

To: Oversea-Chinese Banking Corporation Limited

**CERTIFIED COPY OF RESOLUTION** passed at a Meeting of the [Board of Directors / Management Committee]\* of

..... (the "Association") , duly

convened (at which a quorum was acting throughout) on the ..... day of ..... 20.....

**Appointment of Oversea-Chinese Banking Corporation Limited as Banker**

- A. **RESOLVED** that Oversea-Chinese Banking Corporation Limited (the "Bank") be and it is hereby appointed banker of the Association.

**Appointment of Authorised Persons**

- B. **RESOLVED** that the authorised **persons specified in the Appendix** hereto and acting according to the signing mandate indicated therein be and are hereby authorised on behalf of the Association (**please refer to the Appendix hereto for the authorised persons and signing conditions**):

i **Open and Close Accounts**

To approve and open with the Bank any number of accounts (the "Accounts"), now or at any time hereafter, of the types and currency(ies) specified in the account opening form or letter of instruction (the "Account Applications") in the name and for and on behalf of the Association subject to and in accordance with the terms and conditions governing such accounts, as amended from time to time by the Bank, and to execute any and all documents in connection therewith or incidental thereto, including any amendment thereto and to give instructions to close any Accounts;

ii. **Apply for Account and Banking Services**

To apply for any service (the "Services") mentioned below and provide related instructions:

- custodial services
- electronic services
- cash management services
- remittance and payment services
- trade related services
- any other services or transactions

in respect of or in connection with any account opened by the Association with the Bank from time to time (whether opened before or after the date of this resolution) including, without limitation, the relevant Accounts and the Bank shall be authorised to act on and accept as duly signed for the Association any application ("Services Application") (subject to and in accordance with the Bank's terms and conditions set out in such application) and all other documents requested by the Bank in connection with or incidental to the transaction or provision of such services (including but not limited to the operation of accounts in any manner, other than by original written signature, by facsimile transmission, electronic means or otherwise and the use of Personal Identification Numbers (PINs), telephones, computer terminals or other means) and in this connection to deliver to the Bank, on behalf of the Association, guarantees or indemnities or any other security in form and substance acceptable to the Bank, if the same are signed by the authorised persons specified in **the Appendix** hereto and acting according to the signing mandate indicated therein provided always that, if the Bank receives any instructions which appear to the Bank to be ambiguous or conflicting, the Bank may choose not to act upon them (even if it would result in any loss, without the Bank being liable in any way) until the Bank receives clear and definitive instructions from the Association.

iii. **Appointment of Authorised Users of the respective Services**

To **appoint, certify and confirm** to the Bank in the respective Services Applications or any letter of instruction the names of the person(s) (whether from the Association or otherwise), their particulars and the offices respectively held by them, together with specimens of their signatures who are appointed as the **Authorised Users** of the respective Services subject to the terms and conditions governing such Services and the Bank shall be authorised to act on and accept any instructions given, and transactions entered into by any of the Authorised Users for and in connection with such Service(s), subject to and in accordance with the Bank's terms and conditions governing such Services, by original written signature, by facsimile transmission, electronic means or otherwise and the use of Personal Identification Numbers (PINs), telephones, computer terminals or other means which the Bank may permit for such Service(s) and all such instructions and transactions shall be deemed to be binding and conclusive on the Association.

iv. **Appointment of Authorised Signatories**

To **appoint, certify and confirm** to the Bank the names of the person(s) of the Association who are appointed as the **Authorised Signatories** of any account opened by the Association with the Bank from time to time (whether opened before or after the date of this resolution) including, without limitation, the relevant Accounts and/or Services in the respective Account Applications and/or Services Applications subject to the terms and conditions governing such Accounts or Services and the offices respectively held by the Authorised Signatories, together with specimens of their signatures and signing limits and conditions.

v. **Verification of specimen signatures, notification of change in authorised persons**

To **appoint, certify and confirm** to the Bank the names of the **authorised persons specified in the Appendix hereto, the Authorised Users referred to in Clause B(iii) and the Authorised Signatories referred to in Clauses B(iv) and (C)** (collectively, the "**Authorised Persons**") and the offices respectively held by them, together with specimens of their signatures, and in case of any future change of any of the Authorised Persons or their respective signing conditions and/or limits, the fact of such change and the names of any new or replacement Authorised Person(s) (the "**New Authorised Person(s)**") and the offices respectively held by them, together with specimens of their signatures; and the Bank be, and hereby is, authorised to honour any instrument signed by any New Authorised Persons in respect of whom it has received any such certificate or certificates with the same force and effect as if said person or persons were named in the foregoing resolution in addition to or in the place of any person or persons who is/are deleted from the list of the Authorised Persons certified in the **Appendix** hereto or any of the Account or Service Applications.

**Appointment of Authorised Signatories**

- C. **RESOLVED** that the person(s) who is/are appointed as the **Authorised Signatories in accordance with and pursuant to Clause B(iv)** above and acting according to the signing mandate indicated in the respective Account Applications and/or Services Applications be and are hereby authorised to draw, sign, endorse, accept or make for or on behalf of the Association all cheques, bills of exchange, orders to pay and any other instruments (even if, where permitted by the Bank the relevant account is or will become overdrawn) in respect of or in connection with the relevant account opened by the Association with the Bank from time to time (whether opened before or after the date of this resolution) including, without limitation, the relevant Account and/or the Services even though the payment is for the benefit of any **[committee member]\***, employee, authorised signatory or individual order of any signing person without the Bank having to enquire into the circumstances or being liable in any way in respect of such payment and the Bank be and is authorised to honour any such cheques, bills of exchange, orders to pay and any other instruments, accept and credit to the account of the Association all monies deposited with or owing by the Bank on any account or accounts at any time or times kept or to be kept in the name of the Association and the amount of all cheques, notes, bills, other negotiable instruments, orders or receipts.

## Use of the Association's Seal

- D. **RESOLVED**, that if any agreement, instrument or other document is required to be executed under the [Common Seal]\*\* of the Association, authority be and is hereby given for the affixing of the [Common Seal]\*\* thereto, in accordance with the [Articles of Association]\*\* of the Association.

## Certification and Communication of Resolutions

### E. **RESOLVED**

- i. That a copy of any resolution of the Association if purporting to be certified as correct by any two members of the Management Committee of the Association be, as between the Association and the Bank, conclusive evidence of the passing of the resolution so certified; and
- ii. That this resolution be communicated to the Bank and remain in force until notice in writing be given to the Bank by any two members of the Management Committee of the Association and that until such notice in writing is actually received, the Bank shall be indemnified and kept harmless from any loss suffered or liability incurred by it in continuing to act in pursuance of this resolution.

We, ..... and ....., as the ..... and ..... respectively\*\*\* of the Association hereby certify that the foregoing resolutions (a) have been duly entered in the minute book and signed by the Chairman,, (b) are still in force, (c) do not exceed the objects or powers of the Association or the powers of the [Board of Directors / Management Committee]\* to enter into them.

We further certify that the present officers of the Association and persons authorised as aforesaid and the job titles respectively held by them (if applicable) and their respective signatures are as shown in the **Appendix**.

Dated this .....day of ..... 20.....

.....  
Name:  
Designation:

.....  
Name:  
Designation:

*\*Delete as appropriate or insert any other appropriate name.*

*\*\*If required, please use any other name as appropriate.*

*\*\*\*Insert the designation and names of the relevant Management Committee members as appropriate.*

Association: \_\_\_\_\_

Resolutions passed at meeting of the [Board of Directors / Management Committee]\* on : \_\_\_\_\_

Any \_\_\_\_\* of the following person(s) are authorised to open and close Accounts, apply for account and banking services, [borrow and create security] and appoint and certify authorised users and persons for or on behalf of the Association subject to and in accordance with the resolutions to which this list is attached. \*Please fill in the numbers accordingly.

Personal Particulars		Signature
1	<b>Name:</b> <b>NRIC/ Passport No.:</b> <b>Designation/ Title:</b>	
2	<b>Name:</b> <b>NRIC/ Passport No.:</b> <b>Designation/ Title:</b>	
3	<b>Name:</b> <b>NRIC/ Passport No.:</b> <b>Designation/ Title:</b>	
4	<b>Name:</b> <b>NRIC/ Passport No.:</b> <b>Designation/ Title:</b>	
5	<b>Name:</b> <b>NRIC/ Passport No.:</b> <b>Designation/ Title:</b>	

.....  
 Name:  
 Designation:

.....  
 Name:  
 Designation:

*\*Delete as appropriate or insert any other appropriate name.*