



Constitution of

The Singapore Badminton Association

(Approved by the Registrar of Societies on 01 December 2016)

1 **NAME**

The name of the Association shall be SINGAPORE BADMINTON ASSOCIATION, herein referred to as "The Association". The Association shall be the national body for badminton in Singapore and shall be affiliated to the Singapore National Olympic Council and such other bodies as the Management Committee may deem necessary in the interest of badminton.

2 **PLACE OF BUSINESS**

The Association shall be based at the Singapore Badminton Association, Guillemard Road, or at such other place as the Management Committee may decide.

3 **OBJECTS**

The objects of the Association shall be:-

- (a) To promote the game of badminton in the Republic of Singapore so as to enhance the health of all who play the game; and
- (b) To do all things complementary or incidental to attain the above.

4 **PROPERTY**

The Association shall have power to own property of all kinds.

In the case of real or immovable property such property shall be vested in a Trust Corporation incorporated in the Republic of Singapore or in the Singapore Sports Council as trustee for the Association.

The address of each immovable property, name of each trustee and any subsequent change must be notified to the Registrar of Societies and the Commissioner of Charities within two (2) weeks of the change.

5 **PATRONS**

Prominent persons who have made a contribution to Badminton may be invited by the Management Committee to become Patrons of the Association and it may designate one such person to be a Patron-in-Chief.

6 **HONORARY MEMBERS**

Any person who has served continuously for a period of not less than five years on the Management Committee and who has rendered outstanding service to the Association, or has excelled in badminton, may, on the recommendation of the Management Committee, be appointed an Honorary Member of the Association.

7 **MEMBERSHIP**

Membership of the Association shall consist of Ordinary Members, associate members and honorary members.

7.1 Ordinary Members shall include entities which are registered with the Singapore

Registry of Societies, or which are entities within the Singapore government or statutory boards.

- 7.2 Ordinary Members must have a minimum of 30 valid paying members and be directly related to promoting badminton through youth development programmes and participation in competitions and/or other related programmes.
- 7.3 Associate members shall include persons who are supporters and well wishers of the Association.
- 7.4 Membership shall be by application and the applicant may be required to give such details in writing as the Association shall stipulate.
- 7.5 The Management Committee shall have power to accept or reject any application for membership of the Association without assigning any reason therefor. Any rejected applicant shall have the rights to appeal in accordance with the process and procedure of appeal as may be set out in the standard operating procedures ("SOP") of the Association or determined by the Management Committee from time to time.

8 MEMBERSHIP FEES

Upon acceptance as a member, he shall pay a fee as determined by the Management Committee from time to time. Membership fees shall be payable in April in respect of each financial year. Any member who fails to pay the membership fee within one month from the due date may be deprived of his membership by the Management Committee.

9 ACTIVITIES OF MEMBERS

Any member shall not take part or compete in any competition, tournament or game (other than friendly games) not organized or sanctioned by the Association without the approval of the Association.

10 PLAYERS

- 10.1 Players of Ordinary Members shall be bound at all times to represent the Association in any tournament, match or competition when called upon to do so.
- 10.2 Any player selected to play for the Association shall not play for any club or organization on the date of the event for which he has been selected or a period prior to such event as the Association or its duly appointed Committee dealing with such matters may decide.
- 10.3 The Association may take disciplinary actions including suspension of any player for misconduct, for any breach of the constitution or any rules made thereunder and such suspended player shall not play any match with or against a player representing an Ordinary Member.

11 TOURS

- 11.1 No Ordinary Member shall take part in badminton matches outside Singapore without the prior sanction of the Association.
- 11.2 An Ordinary Member wishing to play badminton in Singapore against a foreign team shall obtain prior approval of the Association

12 BREACH

Any member or a member of an Ordinary Member who commits a breach of these rules, or who encourages or instigates any player to commit a breach of these rules, may be subject to disciplinary proceedings.

MANAGEMENT COMMITTEE

13 COMPOSITION

- 13.1** The Association shall be governed by a Management Committee whose members (except as co-opted under Rule 13.2) shall be elected at the Annual General Meeting.

The Management Committee will consist of a President, at least one (1) but not more than two (2) Deputy Presidents, (if appointed by the President at his/her discretion under Rule 14.3), a Vice-President, a Secretary General, (if appointed by the President at his/her discretion under Rule 14.3), an Honorary Treasurer and (subject to the President exercising his/her discretion under Rule 14.3 and any co-opt under Rule 13.2) up to eight (8) other Committee members who are not office bearers.

The President, Deputy President(s), Vice President, the Secretary General and the Honorary Treasurer must be Singapore citizens. Committee members, who are not office bearers must be permanent residents of Singapore or Singapore citizens.

- 13.2** The Management Committee may co-opt not more than 5 persons to be members of the Management Committee. Such persons shall be permanent residents of Singapore or Singapore Citizens.
- 13.3** The Executive Member may co-opt members of the outgoing Management Committee who have reached the maximum accumulative tenure for the purpose of representing the Association in any regional or international federation or equivalent entities.
- 13.4** Members of the Management Committee shall not hold any salaried position within the Association and receive no compensation for his/her services rendered as a member of the Management Committee.

14 APPOINTMENT/ELECTION OF MEMBERS OF THE MANAGEMENT COMMITTEE

- 14.1** All elected members of the Management Committee shall serve a term of office which is two (2) years.

Subject to this Constitution, a retiring member of the Management Committee shall be eligible for re-election at the meeting at which his/her term of office expires.

An individual may be elected to serve in the Management Committee (whether as an office bearer or otherwise) for a maximum of four (4) consecutive terms only, but shall be eligible for re-election to the Management Committee after at least one (1) term out of office. For the avoidance of doubt, an individual may be elected to serve as the President for a maximum of four (4) consecutive terms only, but shall be eligible for re-election as the President after at least one (1) term out of office.

14.2 No individual may be elected to serve as the Honorary Treasurer for a consecutive term.

14.3 The President may, at his/her discretion, appoint any one or two or three elected Committee members who are not office bearers to be the Deputy President(s) and/or Secretary General. For the avoidance of doubt, in the event that the President exercises his/her discretion as aforementioned, the total number of elected Management Committee members who are not office bearers shall be reduced accordingly.

15 **POWER OF THE MANAGEMENT COMMITTEE**

15.1 The Management Committee shall have the power to act in all respects for and in the name of the Association including the following powers:-

- (a) to carry out the objects of the Association;
- (b) to appoint an Executive Committee and sub-committees to assist the Management Committee in carrying out the objects of the Association;
- (c) to receive and approve reports from sub-committees;
- (d) to consider applications for membership;
- (e) to approve expenditure;
- (f) to decide on appeals against any decisions of any Sub-Committee set up to deal with disciplinary matters;
- (g) to do all other acts as are consistent with the objects and interests of the Association.

15.2 **Conflict of Interest:-**

- (a) The Management Committee shall formulate a "Conflict of Interest" policy specifying the types of business conduct or transactions that may raise concerns of partiality, and provide clear procedures for disclosure of actual or potential conflict/s, including the review of such business conduct or transactions by the Dispute and Disciplinary Committee in accordance with the provisions of Rule 24.1 (e) if necessary.
- (b) All Management Committee members must declare all business commercial and/or personal interests that may directly relate to the sport of badminton or the management of the Association. This will be recorded by the Secretary-General at the first Management Committee meeting, and subsequent meetings as and when such situations arise. A Management Committee member shall abstain from any evaluation or decision-making if the issues are directly related to his/her declared interests. In such matters, the discussion and evaluation of the Management Committee leading to the final decision shall be documented by the Secretary-General.
- (c) If a Management Committee member is found to have not expressly declared an instance of conflict, those decisions where he/she had actively participated in may be voided by the Management Committee, and he/she may face disciplinary action in accordance with the provisions of Rule 24.1 (e).

16 **MEETINGS**

The Management Committee shall meet as often as it may decide but not less than once in 3 months.

17 **ABSENCE FROM MEETINGS**

Any member of the Management Committee absenting himself from three consecutive Committee meetings, without giving good and sufficient reason in writing shall cease to be a member unless the Management Committee decides otherwise.

Any changes in the Management Committee shall be notified to the Registrar of Societies and Commissioner of Charities with two weeks of change.

Absent members of the Management Committee may write or call in to vote on any voting matters or proposed resolutions in the meetings of the Management Committee.

18 **REPLACEMENT**

In the event of any person (other than the President) ceasing to be a member of the Management Committee for whatever reason during his term of office, the Management Committee may appoint any other person to fill the vacancy and that person shall hold office for the remainder of the term of the person who had ceased to be a member of the Management Committee. In the event the post of the President is vacant, a Deputy President already duly appointed or in the event that the post of the Deputy President(s) is/are also vacant, the Vice President shall act as the President until the Management Committee appoints a President.

19 **QUORUM**

At least 50% of members of the Management Committee with voting rights shall be present to form a quorum. Provided always that two of those present are amongst these office bearers:

- The President
- The Deputy President
- The Vice President;
- The Secretary-General; and
- The Honorary Treasurer

Proxy voting may be allowed if formal authorization for a particular meeting of the Management Committee is given in advance.

20 **VOTING**

Voting at Management Committee meetings shall be by a show of hands. Each member of the Management Committee shall have one vote except that the President shall have a casting vote where there is an equal division of votes cast.

All non-elected members shall have no voting rights at the Management Committee meetings.

21 **CHAIRMAN**

The President shall chair all Management Committee meetings. In his absence, a Deputy President authorized by the President shall chair the meeting and if the President and Deputy President(s) are absent, the Vice-President shall chair the meeting.

22 **DUTIES OF OFFICE-BEARERS**

The duties of office-bearers shall be as follows:-

22.1 The President shall be the Executive Head of the Association and shall preside at all General and Management Committee meetings and shall represent the Association in all matters.

22.2 A Deputy President authorized by the President shall deputise for the President when the President is absent and shall take on such responsibilities as directed by the President from time to time.

22.3 The Vice-President shall take on such responsibilities as may be designated by the President from time to time.

22.4 The Secretary General shall:-

- (a) Arrange all meetings of the Management Committee;
- (b) Record the minutes of such meetings;
- (c) Maintain and keep up to date all records and registers of the Association;
- (d) Keep in proper custody all papers and documents pertaining to the Association;
- (e) Carry out the business of the Association;
- (f) Attend to or deputise an executive staff of the Association to attend to all correspondence on behalf of the Association; and
- (g) Prepare the Annual Report for submission to the Annual General Meeting.

22.5 The Honorary Treasurer shall:-

- (a) Be responsible for all funds of the Association;
- (b) Keep an account of all monetary transactions and shall be responsible for their correctness;
- (c) Report on the financial position of the Association at every Committee Meeting and render a Statement of Account and Balance Sheet at the Annual General Meeting;

- (d) Maintain an Imprest Account of an amount as the Management Committee may determine; and
- (e) Apart from the Imprest Account, he shall not keep more than \$500.00 in the form of cash, and money in excess of this amount shall be deposited with the Association's bankers.

22.6 The President, the Deputy President and the Secretary General may act in the name of the Association and, except as provided in Rule 22.7 below, any two of them may sign documents on behalf of the Association.

22.7 All accounts and all financial documents shall be signed by the Treasurer and any one signatory below:

- 1. President
- 2. Deputy President
- 3. Vice President
- 4. Secretary General

23 **EXECUTIVE COMMITTEE AND SUB-COMMITTEE**

23.1 The Management Committee shall at its first Management Committee meeting, or at the earliest opportunity thereafter, appoint the following Sub-Committees and an Executive Committee to assist it in its work:-

- (a) Finance and Corporate Services Sub-Committee**
- (b) Audit Sub-Committee**
- (c) Tournament Sub-Committee**
- (d) Development and Selection Sub-Committee**
- (e) Executive Committee** which shall consist of the following members:
 - I. President;
 - II. One or both Deputy Presidents;
 - III. Vice President;
 - IV. Secretary General; and
 - V. Honorary Treasurer

Only members of the Management Committee shall be appointed to be the chairman of each of the abovenamed Sub-Committees. The secretary of each Sub-Committee shall be appointed by that Sub-Committee. In addition, each chairman may co-opt members to their respective Sub-Committee

23.2 Membership of Sub-Committees and all such Committees as the Management Committee may sanction need not be confined to members of the Management Committee.

23.3 The Management Committee shall have power to remove a member, including a co-opted member from a Committee or Sub-Committee without giving reasons therefor.

23.4 Three members, one of whom must be a member of the Management Committee, shall constitute a quorum at all Sub-Committee Meetings.

In the case of the Standing Sub-Committee two members shall constitute a quorum.

- 23.5** The Audit Sub - Committee shall comprise at least 3 members:
- i) The Chairman must be an elected member of the Management Committee.
 - ii) The Chairman must not concurrently be a member of the Executive Committee or the chairman or member of any other sub-committees formed under paragraphs 15.1 above.
 - iii) Except for the Chairman, the other committee members need not be serving on the Management Committee.

23A **SCOPE OF POWERS OF EXECUTIVE COMMITTEE**

- 23A.1** To make timely decisions for and on behalf of the Management Committee consistent with the objects and interests of the Association.

24 **SCOPE OF DUTIES OF SUB-COMMITTEES**

- 24.1** The duties of Sub-Committees shall be as follows:-

(a) Finance and Corporate Services Sub-Committee:

The Sub-Committee shall be responsible for all financial matters, all matters relating to the use, upkeep and maintenance of all the Association premises and such other matters as may be directed by the Management Committee.

(b) Audit Sub-Committee:

The Sub – Committee shall report to the Management Committee and be responsible for :

- i) Assisting the Management Committee in its oversight of the reliability and integrity of accounting policies and financial reporting and disclosure practices.
- ii) Assisting the Management Committee in establishing and maintaining processes to ensure that there is :
 - (a) compliance with all applicable laws, regulations and policies.
 - (b) an adequate system of internal control, management of risks and safeguard of assets.
- iii) Conducting periodic review of the finances, including but not limited to changing and enforcing internal controls.
- iv) Interviewing external auditors and recommend selection to the Management Committee.
- v) Reviewing all audit engagement fees and terms, as well as all non – audit engagements by the external auditor.
- vi) Generally, to do all acts as is necessary to maintain proper financial governance.

(c) Tournament Sub-Committee:

This Sub-Committee shall be responsible for:-

Organising and managing all competitions and tournaments including the appointment, of court officials – umpires, line judges and referees.

(d) Development & Selection Sub-Committee:

The Sub-Committee shall be responsible for:-

- i) the coaching, training and selection of players to represent the Association in competitions and tournaments in Singapore and abroad;
- ii) the development of all programmes and activities which promote badminton and improve the quality and standards of badminton in Singapore and
- iii) all matters relating to badminton coaches and training and development of court officials.

(e) Disciplinary Committee:

A Disciplinary Committee shall be constituted as and when necessary by the Management Committee and its composition and terms of reference shall be decided by the Management Committee.

(f) Independent Appeals Committee (“IAC”)

The Management Committee shall form an independent appeals committee to deliberate queries and appeals lodged by athletes. The IAC shall comprise individuals not involved in the original athletes selection committee.

24.2 The President, the Deputy President(s) and the Secretary General shall have the right to attend all Sub-Committee meetings. Notice of all meetings together with all supporting papers shall be sent to the Association at least 3 days before any meeting of the sub-Committee.

25 AUDITOR

An Auditor who shall not be a member of the Management Committee (hereinafter termed as the “Auditor”), shall be appointed at each Annual General Meeting. He will be required to audit the annual accounts and present his report to the Annual General Meeting. The President may ask the Auditor to audit the Association's accounts for any other period and make a report to the Management Committee.

26 ANNUAL GENERAL MEETING

The Annual General Meeting of the Association shall be held not later than June in each year.

27 NOTICE OF MEETINGS

- 27.1** At least 21 days' notice in writing specifying the place, date and time of an Annual General Meeting shall be sent to members and such notice shall include the agenda for the meeting, the Annual report, the duly Audited Accounts for the preceding year and all resolutions proposed to be adopted at the General Meeting.
- 27.2** Any Ordinary Member wishing to propose any resolution or resolutions must forward such resolution or resolutions to the Secretary General at least 14 days before the date fixed for the General Meeting.
- 27.3** The business to be transacted at the Annual General Meeting shall be:-
- (a) to receive and approve the Annual Report and Accounts of the Association for the preceding year;
 - (b) to elect members of the Management Committee whenever due;
 - (c) to appoint an auditor;
 - (d) to transact any other business of which at least 14 days' notice in writing shall have been given to the Secretary General by any member.
- 27.4** Persons entitled to vote at General Meetings shall be:-
- (a) Two delegates from each Ordinary Member.
 - (b) Each person entitled to be present at a general meeting shall have one vote only irrespective of the fact that he is present at the meeting in more than one capacity.
 - (c) The names of delegates of Ordinary Members shall be notified to the Secretary General at least one week before the date of the general meeting.
- 27.5** The outgoing President will chair the election process unless he/she is seeking re-election, in which case the next most senior outgoing key appointment holder will take the chair.
- 27.6** In the event that the President and the next most senior outgoing key appointment holder or holders are seeking re-election, a Chairman shall be elected from those delegates present. However, he/she shall not be a person who is seeking election to the Management Committee.
- 27.7** Once elected under Rule 27.5 or Rule 27.6, the newly elected Chairman will then oversee the election process.
- 27.8** The Chairman chairing the election process under paragraph 27.5 or 27.6 above shall have no casting vote in relation to the election.
- 27.9** All candidates for the posts of the President, Vice President, Honorary Treasurer and Committee member shall be members of the Ordinary Members. Candidate nominations are to reach the Secretary General not later than fourteen (14) days before the date of the Annual General Meeting where the election for all such posts will take place. Each candidate shall be proposed and seconded on forms prescribed by the Management Committee and such forms must be signed by the candidate as signifying that candidate's consent to accept office.

- 27.10** After the closing date and for the purpose of paragraph 27.9, in the event that there is only 1 nomination for each of the respective positions of the President, Vice President, the Honorary Treasurer and not more than 8 nominations for the positions of the Committee members, such nominees will be declared and deemed to be elected at the Annual General Meeting.
- 27.11** In the event that there are more than 1 nomination for each of the respective positions of the President, Vice President and the Honorary Treasurer, there shall be election for the respective positions. For the Committee members, there shall be elections if there are more than 8 nominations. However in the event that the nominations for the Committee members are less than 8, then the remaining number of Committee members shall be nominated and elected by the Ordinary Members present. If there is no such nomination for the remaining number of Committee members by the Ordinary Members present, the number of the Committee member shall be that deemed elected under paragraph 27.10 above and no further nomination and election of Committee member will be required.
- 27.12** In the event that there is no nomination for a position, nominations for such position shall be made and election shall be held by Ordinary Members present.
- 27.13** If there is no nomination for all the positions, the Annual General Meeting shall be postponed for another 14 working days. The date of this deferred Annual General Meeting shall be communicated to all Ordinary Members by the next working day. This notice shall also inform the Ordinary Members that new nominations can be accepted, but such nominations shall reach the Secretary General not later than 3 working days prior to the rescheduled Annual General Meeting.

28 **GENERAL MEETINGS**

- 28.1** The quorum for any general meeting shall not be less than one third of persons entitled to vote.
- 28.2** In the event there being no quorum at a general meeting, the meeting shall stand adjourned for half an hour, members present at the adjourned meeting shall be deemed to constitute a quorum.

Provided that such adjourned meeting shall have no power to alter, amend or make additions to any of the existing rules.

29 **EXTRAORDINARY GENERAL MEETING**

- 29.1** An Extraordinary General Meeting may be convened by the Management Committee or on receipt of a written requisition by at least one third of the total number of Ordinary Members of the Association. The requisition shall be signed by the President or the Secretary of the Ordinary Members and shall state the reasons for requesting such a meeting.
- 29.2** Upon receipt of a requisition the Management Committee shall call for an Extraordinary General Meeting to be held within 21 days from the date of receipt of such requisition.

30 **VOTING**

- 30.1** Voting at any general meeting shall be by a show of hands unless the meeting by a majority vote decides otherwise.

Subject to paragraph 27.8 above, the chairman shall have a casting vote.

- 30.2** Notwithstanding paragraph 30.1 above, voting for the election of the Management Committee as mentioned in paragraph 14 above shall be through secret ballot.

31 **CHAIRMAN**

Subject to paragraph 27.5 and 27.6 above, the Chairman at all general meetings shall be the President, or if he is not present ten minutes after the time specified for the meeting, a Deputy President authorized by the President or if both are also not present then the Vice-President shall chair the meeting.

32 **FINANCIAL YEAR**

The financial year of the Association shall end on the 31st March in each year.

33 **PRESS RELEASES**

Only the President or the Deputy President(s) or the Secretary General or other person authorized by the President or Deputy President(s), shall be entitled to make press releases.

34 **PROHIBITIONS**

- 34.1** The funds of the Association shall not be used to pay the fines of any member who has been convicted in court.

- 34.2** The Association shall not indulge in any political or trade union activity or allow its funds to be used for such purposes.

- 34.3** The Association shall not operate as a sports club affiliated to the Association.

35 **ALTERATIONS TO RULES**

The Association shall not amend its Constitution without the prior approval in writing of the Registrar of Societies and the Commissioner of Charities. No alteration or addition/deletion to this Constitution shall be passed except at a general meeting and with the consent of two-thirds (2/3) of the voting members present at the General Meeting.

36 **FINAL DECISION**

In all matters not provided for in this Constitution the decision of the Management Committee shall be final.

37 **DISSOLUTION**

- 37.1** The Association shall not be dissolved except with the consent of not less than three-fifths of those entitled for the time being to vote at general meetings.

- 37.2** In the event of the Association being dissolved the funds of the Association shall be used for the settlement of all its debts and liabilities and any surplus shall be transferred to any institution of a public character approved under the Charities Act.
- 37.3** Notice of dissolution shall be given to the Registrar of Societies and the Commissioner of Charities within seven days of the dissolution.
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