Singapore American School Limited

Amended and Restated 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; September 18, 2017, August 18, 2018; December 10, 2018; April 22, 2024; January 26, 2026)

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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 18, 2017; August 18, 2018; December 10, 2018; April 22, 2024; January 26, 2026)

100 DEFINITIONS

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 and is deemed to be a Governor as defined in the Articles.

101 Membership Qualifications *(Revised September 18, 2017)*

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 submitting a completed standard application form available from the Admissions Office and included in the standard package provided to new parents at the School. If the application is by letter pursuant to 101.3, 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 (if any), and the basis of eligibility of the applicant (see Section 101).

102.2 Membership will be considered only for the individual signing the application.

103 Approval *(Revised September 18, 2017)*

103.1 Each application for membership by parents of admitted students made pursuant to 102.1 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 (*Revised on January 26, 2026)*

201.1 The Annual General Meeting will be held not later than December 20.

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; April 22, 2024)*

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

202.2 In accordance with Section 176 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 where an election is to be held according to the Articles and these By-Laws, 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 in the same year.

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 Secretary of the Board 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. Each proxy holder 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 Secretary of the Board 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 Secretary of the Board 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 Secretary of the Board;

2. fax to the Secretary of the Board;

3. delivery to the Absentee Ballot Box during office hours set out in the official notice; or

4. post addressed to the Secretary of the Board.

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

204.4 Notwithstanding Articles 204.1 to 204.3, all voting in respect of Election Meetings (as defined in Article 302.1 below) shall be in accordance with the board election policy as stipulated and amended by the Board from time to time.

300 THE BOARD

301 Number (Revised on April 22, 2024)

301.1 In accordance with the Articles, the Board shall number not less than nine (9), nor more than twelve (12). Up to four (4) members of the Board may be appointed by the Board, and the remainder of the Board shall be elected at the General Meetings of the School.

301.2 Members of the Board shall serve a term of office specified in the provisions of the Articles. In any event members of the Board shall retire from office once at least in every four years.

301.3 Retiring members of the Board may be eligible for re-election or re-appointment upon the expiration of their terms of office.

302 Candidates *(Revised on December 7, 1999, April 11, 2000; November 16, 2010; March 11, 2013; May 27, 2013; September 18, 2017, August 18, 2018, December 10, 2018; April 22, 2024)*

302.1 Any qualified member of the School who is eligible under Article 35(a) of the Articles of Association may be approved as a candidate (“Qualified Candidate”) for election to the Board by a recommendation of the Nominations and 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 ("Election Meeting").

302.2 Any person who is eligible under Article 35(b) of the Articles may be approved as a Qualified Candidate for appointment to an appointed office on the Board by a recommendation of the Nomination and Governance Committee.

302.3 Current Board members seeking re-election or re-appointment shall qualify as Qualified Candidates by delivering to the Nominations and Governance Committee a written statement of interest in re-election or re-appointment to the Board not later than thirty (30) days prior to (i) in the case of re-election, the scheduled date of any Election Meeting, or (ii) in the case of re-appointment, the scheduled date of the Board meeting at which the Board will vote on such re-appointment.

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

302.5 Starting in the year 2030, the elected offices on the Board whose terms expire in a given year shall be filled by Qualified Candidates winning the election held in the same year; and the appointed offices on the Board whose terms expire in a given year shall be filled by Qualified Candidates appointed by the Board in the same year. The offices on the Board whose terms expire in each of the years 2024 through 2029 shall be filled as follows:

2024: four (4) Governors shall be elected to each serve a term of three (3) years;

2025: three (3) Governors shall be elected to each serve a term of four (4) years, and one (1) Governor shall be appointed to serve a term of three (3) years;

2026: three (3) Governors shall be elected to each serve a term of three (3) years, and one (1) Governor shall be appointed to serve a term of two (2) years;

2027: two (2) Governors shall be elected to each serve a term of four (4) years, and two (2) Governors shall be appointed to each serve a term of three (3) years;

2028: two (2) Governors shall be appointed to each serve a term of four (4) years;

2029: four (4) Governors shall be elected to each serve a term of (4) years and two (2) Governors shall be elected to each serve a term of two (2) years.

302.6 In any year where an election is held, if the number of Qualified Candidates for election does not exceed the number of contested vacancies of elected office, 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.

302.7 If the number of Qualified Candidates for election exceeds the number of contested vacancies of elected office, the Nominations and 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 Nominations and Governance Committee in its discretion deems appropriate.

302.8 At each Election Meeting of the School, the names of the 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 Secretary of the Board for thirty (30) days following the Election Meeting, at which time they will be destroyed.

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 or her period in office.

305 Meetings

305.1 The Board shall meet regularly at a time and place to be established for the term by the Superintendent and the Board Chair. *(Revised on September 18, 2017)*

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; September 18, 2017, August 18, 2018; January 26, 2026)*

306.1 The Board may form the following committees and sub-committees from time to time or any such other committees as the Board may deem necessary to accomplish the work of the Board, including, but not limited to, Finance Committee, Facilities Committee, Investments Committee, Nominations and Governance Committee, Process Review Committee, Executive Compensation Committee, Executive Committee, and special or advisory committees or task force. Except as otherwise provided in this Section 306.1, each standing committee shall be composed of members of the Board, and any other such persons (including non- Board members) appointed by the Chair of the Board in consultation with the Committee Chair and the Nominations and Governance Committee. The Chair of each standing committee must be a current member of the Board. A quorum for any Committee shall be a simple majority of members, whether attending the meeting in person or by electronic means. Except as otherwise specified in these By-Laws, decisions by Committees constitute recommendations to the Board, which shall have authority to take final action on all such matters. Committee members who are not Board members may vote on recommendations to the Board.

Recognizing the talent, training and special contributions available from the community-at-large, any committee of the Board may, upon consultation with the Board, invite individuals who are not Board members to serve as Committee members, 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.

Finance 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.

Facilities Committee: 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.

Investments Committee: The Committee shall invest and monitor the School's investments, reserves, and endowments and ensure that they are managed in accordance with relevant Board policies and the School's strategic objectives.

Nominations and 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 ensure that the governance system and processes align with the School's strategic objectives and direction. 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. The Governance Committee shall also oversee the Process Review Committee.

Process Review Committee: The Process Review Committee shall be responsible for identifying and recommending, upon consultation with the Superintendent, areas of the School's operations and finances appropriate for an internal audit during the course of each school year.

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 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 Committee. In such cases, a majority vote of the Board members on the Finance 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 or her 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 Committee or the full Board may assign.

306.2 The Board may from time to time appoint special committees and task forces 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 consultation with the Superintendent, 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 and Superintendent 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. The Board shall review any action taken by the Executive Committee 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 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; September 18, 2017)*

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, SAS Boosters, 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 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.

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; September 18, 2017; Revised August 18, 2018)*

The Chair shall be elected at a Board meeting not later than April of each year and take office July 1. 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.

A Board Chair may serve for consecutive terms with no limit to ensure continuity of leadership, which is recognized to be a critical component of the success of the School and a

strategic imperative.

400 AMENDMENTS OF THE BY-LAWS *(Revised December 12, 2011; May 21, 2012; September 18, 2017, August 18, 2018)*

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 SUPERSEDING 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.