may consist of two (2) or more documents in like form, each signed or approved as aforesaid by one or more Members. The Member telefaxing the resolution

containing his signature, or e-mailing his approval of such resolution, shall procure that the resolution or a copy thereof containing his original signature be sent to the registered office of the Company, as soon as possible for filing in the minute books of the Company; however any failure to do so shall not affect the validity of the resolution signed or approved by e-mail or telefaxed signature.

5.15 The Members may participate in a meeting by means of video conference, conference telephone or other similar communications equipment whereby all persons participating in the meeting can hear each other, without a Member or Members being required to be in the physical presence of another Member or other Members, and participation in the meeting in such manner shall be deemed to constitute presence in person at such meetings. The meeting shall be deemed to be held at the place where the majority of the Members participating in the meeting are actually physically situate at the commencement of the meeting, or if there is no such majority at any place, then at the place where the Chairman of the meeting is situate at the commencement of the meeting.

## 6. DIRECTORS; APPOINTMENT ETC

6.1 Subject to the provisions of the Act and until otherwise determined by the Company in general meeting, the Board shall have not less than three (3) Directors.

6.2 All Directors shall be appointed by the Chairman of the Board. Each Director shall hold office for an initial term of three (3) years, renewable for further three (3) year periods by way of an Ordinary Resolution at a general meeting. The Treasurer (or the equivalent appointment like a Finance Committee Chairman or a person on the Board responsible for overseeing the finances of the Company) shall not hold the same office for more than four (4) consecutive years. Re-appointment of any outgoing Treasurer (or equivalent appointment) may only be considered after a lapse of at least two (2) years.

6.3 The Board shall elect a Chairman from amongst the Directors who shall be entitled to preside at all the meetings of the Board at which he shall be present.

6.4 Any Director with the approval of the Board shall have power at any time, and from time to time, to appoint any person to be a director, either to fill a casual vacancy or as an addition to the existing directors. Any director so appointed shall hold office only until the next following annual general meeting and shall then be eligible for re-election.

6.5 The Chairman of the Board may remove any Director before the expiration of his period of office, and may appoint another person in his stead; the person so appointed shall be subject to retirement or renewal at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

6.6 Any Director with the approval of the Board may appoint any person, whether a Member of the company or not, to be an alternate or substitute director in his place during such period as he thinks fit and may in like manner at any terminate such appointment.

- 6.7 Any person while he so holds office as an alternate or substitute Director shall be entitled to notice of meetings of the directors and to attend and vote thereat accordingly, and to exercise all the powers of the appointor in his place (except the power to appoint an alternate director) if his appointor is absent from Singapore or is otherwise unable to act as a Director. An alternate or substitute director shall ipso facto vacate office if the appointor vacates office as a director or removes the appointee from office. Any appointment or removal under this regulation shall be effected by notice in writing under the hand of the director making the same.
- 6.8 The Directors may also be paid all travelling, hotel, and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or general meetings of the company or in connection with the business of the Company, but shall otherwise be paid no remuneration (unless otherwise provided under this Constitution).
- 6.9 The office of Director shall become vacant if the Director -
- (a) is disqualified from being a Director or ceases to be a Director by virtue of the Act;
  - (b) becomes bankrupt or makes any arrangement or composition with his creditors generally;
  - (c) becomes prohibited from being a director by reason of any order made under the Act;
  - (d) becomes mentally disordered and incapable of managing himself or his affairs or a person whose person or estate is liable to be dealt with in any way under the law relating to mental capacity;
  - (e) subject to section 145 of the Act, resigns his office by notice in writing to the Company;
  - (f) for more than six (6) months is absent without permission of the Directors from meetings of the directors held during that period; or
  - (g) is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of his interest in manner required by the Act.
- 6.10 Any changes in the Directors shall be notified to the Commissioner of Charities within seven (7) days of the change.

## 7. POWERS AND DUTIES OF DIRECTORS

- 7.1 The business of the Company shall be managed by or under the direction of the Board. The Directors may exercise all the powers of a company except any power that this Act or the Constitution of the Company require the Company to exercise in general meeting.

- 7.2 The Directors may exercise all the powers of the company to borrow money and to mortgage or charge its undertaking, property, and uncalled capital, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability, or obligation of the company or of any third party.
- 7.3 The Directors may exercise all the powers of the Company in relation to any official seal for use outside Singapore and in relation to branch registers.
- 7.4 The Directors may from time to time by power of attorney appoint any corporation, firm, limited liability partnership or person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the company for such purposes and with such powers, authorities, and discretions (not exceeding those vested in or exercisable by the directors under these Regulations) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities, and discretions vested in him.
- 7.5 All cheques, promissory notes, drafts, bills of exchange, and other negotiable instruments, and all receipts for money paid to the company above SGD 10,000 shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by the General Manager and the Chairman of the Board (acting together) or any other officer of the company as may be authorized by the Board and within the limits set by the Board.
- 7.6 The Directors shall cause minutes to be made -
- (a) of all appointments of officers to be engaged in the management of the Company's affairs;
  - (b) of names of Directors present at all meetings of the Company and of the directors; and
  - (c) of all proceedings at all meetings of the Company and of the Directors.

Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the chairman of the next succeeding meeting.

## 8. PROCEEDINGS OF DIRECTORS

- 8.1 The Board may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. A Director may at any time and the Secretary shall on the requisition of a Director summon a meeting of the Board.
- 8.2 Subject to these Regulations, questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of Directors shall for

all purposes be deemed a determination of the directors. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote.

- 8.3 A Director shall disclose to the Company, in the manner and to the extent provided by the Act, any interest that such officer has in a material contract or transaction, whether made or proposed, with the Corporation, if such officer (a) is a party to the contract or transaction, (b) is a director or an officer, or an individual acting in a similar capacity, of a party to the contract or transaction, or (c) has a material interest in a party to the contract or transaction. Such Director shall not vote in respect of any contract or proposed contract with the Company in which he or she is interested, or any matter arising thereto, and if he or she does so vote, the vote shall not be counted. He or she should also offer to withdraw from the meeting, and the other Board Directors should decide if this is required. For the avoidance of doubt, a Director may not vote in respect of any matter concerning remuneration as an employee of the Company.
- 8.4 The quorum necessary for the transaction of the business of the Directors may be fixed by the directors and unless so fixed shall be three (3).
- 8.5 The continuing directors may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed by or pursuant to the regulations of the company as the necessary quorum of directors, the continuing directors or director may act for the purpose of increasing the number of directors to that number or of summoning a general meeting of the company, but for no other purpose.
- 8.6 The Chairman of the Board shall be the chairman of their meetings; but if a Chairman is not elected, or if at any meeting the Chairman is not present within ten (10) minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be chairman of the meeting.
- 8.7 The Directors may delegate any of their powers to committees consisting of such Member or Members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the directors.
- 8.8 A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within ten (10) minutes after the time appointed for holding the meeting, the Members present may choose one of their number to be chairman of the meeting.
- 8.9 A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the Members present, and in the case of an equality of votes the Chairman shall have a second or casting vote.
- 8.10 All acts done by any meeting of the Directors or of a committee of Directors or by any person acting as a director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person acting as

aforsaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

- 8.11 A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the directors, shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more directors.

## 9. SECRETARY AND AUDITORS

- 9.1 The Secretary shall in accordance with the Act be appointed by the Board for such term, at such remuneration, and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.
- 9.2 The Board shall appoint an auditor to examine and audit the accounts of the Company at least once every financial year. Auditors who have been approved by the Comptroller of Income Tax shall be appointed and their duties regulated in accordance with the provisions of the Act.
- 9.3 The Auditors shall be entitled to attend any general meeting and to receive notices and all other communications relating to any general meeting which any Member is entitled and to be heard at any general meeting on any part of the business of the meeting which concerns them as auditors.

## 10. SEAL

- 10.1 The Directors shall provide for the safe custody of the Seal, which shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf, and every instrument to which the Seal is affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second director or by some other person appointed by the Directors for the purpose.

## 11. ACCOUNTS

- 11.1 The Directors shall cause proper accounting and other records to be kept of the sums of money received and expended by the Company, and the matters in respect of which such receipts and expenditure take place, and of property, credits and liability of the Company; and shall distribute copies of balance-sheets and other documents as required by the Act and shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting and other records of the Company or any of them shall be open to the inspection of members not being Directors, and no member (not being a director) shall have any right of inspecting any account or book or paper of the company except as conferred by statute or authorised by the Directors or by the Company in general meeting.

## 12. NOTICES

- 12.1 A notice may be given by the Company to any Member either personally or by sending it by post to him at his registered address, or, if he has no registered address in Singapore, to the address, if any, in Singapore supplied by him to the company for the giving of notices to him. Where a notice is sent by post, service of the notice 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 on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post.
- 12.2 Notice of every general meeting shall be given in any manner herein before authorised to -
- (a) every Member; and
  - (b) the auditor for the time being of the Company,
- provided that no other person shall be entitled to receive notices of general meeting.

## 13. INDEMNITY AND INSURANCE

- 13.1 To the extent permitted by the Act, the Company indemnifies every person who is or has been a Director, Secretary, officer or Member of the Company and may indemnify every person who is or has been an auditor of the Company, against:
- (a) all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties, unless the same shall occur through his own negligence, wilful default, breach of duty or breach of trust; and/or
  - (b) any liability for legal costs incurred by that person in his or her capacity as a Director, Member, officer or auditor of the Company other than:
    - (i) in defending or resisting proceedings in which the person is found to have a liability for which they could not be indemnified under Article 13.1(a); or
    - (ii) in defending or resisting criminal proceedings in which the person is found guilty; or
    - (iii) in defending or resisting proceedings brought by the Company or a liquidator for a court order if the grounds for making the order are found by the court to have been established (except in relation to costs incurred in responding to actions taken by the Company or a liquidator as part of an investigation before commencing proceedings for a court order); or
    - (iv) in connection with proceedings for relief to the person under the Act in which the Court denies the relief.
- 13.2 The prohibition referred to in Article 13.1(b)(iii) does not apply to costs incurred in responding to actions taken by the Company or a liquidator as part of an investigation before commencing proceedings for the court order.

13.3 The Company may, where the Members consider it appropriate to do so, pay or agree to pay a premium in respect of a contract insuring a person who is or has been a Director, officer or auditor of the Company, against any liability incurred by that person in his or her capacity as a Director, officer or auditor of the Company other than a liability which arises out of:

- (a) conduct involving a wilful breach of duty in relation to the Company; or
- (b) any liability for legal costs incurred by that person in his or her capacity as a Director, officer or auditor of the Company in defending proceedings, whether civil or criminal, whatever their outcome, and without the qualifications set out in Article 13.1(b) above.

13.4 No addition, alteration or amendment shall be made to the provisions of the Constitution unless the same have been approved by special resolution in a general meeting and such addition, alteration or amendment shall not come into force without prior sanction of the Registrar of Companies and Commissioner of Charities for so long as the Company has been granted charitable status and retains such status.

#### 14. WINDING UP

14.1 Every Member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up during the time he is a Member or within one (1) year afterwards, 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 winding up the same, and for adjusting the rights of the contributories amongst themselves, such amount as may be required, not exceeding the sum of one Singapore dollar (S\$1).

14.2 The Company may be dissolved upon the passing of a special resolution of the company at a general meeting of Members convened for this purpose and the obtaining of written approval by a majority of the Board after such special resolution has been passed.

#### 15. SURPLUS ASSETS

15.1 If, upon the winding up or dissolution of the Company, or in the event that the Company ceases to be a registered charity under the Charities Act, there remains, after satisfaction of all its debts and liabilities, any property, this property must only be given or transferred to a charitable organisation(s), or institution(s) of a public character when the Company is an institution(s) of a public character, with:

- (a) similar objects to the objects of the Company (as contained in Article 1.1); and
- (b) a constitution which prohibits the distribution of its income and property at least to the extent set out in Article 2.1.

For the avoidance of doubt, the same shall not be paid to or distributed among the Members of the Company.

- 15.2 The identity of the transferee referred to in Article 15.1 will be determined by the Members by ordinary resolution, on the recommendation of the Directors at or before the time of the winding up or dissolution of the Company.
- 15.3 Notice of the winding up of the Company shall be given to the Registrar of Companies and Commissioner of Charities within seven (7) days of the passing of the resolution to wind up the Company.

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<b>TITLE</b>	EGM : Amended Constitution
<b>FILE NAME</b>	Constitution - CWAS (26 Nov 2020).pdf and 2 others
<b>DOCUMENT ID</b>	baad474a3341a186d0d33ac18a4bcd80f0cdd618
<b>AUDIT TRAIL DATE FORMAT</b>	DD / MM / YYYY
<b>STATUS</b>	● Completed

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## Document History



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