Singapore American School Limited

By-Laws

(Revision: November 18, 2008; November 16, 2010; September 29, 2011; December 12, 2011; May 21, 2012; March 11, 2013, April 15, 2013, May 27, 2013, September 23, 2013)

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In these by-laws the following words shall bear the meaning set opposite to them respectively, if not inconsistent with the subject of context:

The Act The Companies Act Chapter 50, and any statutory modifications thereof for the time being in force.

The By-Laws These By-laws and any modifications hereof for the time being in force.

The School Singapore American School Limited.

The Articles The Articles of Association of the School for the time being in force.

The Board The Board of Directors for the time being of the School.

A Board Member A member of the Board of Directors

101 Membership Qualifications (Revised December 12, 2011)

In accordance with Article 2 of the Articles, the following persons shall be eligible to be members of the School:

101.1. Any classified employee of the School nominated by the Superintendent and any member of the professional teaching staff of the School. For purposes of this Section 101.1, “classified employee” shall mean any employee of the School who is not required to hold teaching credentials or is otherwise not part of the professional teaching staff.

101.2. Any parent or legal guardian of a student at the School.

101.3. Such other interested persons as the Board may approve by a vote of the Board, provided these persons include in their application an explanation for wishing to join the School.

102 Application

102.1 Application by any eligible individual may be made by written letter addressed to the Board, or by submitting a completed standard application form available at the School Superintendent's office. If the application is by letter, the following information must be included: Name, local address, telephone number, company affiliation, date of arrival in Singapore, name(s) and age(s) of Singapore American School student(s) in family, and the basis of eligibility of the applicant (see Section 101).

102.2 Membership will be considered only for the individual signing the application. Thus, husband and wife MUST both sign the application if both wish to join.
103 Approval *(Revised December 12, 2011)*

103.1 Each application for membership must be approved by the Board, either by vote or pursuant to the deemed approval process set forth in Section 103.2, with the Board having absolute discretion as to the admission of any individual.

103.2 Unless otherwise determined by the Board and except with respect to applications for membership under Section 101.3, all applications for membership in the School which are submitted in accordance with Section 102 shall be deemed as approved by the Board upon submission, provided that any such application fully complies with Section 102 and that such deemed approval shall not limit the Board’s right, at its sole discretion under Section 103.1, to approve or deny any application for membership.

104 Cessation of Membership

Cessation of membership shall be in accordance with the stipulations of Articles 8, 10, 11 and 12 of the Articles.
**200 GENERAL MEETINGS**

**201 Annual General Meetings**

201.1 The Annual General Meeting will be held not later than the first Monday in December.

201.2 The normal business of the Annual General Meeting shall be the consideration and adoption of the accounts and the reports of the Board and of the Auditors, and the appointment of and the fixing of the remuneration of the Auditors.

201.3 Final notification of the Annual General Meeting shall be made to the membership of the School not less than seven (7) days prior to the scheduled date of the Annual General Meeting.

**202 Extraordinary General Meetings (Revised on March 11, 2013)**

202.1 Extraordinary General Meetings may be called from time to time under the provisions of the Articles.

202.2 In accordance with Section 144 of the Act, a written petition to the Board indicating the purpose for calling an Extraordinary General Meeting, signed by ten percent (10%) of the then current members of the School, shall be sufficient to convene an Extraordinary General Meeting. Upon receipt of such a petition, the Board will proceed to schedule such a meeting in accordance with the procedures specified in the Act.

202.3 The Board shall in every calendar year, beginning from 2013, convene an Extraordinary General Meeting no later than June 1 the business of which shall include the election of Board Members in the place of those retiring pursuant to the provisions of Articles 43 and 44.

**203 Conduct of General Meetings**

Robert's *Rules of Order, Newly Revised* shall be the definitive statement of the procedure for the conduct of general meetings of the School except as otherwise stipulated in the Articles.

**204 Votes, Voting Procedures, Proxies, Absentee Ballots (Revised on December 9, 1997; April 11, 2000; and April 5, 2005; March 11, 2013; April 15, 2013)**

204.1 Votes, voting procedures, proxies, and absentee ballots shall be in accordance with the Articles. The proxy form and the ballot must be two separate documents.

204.2 *(Revised on April 5, 2005; December 12, 2011; September 23, 2013)*

1. Proxy forms as prescribed in the Articles shall be available from the Board Secretary to all members of the School.

2. All proxy forms shall be issued a serial number.

3. Each School member is entitled to one proxy form.

4. Proxy holders must be a member of the School.

5. Proxy forms shall bear the School member’s original signature. Only original serialized proxy forms meeting the aforementioned criteria and submitted to the Board Secretary within the stipulated deadline will be accepted.

6. A proxy holder is bound to honor the voting request as indicated on the proxy form by the proxy giver. Failure of the proxy holder to vote according to the proxy giver’s choice will render said proxy vote invalid.
7. Any proxy form duly completed and submitted by a School member shall take precedence over the personal vote cast by such School member at the Annual General Meeting or an Extraordinary General Meeting, as applicable.

8. School members are entitled to revoke and render invalid a proxy form and, therefore, become eligible to vote at the Annual General Meeting or an Extraordinary General Meeting, as applicable, provided such revocation is received in writing no later than thirty minutes prior to the Annual General Meeting or Extraordinary General Meeting, as applicable, by the Board Secretary and is not in conflict with Article 32 of the Articles.

204.3 An absentee ballot will be included in the official Notice of General Meeting to Elect Board Members served on all members of the School in accordance with Article 29. The official notice shall have an instruction sheet advising members that absentee ballots can be returned to the School by:

1. email as a PDF document addressed to the Board Secretary;
2. fax to the Board Secretary;
3. delivery to the Absentee Ballot Box during office hours set out in the official notice; or
4. post addressed to the Board Secretary.

In each case the official notice will provide all details necessary for members to cast their absentee ballots.
301 Number

301.1 In accordance with the Articles, the Board shall number not less than nine (9), nor more than twelve (12).

301.2 The members appointed to the Board shall retire in accordance with the provisions of the Articles. In any event he shall retire from office once at least in every three years.

301.3 Retiring members of the Board may be eligible for re-election.

302 Candidates (Revised on December 7, 1999, April 11, 2000; November 16, 2010; March 11, 2013; May 27, 2013)

302.1 Any qualified member of the School may be approved as a candidate for election to the Board by a recommendation of the Governance Committee and a vote of the Board not later than 15 days prior to the scheduled date of the Extraordinary General Meeting held for the purpose of electing members to the Board.

302.2 Any member of the School eligible under Article 35 of the Articles may qualify as a candidate for election to the Board by presenting to the Governance Committee not later than thirty (30) days prior to the scheduled date of any General Meeting convened for the election of Board Members (“Election Meeting”) a completed petition bearing the signature of [at least thirty (30) members] in good standing of the School. Such petition shall be in the form prescribed by the Governance Committee and available from the Board Secretary's office. Current Board members seeking re-election shall qualify as candidates by delivering to the Governance Committee not later than thirty (30) days prior to the scheduled date of any Election Meeting a written statement of interest in re-election to the Board.

302.3 It shall be the responsibility of the Governance Committee to ascertain that all candidates presented at the election qualify for membership on the Board in accordance with the Articles, these By-laws, and the provisions of Singapore’s Private Education Act.

302.4 If the number of candidates does not exceed the number of contested vacancies, then all candidates shall be deemed elected from the end of the Election Meeting without the necessity for any voting for the election of these candidates, and the election shall be declared at the Election Meeting.

302.5 If the number of candidates exceeds the number of contested vacancies, the Governance Committee shall not later than fourteen (14) days prior to the scheduled date of the Election Meeting circulate to the members of the School the list of all candidates who have qualified and such background information concerning each candidate as the Governance Committee in its discretion deems appropriate.

302.6 At each Election Meeting of the School, four persons shall be elected from among qualified candidates to be members of the Board. The names of the four candidates who receive the highest number of votes shall be announced by the Chair of the Election Meeting or any other Governor in his or her stead. In the event two or more candidates receive an equal number of votes but only one vacancy remains to be filled, a second ballot will be held immediately following the announcement of results of the first ballot. The actual tally of votes shall not be publicly announced, but shall be available for inspection by any member of the School at the office of the Board Secretary for thirty (30) days following the Election Meeting, at which time they will be destroyed. (Revised on November 16, 2010.)
303 Casual Vacancies

303.1 Casual vacancies occurring on the Board may be filled in accordance with the Articles.

304 Disqualification

304.1 Any member of the Board may be disqualified in accordance with the Articles.

304.2 The School may in accordance with Article 49 act to remove any Governor during his period in office.

305 Meetings

305.1 The Board shall meet regularly at a time and place to be established for the term at the first Board meeting after the Annual General Meeting. (Revised on December 9, 1997)

305.2 Special Meetings of the Board may be called in accordance with the Articles (Article 51).

306 Committees of the Board (Revised on November 16, 2010; December 12, 2011; May 21, 2012; May 27, 2013)

306.1 The following shall be standing committees of the Board: Finance and Facilities Committee, Long Term Strategy Committee, Governance Committee, Executive Compensation Committee, and Executive Committee. Each standing committee shall be composed of members of the Board appointed by the Chair of the Board. A quorum for any Board Committee shall be a simple majority of Board members, whether attending the meeting in person or by electronic means. Except as otherwise specified in these By-Laws, decisions by Board Committees constitute recommendations to the Board, which shall have authority to take final action on all such matters.

Recognizing the talent, training and special contributions available from the community-at-large, any of the Finance and Facilities, Long Term Strategy, or Governance Committees may, upon consultation with the Board, invite individuals who are not Board members to serve in an advisory capacity, on an ad hoc basis or otherwise, to advise the Board on those issues and subjects which might demand special expertise or advice. After receiving advice and counsel from the advisors, the Board Committee shall reconvene for final deliberation and vote. Only Board members may vote on issues under consideration.

Finance and Facilities Committee: The committee shall work with the Administration to prepare the annual operating and capital budgets and a long-range financial plan; monitor all financial activities in greater detail than the Board as a whole; develop financial policies; and bring all such items to the Board for approval, along with regular financial reports for the Board’s information.

In addition, the committee shall be responsible at policy and planning levels, for the construction, maintenance, and security of the School’s physical assets and for the security of faculty, staff, and students and shall develop a long-range master plan for space use and stewardship of physical assets and resources.

The committee shall also oversee the Investment Advisory Committee, which monitors the School’s investments, reserves, and endowments and ensures that they are managed in accordance with relevant Board policies and strategic objectives.

Long Term Strategy Committee: The committee shall identify long-term strategic issues and choices faced by the School for consideration by the Board, and help the Board form long-term strategic goals for the direction of SAS. The strategic goals will be reviewed and updated periodically, taking into consideration the external environment facing SAS and other factors. At the direction of the Board, the committee will also, from time to time, undertake special projects in relation to the strategic goals established by the Board.
Governance Committee: The committee shall work to ensure that the Board composition reflects the strategic expertise, resources, and perspectives needed to achieve the mission and strategic objectives of the School. The Committee shall also assist the Board in the Superintendent’s annual performance assessment and shall conduct an annual review of the Board’s performance.

Executive Compensation Committee: The committee shall be composed of the Board Chair (who shall serve as Chair of the Committee), the Chair of the Finance and Facilities Committee, and one or more members of the Board selected by the Chair. The unanimous vote of all Committee members is required for any Committee decision. If a unanimous decision cannot be reached, the matter will be forwarded to the Finance and Facilities Committee. In such cases, a majority vote of the full Finance and Facilities Committee is required for approval.

The responsibilities of the Executive Compensation Committee shall include the following:

1. Negotiates and administers the Superintendent’s contract, including decisions on requests for a waiver or revision of any term, salary adjustments, bonus, or other special compensation for the Superintendent not previously included in his contract. (Timeline: By September in contract renewal years, or by December in non-contract renewal years.)

2. Reviews annually and approves the contract, compensation, and benefits of the members of the Leadership Team whose compensation is not specified in the School’s union agreement or in the School’s standard contract, Overseas Hired Benefits Guide, and salary schedules with a view to maintaining consistency on matters of benefits, termination and renewal rights, and general contract provisions. The Superintendent shall remain ultimately responsible for securing and retaining an exemplary Leadership Team capable of achieving the educational and other objectives of the school.

3. Receives copies of final contracts from the Superintendent for each member of the Leadership Team.

4. Receives annually a summary of performance reviews for each member of the Leadership Team.

The Executive Compensation Committee shall also carry out such other functions with respect to contract administration for the Superintendent and Leadership Team as the Finance and Facilities Committee or the full Board may assign.

306.2 The Board may from time to time appoint Special Committees for specific purposes as it may deem necessary to carry out the work of the Board.

Advisory Committees: The Board may identify specific issues relating to School policy or operations which in its view merit study or which might demand special expertise or advice. The Board may, in its discretion, create one or more advisory committees and may invite individuals who are not Board members to serve in an advisory capacity, on an ad hoc basis or otherwise, to study such issues and report to the Board on the advisory committee’s findings, observations and recommendations. The Board is not limited to the appointment of current School members in its appointments to any such advisory committees. Any recommendations of an advisory committee created by the Board pursuant to this policy shall be considered by the Board which shall have authority to take final action on all such matters.
306.3 Executive Committee (Revised: May 21, 2012): The Executive Committee may be constituted to act for the Board only in emergency situations. Any action taken by this committee shall be reviewed by the entire Board at its next session. A majority vote of the members present at a meeting of the Executive Committee shall constitute the required vote for affirmative action. A quorum of three (3) is required for any Executive Committee action. The Chair is encouraged to solicit the viewpoint of the broadest number of Board members practical so that their views may be reflected in the discussions of the Executive Committee.

The Executive Committee is composed of the Chair and Vice Chair of the Board, the Finance and Facilities Chair, and one or more members of the Board who shall be appointed by the Board Chair.

If, because of a vacancy or because one person holds more than one of these positions, there are at any time less than four (4) members of the Executive Committee, the Board Chair shall appoint from among Board members additional Executive Committee members so that not less than four (4) serve on the Executive Committee at all times. The term of any persons appointed to the Executive Committee in this manner will expire at the next election of the Board Chair.

307 Powers of the Board (Revised September 23, 2013)

The powers of the Board shall be as stipulated in the Articles.

307.1 Appointment of Representatives

a. Community Organizations

The Board Chair may choose to attend meetings of the SAS PTA and American Association of Singapore as the SAS Board Representative or shall instead appoint another Board Member or the Superintendent to serve as the Representative for a renewable term not lasting more than one year.

These appointments must be noted in the Board Meeting Minutes and shall be made at or prior to the first Board Meeting of each school year or should the position become vacant through resignation, retirement or other reason.

The Representative is expected to attend all meetings and report back to the Board on the proceedings. Should the named Representative be unavailable to attend a meeting, the Board Chair may make an ad hoc appointment of another Board Member or the SAS Superintendent to become the temporary representative.

b. SAS Foundation of Singapore Membership

The Singapore-based SAS Foundation Limited ("Singapore Foundation") is an independent entity established inter alia to provide funding for the educational programs and capital initiatives at SAS and raise funds and obtain financial assistance through donations and sponsorships.

The Foundation has only one member, which is SAS according to Clause 7 of the Foundation Memorandum of Association and Clause 5 of its articles.

The Board Chair may choose to attend meetings of the Singapore Foundation as the legal corporate Representative of SAS or shall instead appoint another Board Member or the SAS Superintendent to serve as the Representative for a renewable term not lasting more than one year.

This appointment must be noted in the Board Meeting Minutes and shall be made at or prior to the first Board Meeting of each school year or should the position become vacant through resignation, retirement or other reason.
The Representative is expected to attend all meetings and report back to the Board on the proceedings. Should the named Representative be unavailable to attend a meeting, the Board Chair may make an ad hoc appointment of another Board Member or the SAS Superintendent to become the temporary representative.

c. Singapore Foundation Development & Gifts Committee

The Board Chair shall appoint two SAS Board Members to be proposed to the Singapore Foundation to become Members of the Singapore Foundation Development & Gifts Committee for a renewable term not lasting more than one year.

These appointments must be noted in the Board Meeting Minutes and shall be made at or prior to the first Board Meeting of each school year or should the position become vacant through resignation, retirement or other reason.

The Members are expected to attend all meetings and report back to the Board on the proceedings.

308 Election of Chair and Appointment of Vice-Chair (Revised on December 8, 1998; December 12, 2011; May 21, 2012)

The Chair shall be elected by secret ballot at a Board meeting not later than April of each year and take office July 1. The Chair's term of office shall be limited to three consecutive school years and any portion of a fourth year if assuming the role of Chair during the course of a school year. The Chair shall appoint a Vice Chair from among current Board members.

Should the Chair resign in mid-term, the Vice Chair shall serve as Chair until such time as the Board determines that the election of a new Chair can be held. In such a case, the Vice Chair, if elected, is eligible to serve as Chair for three consecutive full years following the year in which he/she assumed the role of Chair.

An existing Board Chair may, in unusual circumstances, when continuity of leadership is deemed critical, continue to serve as Chair following three consecutive terms if elected by a unanimous vote of the remaining Board members.
400 AMENDMENTS OF THE BY-LAWS (Revised December 12, 2011; May 21, 2012)

401 Amendments of By-Laws

401.1 New by-laws may be adopted or these by-laws amended or repealed by a vote of two-third (2/3) majority of the total membership of the Board.

401.2 The Board shall give due consideration to such changes in these by-laws as may be suggested in a written petition signed by five per-cent (5%) of the then current members of the School.

402 Changes by the School-at-Large

402.1 Any by-law may be set aside by a special resolution of a general meeting of the School in accordance with the Articles.
500 SUPERSEDMG AUTHORITY

No by-law of the School shall be inconsistent with or shall repeal any stipulations or provisions in the Memorandum and Articles of Association of the School, or any other applicable legislation enacted hereafter by the Government of the Republic of Singapore.