

# CONSTITUTION OF SINGAPORE SAILING FEDERATION

Approved by the Registrar of Societies on 14 September 2009

## 1. NAME

The Federation shall be known as the "Singapore Sailing Federation", here referred to as the "Federation".

## 2. AFFILIATION

The Federation shall be the National Sports Authority for the sport of Sailing in Singapore. It shall be affiliated to the Singapore National Olympic Council, International Sailing Federation and such other bodies as the Executive Committee may deem necessary in the interest of the sport.

## 3. PLACE OF BUSINESS

Its place of business shall be at "1500 East Coast Parkway, National Sailing Centre, Singapore 468963" or such other address as may subsequently be decided upon by the Executive Committee and approved by the Registrar of Societies. The Federation shall carry out its activities only in places and premises which have the prior written approval from the relevant authorities, where necessary.

## 4. OBJECTS

### 1. Its objects are:

- a. To promote the sport of sailing in the Republic of Singapore so as to advance the health of all who participate in the sport.
- b. To do all things complementary or incidental to attain the object in rule 4.1a.

## 5. MEMBERSHIP QUALIFICATION AND RIGHTS

### 1. Ordinary Membership

- a. Ordinary Membership of the Federation is open to any club registered with the Singapore Registry of Societies having as its primary objective the promotion of any category of sailing.
- b. Each Ordinary Member must have a minimum of thirty valid paying individual members. However, the Executive Committee may admit any entities within the Singapore government or statutory boards who meet the requirement of thirty valid paying individual members, if they have similar objectives and purpose of promoting the sport as the Federation.
- c. Each Ordinary Member may appoint up to five representatives with one vote each, to attend and vote at General Meetings on its behalf.

### 2. Associate Membership

- a. Associate Membership of the Federation is open to:
  1. Any individual who is interested in sailing.
  2. Any registered business entity which is primarily associated with or having an interest in any category of sailing as a sport.
- b. An Associate Member shall have no voting rights at General Meetings.

## 6. APPLICATION FOR MEMBERSHIP

1. Application for membership shall be made in writing to the Secretary General on a prescribed form.
2. The Executive Committee shall process membership application within three months of receipt of such application.
3. Rejected applicant may appeal by writing to the Federation's Board of Appeals. The Board of Appeals comprising of three commodores / Presidents of the

Ordinary Members shall convene within three months to hear such appeal.

#### **7. ENTRANCE FEES, SUBSCRIPTIONS AND OTHER DUES**

1. A new member shall pay an Entrance Fee within two weeks of election to membership, in default of which membership may be cancelled by order of the Executive Committee.
2. Thereafter, an Annual Fee is payable on January of each year and any member whose fee is more than three months in arrears may have its membership suspended or terminated by the Executive Committee.
3. The rates for Entrance and Annual Fee for Ordinary and Associate Members shall be determined by a General Meeting. The rates for any category of members enjoying any Federation administered facilities shall be determined from time to time by the Executive Committee.
4. Special Levies may be raised from members of the Federation for specific purposes. The amount of such levies and the allocation among participating members shall be assessed at an Executive Committee meeting and shall become operative only if endorsed by a two-thirds majority at a subsequent General Meeting held within thirty days of the assessment.

#### **8. RESIGNATION, SUSPENSION AND EXPULSION**

1. Any member may resign from the Federation by giving one month written notice to the Secretary General and settling all outstanding payments due to the Federation. Failure to settle outstanding payments shall be subject to recovery by legal process.
2. The Executive Committee shall recommend suspension or expulsion of any member whose conduct or action is prejudicial to the well-being, reputation and interests of the Federation.
3. The suspension or expulsion of a member shall be by approval of a two-third majority at a General Meeting.
4. In the case of suspension the period shall not exceed one year.
5. Any suspended or expelled member may appeal by writing to the Federation's Board of Appeals.

#### **9. VOTING**

1. All members of the Executive Committee do not have any voting rights at General Meeting, although they may vote as an authorised representative of the Ordinary Member.
2. Subject to Rule 12.5, election of Office Bearers of the Executive Committee shall be through secret ballot.
3. Other than election of Office Bearers, the Chairman of the meeting shall decide on the method of voting for all other issues.
4. A simple majority shall carry a vote. In the event of a tie in voting, the Chairman of the meeting shall have a casting vote.
5. Proxy voting may be allowed only at the Executive Committee Meeting if formal authorisation for a particular meeting is given in advance.

#### **10. ANNUAL GENERAL MEETING**

1. The supreme authority of the Federation is vested in a General Meeting of the members presided over by the President.
2. An Annual General Meeting shall be held before 30 June each year.
3. The business to be transacted at the Annual General meeting shall be:
  - a. To receive and approve the Minutes, Annual Reports and Accounts of the Federation for the preceding year.
  - b. To elect members of the Executive Committee whenever due.
  - c. To elect an Auditor.
  - d. To transact any business of which at least seven days' notice in writing has been given to the Secretary General.

4. Twenty one days' notice shall be given in writing for an Annual General Meeting. Notice of meeting stating the date, time, place and agenda of meeting shall be sent by the Secretary General to all members.
5. Appointment of representatives in prescribed form shall be delivered to the Secretary General not less than seven days before the date of the Annual General Meeting.
6. The quorum for the Annual General Meeting shall be one-third of the total number of voting representatives.
7. In the event of there being no quorum at the commencement of an Annual General Meeting, the meeting shall be adjourned for half an hour and should the number then present be insufficient to form a quorum, those present shall be considered a quorum, but they shall have no power to amend or add/delete any of the existing rules of the Constitution.
8. At the Annual General Meeting, in the absence of the President and Deputy President, one of the Vice-Presidents shall take the chair.

#### **11. EXTRAORDINARY GENERAL MEETING**

1. At other times, an Extraordinary General Meeting shall be convened:
  - a. Whenever the Executive Committee shall deem it desirable.
  - b. On receipt of a written request from an Ordinary Member to the Secretary General, stating the business that is to be transacted, the Extraordinary General Meeting shall be convened within twenty one days from receiving this request to convene the Extraordinary General Meeting.
2. Fourteen days' notice shall be given in writing for an Extraordinary General Meeting. Notice of meeting stating the date, time, place and agenda of meeting shall be sent by the Secretary General to all members.
3. If the Executive Committee does not within twenty one days after the date of the receipt of the written request proceed to convene an Extraordinary General Meeting, the Ordinary Member who requested for the Extraordinary General Meeting shall convene the Extraordinary General Meeting by giving fourteen days' notice to Ordinary Members setting forth the business to be transacted and simultaneously posting the agenda on the Federation's notice board.
4. Appointment of representatives in prescribed form shall be delivered to the Secretary General not less than seven days before the date of the Extraordinary General Meeting.
5. The quorum for the Extraordinary General Meeting shall be one-third of the total number of voting representatives.
6. In the event of there being no quorum at the commencement of an Extraordinary General Meeting, the meeting shall be adjourned for half an hour and should the number then present be insufficient to form a quorum, those present shall be considered a quorum, but they shall have no power to amend or add/delete any of the existing rules of the Constitution.
7. At the Extraordinary General Meeting, in the absence of the President and Deputy President, one of the Vice-Presidents shall take the chair.

#### **12. EXECUTIVE COMMITTEE**

1. The administration of the Federation shall be entrusted to an Executive Committee of the following Office Bearers to be elected at the Annual General Meeting:
  - A President
  - A Deputy President
  - Three Vice-Presidents
  - A Treasurer
  - A Deputy Treasurer
2. The Executive Committee may include:
  - Co-opted Members
  - Advisors

3. Candidates for the above office shall not hold any salaried position within the Federation and shall be individual members in good standing of Ordinary Members.
4. A Secretary General shall be appointed by the Executive Committee for such time at such remuneration and upon such conditions as it may think fit, and any Secretary General so appointed may be removed by it.
5. For the office of President, the following election process shall apply:
  - a. Thirty days' notice shall be given in writing by the Secretary General to all Ordinary Members for the nomination of President.
  - b. Nomination(s) may be made by each of the Ordinary Members in prescribed form duly signed by the nominee and the Ordinary Member's Commodore/President or deputy and delivered to the Secretary General within the thirty days' notice period.
  - c. The Secretary General shall within three days after the notice period, circulate a prescribed Voting Form to each of the Ordinary Members to cast their respective votes. Each Ordinary Member has one vote each.
  - d. The Ordinary Members shall return the Voting Forms within fourteen days from the date of its receipt.
  - e. The nominee with the highest number of votes shall be elected as the President and the Secretary General shall declare the result of such election prior to the General Meeting.
  - f. In the event two or more nominees have the highest number of votes, the voting process as stipulated in this rule shall be repeated in respect of such nominees until a nominee with the highest number of votes emerge as the President.
6. Save for the office of the President, nominations for election to the Executive Committee shall be signed by the candidates and two individual members in good standing of Ordinary Members as proposer and seconder in prescribed form, and delivered to the Secretary General not less than seven days before the date of the General Meeting.
7. Save for the office of the President, if no nominations are lodged, the election may be open to the voting representatives present. Alternatively, it may be postponed for fourteen days and nomination closed three days before the rescheduled General Meeting.
8. All elected Office Bearers shall hold office for a term of two years and shall receive no compensation for their services rendered as members of the Executive Committee.
9. All elected Office Bearers shall be eligible for re-election for consecutive terms of office subject to the following restriction.
  - a. Counting from 2004, a person may serve for a maximum accumulative tenure of eight years other than as the President.
  - b. Counting from 2004, a person may serve as the President for a maximum accumulative tenure of eight years excluding the non-President tenure of such person.
  - c. Counting from 2004, no person may serve as the Treasurer and/or Deputy Treasurer for more than two consecutive terms.
10. The Executive Committee may co-opt not more than four persons to be members of the Executive Committee at any one time. Co-opted Members shall not have any voting rights and their tenure will be for one year. They may be re-co-opted.
11. The Executive Committee may appoint any number of persons to be Advisors of the Executive Committee at any one time. Appointed Advisors shall not have any voting rights and their tenure will be for one year. They may be re-appointed.
12. Should any vacancy occur amongst the elected members of the Executive Committee, the Executive Committee shall have the power to fill such vacancy until the next Annual General Meeting. The replacement member shall not have any voting right.

13. Any change in the Executive Committee shall be notified to the Registrar of Societies and the Commissioner of Charities within two weeks of the change.
14. The Executive Committee shall form and appoint Sub-Committees including Technical Committee, Finance Committee, Audit Committee and Athlete Selection Committee to undertake such functions as it deems necessary from time to time. The President and Chairmen of the Sub-Committees may co-opt any person to their respective Sub- Committees to carry out their functions.

### **13. EXECUTIVE COMMITTEE MEETING**

1. The Executive Committee Meeting shall be held at least once every three months.
2. The Executive Committee or the President may also call an Executive Committee Meeting at any time when considered necessary.
3. Seven days' notice shall normally be given in writing for an Executive Committee Meeting. Notice of meeting stating the date, time, place and agenda of meeting shall be sent by the Secretary General to all Executive Committee Members.
4. The quorum for the Executive Committee Meeting shall be one-half of the Executive Committee Members with voting rights.
5. At the Executive Committee Meeting, in the absence of the President and Deputy President, one of the Vice-Presidents shall take the chair.
6. Each elected member of the Executive Committee with voting rights shall be entitled to one vote. Absent elected member of the Executive Committee may write or call in to vote on any voting matters in the Executive Committee Meeting.
7. Any member of the Executive Committee absenting himself from three Executive Committee Meetings consecutively without satisfactory explanations shall be deemed to have withdrawn from the Executive Committee.
8. The President may invite any number of persons to attend and report at Executive Committee Meetings. Such persons shall have no voting rights.

### **14. DUTIES OF OFFICE BEARERS**

1. The President shall be the Executive Head of the Federation and shall chair all General and Executive Committee Meetings. He shall also represent the Federation in all matters.
2. The Deputy President shall deputise for the President when the President is absent. He shall take on other responsibilities as directed by the President from time to time.
3. The Vice-Presidents shall take on responsibilities as directed by the President.
4. The Secretary General shall:
  - a. Arrange all General and Executive Meetings.
  - b. Record the minutes of such meetings.
  - c. Maintain up to date records and register of the Federation.
  - d. Keep in custody all papers and documents pertaining to the Federation.
  - e. Carry out the business of the Federation.
  - f. Attend to or deputise an executive staff of the Federation to attend to all correspondence and meetings on behalf of the Federation.
5. The Treasurer shall:
  - a. Be responsible for all funds of the Federation.
  - b. Keep an account of all monetary transactions and shall be responsible for their correctness.
  - c. Report on the financial status of the Federation at Executive Committee Meetings and present audited financial reports at Annual General Meetings.
  - d. The Treasurer shall be assisted by the Deputy Treasurer who will deputise in his absence and also be delegated with responsibilities by the Treasurer.
  - e. The Treasurer and Deputy Treasurer shall not hold office in the Audit Committee.

6. The Executive Committee shall adhere to a “Conflict of Interest” policy and/or amend such existing policy from time to time, and ensure compliance of such policy by all members of the Executive Committee. Such policy, as may be amended from time to time, shall specify the types of business conduct or transactions that may raise concerns of partiality and provide clear procedures for disclosure of actual and potential conflicts including the review of such business conduct or transactions by the neutral members of the Executive Committee.

#### **15. PATRON**

The Executive Committee may, after obtaining the consent of Ordinary Members, invite any prominent person to be the Patron.

#### **16. AUDIT AND FINANCIAL YEAR**

1. A firm of Certified Public Accountants shall be appointed as Auditor at each Annual General Meeting for a term of one year and shall be eligible for reappointment.
2. The Auditor will be required to audit the annual accounts and the internal control systems of the Federation and present his report to the Annual General Meeting.
3. The Executive Committee may ask the Auditor to audit the Federation’s accounts for any period within their tenure of office at any date and make a report to the committee.
4. The financial year shall end on the 31 March in each year.

#### **17. PROHIBITIONS**

1. Gambling of any kind, excluding the promotion or conduct of a private lottery which has been permitted under the Private Lotteries Act Cap 250, is forbidden on the Federation’s premises. The introduction of materials for gambling or drug taking and of bad characters into the premises is prohibited.
2. The funds of the Federation shall not be used to pay fines of members who have been convicted in a court of law.
3. The Federation shall not engage in any trade union activity as defined in any written law relating to trade unions for the time being in force in Singapore.
4. The Federation shall not attempt to restrict or interfere with trade or make directly or indirectly any recommendation to, any arrangement with its members which has the purpose or is likely to have the effect of controlling the price or any discount, allowance or rebate relating to any goods or services which adversely affect consumer interests.
5. The Federation shall not indulge in any political activity or allow its fund and/or premises to be used for political purposes.
6. The Federation shall not hold any lottery, whether confined to its members or not, in the name of the Federation or its Office Bearers, committees or members unless with the prior approval of the relevant authorities.
7. The Federation shall not raise funds from the public for whatever purposes without the prior approval in writing of the Assistant Director Operations, Licensing Division, Singapore Police Force and other relevant authorities.
8. The Federation shall not operate as a sports club affiliated to the Federation.

#### **18. AMENDMENTS TO CONSTITUTION**

1. The Federation 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.
2. The Executive Committee shall have the power to make, vary or revoke Bye-laws not inconsistent with the Constitution for the management and regulation of the affairs of the Federation and conduct of its members. All Bye-laws shall, until

revoked by the Executive Committee, be binding on all members.

**19. INTERPRETATION**

In the event of any question or matter pertaining to day-to-day administration which is not expressly provided for in this Constitution, the Executive Committee shall have the power to use their own discretion. The decision of the Executive Committee shall be final unless it is reversed at a General Meeting.

**20. DISPUTES**

In the event of any dispute arising amongst members, they shall attempt to resolve the matter at an Extraordinary General Meeting in accordance with this Constitution. Should the members fail to resolve the matter, they may bring the matter to a court of law for settlement.

**21. DISSOLUTION**

1. The Federation shall not be dissolved, except with the consent of not less than three-fifth of the total voting membership of the Federation for the time being resident in Singapore expressed, either in person or by proxy, at a General Meeting convened for the purpose.
2. In the event of the Federation being dissolved as provided above, all debts and liabilities legally incurred on behalf of the Federation shall be fully discharged, and any grants and assets returned to the appropriate sources, and then any remaining funds shall be transferred to any institution of a public character approved under the Charities Act.
3. A Certificate of Dissolution shall be given within seven (7) days of the dissolution to the Registrar of Societies and the Commissioner of Charities.