

SINGAPORE CHAMBER OF MARITIME ARBITRATION

BYE-LAWS

The Directors, with the concurrence of the Founding Members, by way of Special Resolution pursuant to Article 57(b) of the Articles of Association hereby make the following bye-laws:

1. NAME AND ADDRESS

The Singapore Chamber of Maritime Arbitration (hereinafter referred to as the “Chamber”), is a public company limited by guarantee in the Republic of Singapore with the registration number 200909099K.

The place of business of the Chamber is at 32 Maxwell Road, # 02-13 Maxwell Chambers, Singapore 069115. Every change in address which may be subsequently decided by the General Committee of the Chamber shall be as notified to and approved by the Registrar of the Companies.

2. INTERPRETATION

Unless the context requires otherwise, words importing the masculine gender shall include the feminine gender; and references to clauses herein are to the clauses of these bye-laws.

‘**AGM**’ means the annual general meeting of the Chamber as referred to in clause 9 (1).

‘**Articles of Association**’ means the articles of association of the Chamber for the time being in force and as amended from time to time.

‘**Board**’ means the Board as defined in the Articles of Association of the Chamber.

‘**Bye-Laws**’ means these bye- laws of the Chamber as amended from time to time.

‘**Directors**’ means the Directors as defined in the Articles of Association of the Chamber.

‘**Executive Committee**’ means the committee referred to in clause 7.

‘**Executive Director**’ means the executive director of the Chamber as referred to in clause 8.

‘**EGM**’ means the extraordinary general meeting of the Chamber as referred to in clause 9 (2).

‘**General Committee**’ means the committee referred to in clause 6.

‘**General Meeting**’ means the meetings referred to in clause 9.

‘**MPA**’ means the Maritime and Port Authority of Singapore.

‘**SMF**’ means the Singapore Maritime Foundation.

3. OBJECTIVE

The objective of the Chamber Bye-Laws is to provide a framework for the proper functioning and regulation of membership at the Chamber.

4. CATEGORIES OF MEMBERSHIP

The membership of the Chamber shall be in four (4) categories:

1. Founding Members;
2. Individual Members;
3. Corporate Members; and
4. Honorary Members.

4.1 FOUNDED MEMBERS

Founding Members of the Chamber shall be the SMF and the MPA.

4.2 INDIVIDUAL MEMBERS

Individual membership of the Chamber shall be offered to those individuals who the General Committee, through the Executive Director, subject to the approval of the Board with the concurrence of the Founding Members, considers shall have the appropriate professional qualifications and/or professional experience of arbitration procedures in cases relating to maritime disputes. Admission to membership of the Chamber may be offered on such terms or conditions as the General Committee shall consider appropriate.

4.3 CORPORATE MEMBERS

Corporate membership of the Chamber shall be offered to companies and businesses in Singapore which the General Committee, through the Executive Director, subject to the approval of the Board with the concurrence of the Founding Members, considers shall conduct business either solely or substantially in the maritime sector and which have experience of participating in arbitration procedures relating to maritime disputes either involving them directly, or representing, advising or assisting parties in relation to maritime arbitration procedures. Admission to membership of the Chamber may be offered on such terms or conditions as the General Committee shall consider appropriate.

Corporate Members shall, specify their status of membership in the Chamber as Corporate Member in any and all official correspondences which refers to their membership at the Chamber.

4.4 HONORARY MEMBERS

The Executive Committee has the authority to admit Honorary Members, through the Executive Director, subject to the approval of the Board with the concurrence of the Founding Members, such persons as it considers shall have the appropriate professional qualifications or experience suitable for membership of the Chamber. Honorary members shall be admitted on a permanent basis. They shall not be liable to pay subscription or membership fee and shall not have a right to vote at any

General Meeting of the Chamber. The Executive Committee shall have the authority to revoke the membership of any Honorary Member as it shall, in its absolute discretion, decide.

4.5 SUBSCRIPTION OR MEMBERSHIP FEE

The General Committee shall determine the annual Subscription or Membership fee in respect of each category of membership and propose these at the AGM of the members. The Subscription or Membership fee for each successive year shall be the fee which is approved by the members at the AGM.

Subscription or Membership fees shall be payable by members upon acceptance of admission to the Chamber.

Members who are admitted to the Chamber shall pay the full Subscription or Membership fee in advance for the year in which they are admitted as a member. If a member fails to pay the Subscription or Membership fee within three (3) months of it becoming due, the member shall be deemed to have resigned as a member.

4.6 VOTING RIGHTS

Every member other than Honorary Members and who are not in default of clause 4.5 requirement shall be eligible to vote at any General Meeting of the Chamber.

The Founding Members shall be represented by one (1) delegates at any General Meeting or meetings of the General Committee or the Executive Committee of the Chamber and shall have one (1) vote for each delegate present. The Founding Members shall, in addition, have the right to veto any resolutions passed or decisions made at any General Meeting of the Chamber or any resolutions passed or decisions made at the General Committee or Executive Committee meetings, if they deem fit.

The Individual Members shall have one (1) vote at any General Meeting or meetings of the General Committee or the Executive Committee.

The Corporate Members shall be represented by one delegate at any General Meeting or meetings of the General Committee or Executive Committee and shall have one (1) vote.

4.7 RESIGNATION OF MEMBERS

Any member may, at any time, give written notice to the Executive Director of their intention to resign as a member of the Chamber. However, there shall be no refund of any part of the Subscription or Membership fee paid for the year in which the resignation becomes effective.

5 CHAIRMAN

The Chairman of the Chamber shall be appointed by the Directors of the Chamber with the concurrence of the Founding Members. The Chairman shall be appointed for a fixed term of five (5) years, following which he may be re-appointed for a further period of five (5) years, up to a maximum of ten (10) consecutive years.

The Chairman may be requested to appoint or propose an arbitrator by parties to conduct, or to advise on matters relating to an arbitration hearing, pursuant to the Chamber rules in force at the

time of service of arbitration. In that event, the Chairman shall have the sole discretion to make such appointment as he considers fit. In the event that the Chairman is unable to appoint an arbitrator, he may nominate a committee comprising of the head of the procedure committee of the Chamber, the head of the promotion committee of the Chamber and the Executive Director of the SMF to appoint an arbitrator.

The Chairman shall chair any and all meetings at the Chamber. He shall, however, nominate a person to chair any General Meeting of the Chamber or meetings of the General Committee and Executive Committee in the event he is unable to attend such meetings.

6 GENERAL COMMITTEE

The General Committee shall provide policy directions for the management of the Chamber. The General Committee shall consist of up to a maximum of forty (40) members, who shall be appointed by the Chairman. Members of the General Committee shall be appointed for a fixed term of two (2) years, following which a member of the General Committee may be re-appointed for a further period of two (2) years, up to a maximum of six (6) consecutive years.

The General Committee may create sub-committees to consider particular matters, and the constitution and remit of such sub-committees shall be set by the General Committee on a case by case basis.

The General Committee shall meet at such times as it considers necessary, or as the Chairman may direct.

Ten (10) members of the General Committee shall constitute a quorum for General Committee meetings. In the event, the quorum is not present, the General Committee shall form a quorum with the number of delegates or members present, except that any resolution passed at such meetings with reduced quorum shall not be valid unless it is passed with a majority of two-thirds of the members or delegates present. The General Committee shall pass resolutions by a show of hands. The Chairman shall have a casting vote at the General Committee meetings.

7 EXECUTIVE COMMITTEE

The Executive Committee shall consist of up to a maximum of twelve (12) members, who shall be appointed by the Chairman. Members of the Executive Committee shall be appointed for a fixed term of two (2) years, following which a member of the Executive Committee may be re-appointed for a further period of two (2) years, up to a maximum of six (6) consecutive years.

The Executive Committee shall meet at least once in a year to review and oversee the functioning of the Chamber and provide necessary guidance to the General Committee when required.

Four (4) members of the Executive Committee shall constitute a quorum for Executive Committee meetings. In the event, the quorum is not present, the Executive Committee shall form a quorum with the number of delegates or members present, except that any resolution passed at such meetings with reduced quorum shall not be valid unless it is passed with a majority of two-thirds of the members or delegates present. The Executive Committee shall pass resolutions by a show of hands. The Chairman shall have a casting vote at the Executive Committee meetings.

8 EXECUTIVE DIRECTOR

The Executive Director shall be appointed by the Board of Directors of the SMF and shall carry out such functions as may be delegated to him by the Chairman or the Executive Committee or General Committee of the Chamber.

The Executive Director shall on behalf of the Chairman convene the General Committee and Executive Committee meetings and shall be present at all such meetings and record minutes of the proceedings at the meetings. The Executive Director shall also be present at all General Meeting of the Chamber and shall record minutes of the proceedings at the meetings.

The Executive Director shall manage the day-to-day functioning of the Chamber.

Further, the Executive Director shall appoint officers and staff on such terms and remuneration, and with such designations, powers and authorities to conduct the business of the Chamber as he deems fit. The Executive Director also retains the power to discipline, suspend and dismiss such officers and staff as he deems fit.

9 GENERAL MEETING

There shall be two kinds of General Meeting; AGM and EGM. At any General Meeting, a resolution put to vote shall be decided by a show of hands, unless a poll is demanded by:

- (a) chairman of the meeting, or
- (b) at least one member present in person or by proxy or by attorney or in the case of corporation by a representative who is entitled to vote.

9.1 ANNUAL GENERAL MEETING

The AGM shall take place by June each year and shall be convened in conformity with the Articles of Association of the Chamber. No matters shall be transacted at an AGM unless a quorum is present and is passed by a majority present at the AGM.

The AGM shall consider the following items of business:

- (a) to consider and if thought fit, approve the accounts of the Chamber for the previous financial year;
- (b) to consider and adopt the minutes of the previous AGM;
- (c) to approve and fix the Subscription or Membership fee for the following year;
- (d) removal of any member of the Chamber; and
- (e) any other competent business.

A notice of at least fourteen (14) days shall be given in respect of the AGM to the members. Members shall be entitled to nominate a proxy to attend and vote on their behalf at the AGM.

9.2 EXTRAORDINARY GENERAL MEETING

An EGM shall be convened in conformity with the Articles of Association of the Chamber. The Chairman shall call for an EGM:

- (a) on behalf of the Directors whenever it is considered necessary;

No matters may be transacted at an EGM unless a quorum is present and is passed by a majority present at the EGM.

A notice of at least fourteen (14) days shall be given in respect of the EGM to the members. Members shall be entitled to nominate a proxy to attend and vote on their behalf at the EGM.

10. AMENDMENT OF THE BYE-LAWS

These Bye-Laws shall only be amended by a special resolution of the Directors in concurrence with the Founding Members of the Chamber.