

THE COMPANIES ACT 1967
COMPANY LIMITED BY GUARANTEE CONSTITUTION1 OF
Flamenco Sin Fronteras Ltd
(Incorporated in the Republic of Singapore)

NAME

1. The name of the Company is Flamenco Sin Fronteras Ltd (hereinafter called the "Company"), UEN number: 201132553D.

PLACE OF BUSINESS

2. The registered office of the Company is situated in the Republic of Singapore. Registered address is 1 Lor 24A Geylang, Singapore 398525.

OBJECTS

3. The exclusively charitable objects for which the Company is established are:
- (i) to produce Flamenco Dance Theatre projects that entertain yet remain socially relevant:
 - (ii) to increase awareness of Singapore Flamenco through vibrant cross and multidisciplinary artistic collaboration with local and international artists
 - (iii) to provide Flamenco Education and Youth/ Community Outreach
 - (iv) to develop Singapore as an Asian centre for Flamenco with Singapore-based artists
 - (v) to do any other charitable objects as determined or approved by the board of Directors from time to time.
4. The income and property of the Company, whensoever derived, shall be applied towards the promotion of the objects of the Company as set forth in this Constitution, provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Company, or to any member of the Company, in return of any services actually rendered to the Company.

LIABILITY

5. The liability of the members is limited.
6. Every member of the Company undertakes to contribute to the assets of the Company, in the event of its being wound up while such member is a member, or within one (1) year after such member ceases to be a member, for payment of the debts and liabilities of the Company contracted before such member 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 the sum of 1 Singapore Dollar (S\$1).

INTERPRETATION

7. In this Constitution:

- Regulations : The regulations contained in this Constitution, as may be altered from time to time in accordance with the Act
- The Act : The Companies Act 1967 or any statutory modification thereof for the time being in force
- The Company : Flamenco Sin Fronteras Ltd
- The Seal : The common seal of the Company
- The Directors : The directors for the time being of the Company
- The Director : Includes any person acting as a director of the Company and includes any person duly appointed and acting for the time being as an alternate director
- The Secretary : Any person appointed by the Directors to perform the duties of the secretary of the Company
- The Treasurer : Any person appointed by the Directors to perform the duties of the treasurer of the Company

Words importing the masculine gender only shall include the feminine gender.

Words importing persons shall include corporations.

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

A provision of law is a reference to that provision as amended or re-enacted from time to time.

Words or expressions contained in this Constitution shall be interpreted in accordance with the provisions of the Interpretation Act 1965 and of the Act as in force at the date at which these Regulations become binding on the Company.

MEMBERSHIP

8. The number of members with which the Company proposes to be registered is one (1) but the Directors may from time to time register an increase in members provided that the total number of members shall not be at any time fewer than three (3).

9. The Directors may set out terms and conditions for membership and the procedure for application and approval of members.
10. An application for membership may be approved or rejected by the Directors without furnishing any reasons.
11. The privileges of a member are not transferable and shall cease on termination or on the death of the individual members or in the case of a corporation, statutory body or society on their liquidation or deregistration. A member may retire or terminate their membership by giving seven (7) days' notice to the Company in writing. The notice period shall commence on the date of receipt of the same by the Company.
12. (i) Without prejudice to the above Regulation 11, where any member offends any rules or bye-laws of the Company or engages in any activities detrimental to the interest of the Company the membership of such member may be terminated by the Directors or such other committee as may be set up by the Directors, provided that the member concerned shall have a right to be heard before a final decision is made.
- (ii) Any expelled member shall have the right within fourteen (14) days of the receipt of notice of expulsion to require the Directors to call a general meeting and the Directors shall within fourteen (14) days of receipt of any such requisition call an extraordinary general meeting accordingly. The only business at any such extraordinary general meeting shall be to approve or disapprove the action of the Directors in expelling such member. If such action is to be disapproved, such expulsion shall be rescinded and shall have no effect.
13. A member of the Company whose membership has been terminated either of their own accord or by the Directors or by such other committee set up by the Directors shall forfeit all claim to the rights and privileges as a member thereof and shall cease to be a member of the Company.

GENERAL MEETINGS

14. An annual general meeting of the Company must be held in accordance with the provisions of the Act and shall be held at such time and place as the Directors shall determine.
15. All general meetings other than the annual general meeting shall be called extraordinary general meetings.
16. The Directors may whenever they think fit convene an extraordinary general meeting and extraordinary general meetings shall be convened by such requisitions as provided in the Act so far as applicable.

NOTICE OF GENERAL MEETINGS

17. (i) Subject to the provisions of the Act relating to special resolutions and any agreement amongst persons who are entitled to receive notices of general meetings from a

company, at least fourteen (14) days' notice (exclusive of the day on which the notice is served or treated to be served, but inclusive of the day for which notice is given) of any general meeting must be given to persons entitled to receive notices of general meetings from the Company.

- (ii) A notice of a general meeting must specify the following:
 - (a) the place at which the general meeting is held;
 - (b) the date and time of the general meeting; and
 - (c) in case of special business to be transacted at the general meeting, the general nature of that business.

18. All business that is transacted at an extraordinary general meeting is special business, and also all business that is transacted at an annual general meeting is special business, with the exception of the consideration of the financial statements, the reports of the auditors and the statement of the Directors, the election of Directors in the place of retiring Directors and the appointment and fixing of the remuneration of the auditors.

PROCEEDINGS AT GENERAL MEETINGS

19. 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. Save as herein otherwise provided, the presence of three (3) members with voting rights present in person or by proxy shall constitute a quorum. For purposes of this Regulation, "member" includes an attorney or a representative of a corporation which is a member. 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 the meeting 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.

20. 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.

21. The chairperson of a general meeting is:

- (i) in the case where the board of Directors has appointed a chairperson amongst the Directors, the chairperson; or
- (ii) in the case where:
 - (a) the chairperson of the board of Directors is unwilling to act as the chairperson of the general meeting;
 - (b) the chairperson is not present within fifteen (15) minutes after the time appointed for the holding of the general meeting; or
 - (c) the board of Directors has not appointed a chairperson amongst the Directors,

- the member elected by the members present for the purpose of being the chairperson of the general meeting.
22. (i) The chairperson may, with the consent of a general meeting at which a quorum is present, and must if so directed by such general meeting, adjourn the general meeting from time to time and from place to place.
- (ii) No business is to be transacted at any adjourned meeting other than the business left unfinished at the general meeting from which the adjournment took place (called in this regulation the original general meeting).
- (iii) There is no need to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting unless the adjourned meeting is to be held more than 30 days after the date of the original general meeting.
23. Every member is entitled to vote and may vote in person or by proxy or by attorney and on a show of hands every member or a representative of a member who is present shall have one (1) vote.
24. In the case of an equality of votes, the chairperson of the meeting is not entitled to a second or casting vote.
25. 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 a person who properly has the management of the estate of the member, and any such person may vote by proxy or attorney.
26. (i) No objection may be raised as to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered.
- (ii) Any objection made in due time must be referred to the chairperson of the meeting, whose decision is final and conclusive.
- (iii) Every vote not disallowed at the meeting is valid for all purposes.
27. A member shall be deemed to be present at a meeting of members if the member participates by telephone conference, video conference, audio visual or by means of similar communication equipment whereby all members participating in the meeting are able to communicate with each other.
28. The instrument appointing a proxy shall be in writing under the hand of the appointer or of the appointer's attorney duly authorised in writing or if the appointer is a corporation either under its seal or under the hand of an officer or attorney duly authorised. A proxy may but need not be a member of the Company.
29. The instrument appointing a proxy shall be in the following form or such other form as the board of Directors may approve:

(the "Company")

I/We* (name(s)) _____ of (address(es)) _____ being a member/members* of the Company hereby appoint _____ of _____, or failing him/her*, _____ of _____ as my/our* proxy to vote for me/us* on my/our* behalf at the [annual or extraordinary, as the case may be] general meeting of the Company to be held on [date] _____ and at any adjournment of the meeting.

Signed this [date] This form is to be used *in favour of/against* the resolution. *Delete whichever is not applicable. [Unless otherwise instructed, the proxy may vote as he or she thinks fit.]

30. The instrument appointing a proxy and the power of attorney or other authority, under which it is signed, or a notarially certified copy of power of authority, shall be deposited at least seventy two (72) hours before the time appointed for holding the meeting at the registered office of the Company, or at such other place within Singapore as is specified for that purpose in the notice convening the meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.

31. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy provided that no notice in writing or the death or revocation shall have been received at the place where the instrument of proxy was deposited at least one (1) hour before the time fixed for holding the meeting.

32. Subject to the Act, a resolution in writing signed by a majority or all of the members or their agents authorised in writing (except where a meeting is prescribed by the Act) shall be as valid and effectual as if it had been passed at a meeting of the members duly convened and held, and any such resolution may consist of several documents in like form, each signed by or on behalf of one (1) or more members. In the case of a corporate body which is a member such resolution may be signed on its behalf by any two (2) of its Directors or by any person (whether identified by name or by reference to the holding of any particular office) duly authorised by such corporate body by resolution of its Directors or other governing body or by power of attorney to sign resolutions on its behalf. The expressions "in writing" and "signed" include approval by facsimile (fax), email and other electronic means by any such member.

DIRECTORS: APPOINTMENTS ETC

33. All Directors shall be natural persons. The number of Directors shall be not less than three (3), at least two (2) or half (whichever is more) shall be Singapore citizens or permanent residents unless otherwise permitted by law. A Director need not be a member of the Company.

34. (i) At every annual general meeting, the Directors who have been in office for two (2) years, must retire from office.

(ii) A retiring Director is eligible for re-election if he or she has not served his or her maximum term limit of ten (10) consecutive years. If a retiring Director has served his maximum term limit of ten (10) consecutive years, he or she may only be eligible for re-

election and re-appointment if an extension of his or her term limit is deliberated and approved to be necessary by the Company at a general meeting by ordinary resolution.

- (iii) The Company at the meeting at which a Director retires may fill the vacated office by electing a person to fill the vacated office.
- (iv) If the Company does not fill the vacated office, the retiring Director is, if he or she offers himself or herself for re-election and is not disqualified under the Act and/or the Charities Act from holding office as a Director, treated as re-elected, unless it is expressly resolved, at that meeting, not to fill the vacated office or a resolution for the re-election of that Director is put to that meeting and lost.

35. The Directors 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 and that the total number of Directors shall not at any time exceed the number fixed in accordance with this Constitution.

36. The Company may by ordinary resolution remove any Director before the expiration of his or her period of office in accordance with the requirements as stipulated in Act and may by ordinary resolution appoint another person in his or her stead.

37. The Company shall inform the Commissioner of Charities or the Sector Administrator within two (2) weeks of any changes in the board of Directors.

38. [intentionally left blank]

39. The office of a Director shall become vacant if the Director:

- (i) ceases to be a Director by virtue of the Act and/or the Charities Act;
- (ii) becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
- (iii) becomes prohibited from being a Director by reason of any order made under the Act and/or the Charities Act;
- (iv) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental disorder;
- (v) subject to Section 145 of the Act, resigns his or her office by notice in writing to the Company;
- (vi) for more than six (6) months is absent without permission of the Directors from meetings of the Directors held during that period; or
- (vii) is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of his or her interest in manner required by the Act.

POWERS AND DUTIES OF DIRECTORS

40. The business of the Company shall be managed by the Directors who may pay all expenses incurred in promoting and registering the Company and may exercise all such powers of the Company except any power that the Act or these Regulations require to be exercised by the Company in a general meeting, subject nevertheless to the provisions of the Act and the Constitution of the Company and to such Regulations being not inconsistent with the aforesaid Constitution or provisions as may be prescribed by the Company in a general meeting; but no Regulations made by the Company in a general meeting shall invalidate any prior act of the Directors which would have been valid if that Regulation had not been made.

41. [intentionally left blank]

42. (i) Every Director shall observe the provisions of Section 156 of the Act relating to the disclosure of the direct or indirect interests of the Directors in a transaction, contract, project or other matter, proposed or actual with the Company or of any office or property held by a Director which might create duties or interests in conflict with his or her duties or interests as a Director.

(ii) A Director shall not be entitled to vote nor participate in discussions in respect of any contract or arrangement in which he or she is interested, or in respect of any matter arising from such contract or arrangement. He or she shall also not be taken into account in ascertaining whether a quorum is present and should recuse himself or herself from the meeting.

(iii) If a Director referred to in Regulation 42(ii) does vote in respect of any contract or arrangement referred to in that Regulation, the Director's vote must not be counted.

43. (i) 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 the purposes and with the powers, authorities, and discretions (not exceeding those vested in or exercisable by the Directors under this Constitution) and for a period and subject to any conditions as the Directors may think fit.

(ii) Any powers of attorney granted under Regulation 44(i) may contain provisions for the protection and convenience of persons dealing with the attorney or attorneys as the Directors think fit and may also authorise the attorney or attorneys to delegate all or any of the powers, authorities, and discretions vested in the attorney or attorneys.

44. (i) The Directors must cause minutes to be made of all of the following matters:

- (a) all appointments of officers to be engaged in the management of the Company's affairs;
- (b) names of Directors present at all meetings of the Company and of the Directors; and
- (c) all proceedings at all meetings of the Company and of the Directors.

- (ii) The minutes referred to in Regulation 44(i) must be signed by the chairperson of the meeting at which the proceedings were held or by the chairperson of the next succeeding meeting.

PROCEEDINGS OF DIRECTORS

- 45. (i) The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit.
 - (ii) A Director may at any time summon a meeting of the Directors.
 - (iii) The Secretary must, on the requisition of a Director, summon a meeting of the Directors.
46. (i) Subject to this Constitution, questions arising at any meeting of Directors must be decided by a majority of votes and a determination by a majority of Directors is for all purposes treated as a determination of the Directors.
- (ii) [intentionally left blank]
47. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, provided always that the quorum shall be three or at least half (1/2) of the board of Directors, whichever is higher.
48. The Directors may act despite any vacancy in their body; provided always that if and so long as the number of Directors is reduced in number to less than three (3), the continuing Director(s) may not act except for the purpose of increasing the number of Directors to that number or for the purpose of summoning a general meeting of the Company.
- 49. (i) The Directors may elect a chairperson of their meetings and determine the period for which the chairperson is to hold office.
 - (ii) If no chairperson is elected, or if at any meeting the chairperson 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 chairperson of the meeting.
- 50. (i) The Directors may delegate any of their powers to committees consisting of any member or members of their body as the Directors think fit.
 - (ii) Any committee formed under Regulation 50(i) must in the exercise of the delegated powers conform to any Regulation that may be imposed on it by the Directors.
- 51. (i) A committee may elect a chairperson of its meetings.
 - (ii) If no chairperson is elected, or if at any meeting the chairperson 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 chairperson of the meeting.

52. (i) A committee may meet and adjourn as it thinks proper.
- (ii) Questions arising at any meeting must be determined by a majority of votes of the members present, and in the case of an equality of votes the chairperson has a second or casting vote.

53. All acts done by any meeting of the Directors or of a committee of Directors or by any person acting as a Director is as valid as if every such person had been duly appointed and was qualified to be a Director, even if it is afterwards discovered that —

- (i) there was some defect in the appointment of any Director or person acting as a Director; or
- (ii) the Directors or person acting as a Director or any of them were disqualified.

54. Any Director or member of a committee may participate in a meeting of the Directors or such committee by means of telephone conference, video conference, audio visual or by means of similar communication equipment whereby all persons attending or participating in the meeting are able to communicate with each other. The person or persons participating in the meeting in the aforesaid manner shall be deemed for all purposes to be present in person at such meeting.

55. (i) A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors, is as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held.

(ii) Any resolution in writing under Regulation 55(i) may consist of several documents in like form, each signed by one (1) or more Directors. The expressions “in writing and “signed” include approval by facsimile (fax), email or other electronic communication by any such Director.

ALTERNATE DIRECTORS

56. [intentionally left blank]

SECRETARY

57. The Secretary shall in accordance with the Act be appointed by the Directors for such term, at such remuneration, and upon such condition as they may think fit, and any Secretary so appointed may be removed by them.

TREASURER

58. The Directors may appoint a Treasurer (or equivalent appointment) to oversee the finances of the Company. The Treasurer (or the equivalent appointment like a Finance Committee Chairman or a person on the board of Directors responsible for overseeing the finances of the Company) shall not hold the same office for more than four (4) consecutive years. Re-appointment of the outgoing Treasurer (or equivalent appointment) may be considered after a lapse of at least two (2) years.

DUTIES OF OFFICE BEARERS

59. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Company, must be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by at least two (2) Directors or in such other manner as the Directors from time to time determine.

RULES OR BY-LAWS

60. The Directors may from time to time make such rules or bye-laws as they deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of and conditions of membership. The Company in a general meeting shall have the power to alter, add to or repeal the rules or bye-laws and the Directors shall adopt such means as they think sufficient to bring to the notice of members all such rules or bye-laws that shall be inconsistent with, or shall affect or repeal anything contained in, this Constitution.

SEAL

61. There is no obligation for the Company to have a seal. However, if any, 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 Directors authorised by the Directors in that behalf and every instrument to which the Seal is affixed shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose.

ACCOUNTS AND REPORTS

62. The Directors shall cause proper accounting and other records to be kept and shall distribute copies of balance-sheets and other documents as required by the Act and/or the Charities 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 a general meeting.

AUDITORS

63. Auditors shall be appointed and their duties regulated in accordance with relevant provisions of the Act and/or the Charities Act. Every auditor of the Company shall have a right of access at all times to the accounting and other records of the Company and shall make his or her report as required by the Act.

64. Subject to the provisions of the Act and/or the Charities Act all acts done by any person acting as an auditor shall, as regards all persons dealing in good faith with the Company, be valid, notwithstanding that there was some defect in his or her appointment or that he or she was at the time of his or her appointment.

NOTICES

65. A notice may be given by the Company to any member either personally or by sending it by post to the member at the member's registered address, or (if the member has no registered address within Singapore) to the address, if any, within Singapore supplied by the member to the Company for the giving of notice to that member. 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 posting.

66. (i) A notice may also be sent or supplied by the Company by electronic means to a member who has agreed generally or specifically that the notice may be given by electronic means and who has not revoked that agreement.

(ii) Where the notice is given by electronic means, service of the notice is treated as effected properly by sending or supplying it to an address specified for the purpose by the member generally or specifically.

67. A notice may be given by the Company to the persons entitled to receive the notice in consequence of the death or bankruptcy of a member by sending through the post in a prepaid letter addressed to them by name, or by the legal representatives of the deceased, or assignee of the bankrupt, at the address, if any, within Singapore supplied for the purpose by the persons claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.

68. (i) Notice of every general meeting shall be given in any manner herein before authorised to:

- (a) every member;
- (b) every person entitled to receive in consequence of the death or bankruptcy of a voting member who, but for his or her death or bankruptcy would be entitled to receive notice of the meeting; and
- (c) the auditor for the time being of the Company.

(ii) No other person shall be entitled to receive notices of general meetings.

INDEMNITY

69. Every Director, Secretary, Treasurer and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application under the Act in which relief is granted to them by the Court in respect of any proceedings relating to negligence, default, breach of duty or breach of trust.

AMENDMENTS

70. No addition, alteration or amendment shall be made to this 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 the approval from the Commissioner of Charities and/or or the Sector Administrator and the same being registered with the Accounting and Corporate Regulatory Authority of Singapore. The Company shall notify the Commissioner of Charities and/or Sector Administrator of any change to this Constitution within seven (7) days after such change.

WINDING UP AND DISSOLUTION

71. (i) The Company shall not be wound up, except with the consent of a majority of the total membership of the Company for the time being expressed either in person or by proxy at a general meeting convened for the purpose.
- (ii) If upon the winding-up or dissolution of the Company or in the event the Company ceases to be a registered charity under the Charities Act, there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other institution or institutions registered under the Charities Act, or Institution(s) of a Public Character, when the Company is an Institution of a Public Character, as the case may be, having objects in Singapore similar to the objects of the Company, as determined by the members of the Company at or before the time of dissolution or cessation as a registered charity.
- (iii) Subject to any requirements under applicable law, notice of the winding up of the Company shall be given to the Registrar of Companies and the Commissioner of Charities or the Sector Administrator within seven (7) days of the passing of the resolution to wind up the Company.