



Singapore Badminton Association

Constitution

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Article No.	Article(s)
1 1.1	<p><u>NAME</u> The association shall be known as the Singapore Badminton Association (“SBA”).</p>
2 2.1	<p><u>DEFINITIONS</u> In this Constitution, words importing the singular include the plural and vice versa, and words importing any gender include the other genders.</p>
2.2	<p>In this Constitution, unless the context requires otherwise:</p>
	<p>2.2.1 “Advisor” means an advisor to SBA appointed in accordance with Article 31. 2.2.2 “Affiliate” means a Full Member and an Associate Member admitted in accordance with Articles 9 and 10 respectively. 2.2.3 “AGM” means the Annual General Meeting that is required to be convened in each calendar year. 2.2.4 “Appointed Board Member” means a Board Member appointed in accordance with Article 23 or the Athletes Commission Chairman. 2.2.5 “Associate Member” means an entity who has been admitted as a Member in accordance with Article 10. 2.2.6 “Athletes Commission Chairman” means the individual appointed in accordance with Article 30.5. 2.2.7 “Authorized Delegate” means an individual authorized by a Full Member to attend, speak and vote on its behalf at a General Meeting. 2.2.8 “Authorized Representative” means an individual appointed by an Associate Member to attend a General Meeting on its behalf. 2.2.9 “Board” means the body (consisting of Elected Board Members and Appointed Board Members) that governs SBA. 2.2.10 “Board Committee” means a committee established by the Board in accordance with Article 29 or any By-Law or Policy. 2.2.11 “Board Member” means a member of the Board (whether an Elected Board Member or an Appointed Board Member). 2.2.12 “By-Law” means a by-law passed in accordance with Article 34. 2.2.13 “CEO” means the individual appointed as Chief Executive Officer (or equivalent) of SBA in accordance with Article 32. 2.2.14 “Constitution” means this Constitution as amended from time to time, and “Article” is a reference to an article of this Constitution.</p>

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	<p>2.2.15 “Discipline” means a badminton-related sports program recognised by the Badminton World Federation (“BWF”) and accepted by SBA as a program under its jurisdiction.</p> <p>2.2.16 “Elected Board Member” means a Board Member elected in accordance with Article 22. Unless the context otherwise requires, the President is deemed to be an Elected Board Member.</p> <p>2.2.17 “EGM” means an extraordinary General Meeting convened in accordance with Article 15.</p> <p>2.2.18 “Family Members” means, in relation to an individual, his or her child, sibling, parent, spouse, spouse’s parent, spouse’s sibling, grandparent, or grandchildren.</p> <p>2.2.19 “Full Member” means an entity admitted as a Member in accordance with Article 9.</p> <p>2.2.20 “General Meeting” means a general meeting of Members. A General Meeting may be an AGM or an EGM.</p> <p>2.2.21 “Honorary Member” means a person admitted as a Member in accordance with Article 11.2.</p> <p>2.2.22 “IHL” means an Institution of Higher Learning such as the Institute of Technical Education, a polytechnic and a university falling under the purview of the Ministry of Education of Singapore.</p> <p>2.2.23 “Independent Board Member” means an Appointed Board Member who fulfills the requirements under Article 23.3.</p> <p>2.2.24 “Individual Member” means an individual admitted as a Member in accordance with Article 11.</p> <p>2.2.25 “Key Office Bearer” means an individual who holds the position of President, Deputy President, Vice President, Secretary General, Honorary Treasurer, Assistant Treasurer or any other key appointment on the Board.</p> <p>2.2.26 “Member” has the meaning ascribed under Article 8.</p> <p>2.2.27 “Objects” means the objectives set out under Article 7.</p> <p>2.2.28 “Patron” means a patron of SBA appointed in accordance with Article 31.</p> <p>2.2.29 “Policy” means a policy made by the Board in accordance with Article 34.</p> <p>2.2.30 “Special Resolution” means a resolution passed by at least two-thirds (2/3) of Voting Members present at a General Meeting.</p> <p>2.2.31 “Badminton” means the sport of badminton, including all its Disciplines.</p> <p>2.2.32 “Trustee” means a trustee of SBA appointed in accordance with Article 40.</p> <p>2.2.33 “Voting Members” means Full Members eligible to vote at a General Meeting.</p>

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3 3.1	<p><u>PLACE OF BUSINESS</u> The place of business of SBA shall be located at 5 Stadium Drive #02-40, OCBC Arena, Singapore 397631 or such other place as may from time to time be decided by the Board, subject to the approval of the Registry of Societies ("ROS"). SBA shall carry out activities and/or operations only in places and premises which prior written approval from the relevant authorities has been obtained (where such approval is necessary).</p>
4 4.1	<p><u>AFFILIATION</u> SBA shall ensure that it is affiliated to BWF, the Singapore National Olympic Council and any other recognized bodies as the Board may deem necessary.</p>
5 5.1	<p><u>MISSION STATEMENT</u> As the national governing body and authority for the sport of Badminton in Singapore, SBA shall strive for government and public recognition.</p>
6 6.1	<p><u>INCLUSIVITY</u> SBA shall ensure that it is inclusive and shall integrate into its activities any adaptive form of Badminton for persons with disabilities that has been recognised by BWF or the International Paralympics Committee.</p>
7 7.1	<p><u>OBJECTS</u> The objectives of SBA shall be as follows:</p>
	<p>7.1.1 Promote, develop and increase participation of Badminton in Singapore. 7.1.2 Promote physical activity for health and wellness, foster community engagement and bonding for social inclusiveness and integration and inspire the Singapore spirit through Badminton. 7.1.3 Engage the community and provide vulnerable segments of the community (such as youths at risk and the less privileged) with access to Badminton activities. 7.1.4 Unify, co-ordinate, sanction and organize Badminton activities in Singapore, including national and international Badminton tournaments and events. 7.1.5 Raise the competitive standards of Badminton athletes in Singapore for sustainable elite level performance at international competitions and multi-sport major games. 7.1.6 Provide sporting pathways and opportunities for the progression and advancement of Badminton athletes, coaches and technical officials in Singapore. 7.1.7 Raise the technical capability of Badminton coaches and technical officials in Singapore. 7.1.8 Do all things complementary or incidental to attain the aforesaid objectives in Articles 7.1.1 to 7.1.7.</p>

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8	<u>MEMBERSHIP</u>
8.1	Members shall consist of Full Members, Associate Members, Individual Members and Honorary Members.
8.2	A list of the most current Full Members and Associate Members (collectively, "Affiliates") shall be posted on SBA's official website.
9	<u>FULL MEMBERS</u>
9.1	Full Members shall be entities with separate legal personality registered in Singapore with the ROS or the Accounting and Corporate Regulatory Authority, IHLs, government ministries, statutory boards, and any organizations or clubs affiliated with government ministries or statutory boards who are willing to observe the rules and regulations of SBA.
9.2	Full Members shall be involved in the promotion, training and/or development of Badminton in Singapore.
9.3	Full Members shall have participated in competitions, programs, courses and/or activities organized by SBA with at least twenty (20) registered participants, within the last twenty-four (24) months from the date that the Full Member is approved at the relevant AGM.
9.4	A Full Member shall have at least twenty-five (25) registered members, and at least twenty-five (25) of such registered members must not be members of another Full Member.
9.5	At least half (1/2) of the managing body of a Full Member (such as the board or managing committee) must be Singapore citizens.
9.6	Full Members shall have full voting rights at General Meetings.
9.7	Full Members shall be approved by a Special Resolution passed at an AGM and may only exercise their voting rights at subsequent General Meetings.
9.8	Full Members may only be removed as a Member by a Special Resolution passed at an AGM, unless in accordance with this Constitution or as required or permitted by law or regulation.
10	<u>ASSOCIATE MEMBERS</u>
10.1	Associate Members shall be organizations, clubs, institutions, schools, academies and Badminton teams who are willing to observe the rules and regulations of SBA but who are not eligible to be a Full Member.
10.2	Associate Members shall have no voting rights at General Meetings.
10.3	All Associate Members shall be approved by the Board.

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11	<u>INDIVIDUAL MEMBERS AND HONORARY MEMBERS</u>
11.1	An Individual Member shall be any individual above twelve (12) years of age, who is willing to observe the rules and regulations of SBA. Applicants who are below eighteen (18) years of age must have the written consent of their parent or legal guardian.
11.2	Any individual who has served continuously for a period of not less than sixty (60) months on the Board and who has rendered outstanding service to SBA, or has excelled in Badminton, may be appointed as an Honorary Member.
11.3	Individual Members and Honorary Members shall have no voting rights at General Meetings.
11.4	All Individual Members and Honorary Members shall be approved by the Board (or by the Secretary General or CEO, if so delegated by the Board).
12	<u>APPLICATION FOR MEMBERSHIP</u>
12.1	All applications to be a Member shall be submitted to the Secretary General in accordance with such rules and regulations as prescribed by SBA from time to time.
12.2	Applications to be a Member may be rejected on any of the following grounds: 12.2.1 The applicant does not satisfy all relevant criteria set out in this Constitution. 12.2.2 The applicant (or any representative of its managing body) has been convicted of an offence involving moral turpitude, or declared a bankrupt, wound up or dissolved; 12.2.3 Where accepting the application would, in the Board's absolute discretion, be deemed prejudicial to the interest of SBA.
13	<u>MEMBERSHIP FEES</u>
13.1	Members shall pay a one-time admission fee and an annual renewal fee as prescribed by the Board from time to time. The annual renewal fee shall be paid by 1st June of each calendar year.
13.2	The Board may, in its absolute discretion, suspend the membership of Members once the annual renewal fee is in arrears of one (1) month or more. Members, who have their membership suspended, shall not be entitled to any of the rights and privileges accorded to Members including voting rights at General Meetings.
13.3	The Board shall terminate the membership of Members whose annual renewal fee is in arrears of more than one (1) year. Members, whose membership has been terminated under Article 13.3, may only apply to be reinstated as a Member after the lapse of one (1) year from the date of termination.
13.4	A list of Members, whose membership has been suspended or terminated in accordance with Article 13, shall be posted on SBA's official website along with the effective date of the suspension or termination.
13.5	The assets of SBA (of whatever nature or form, and howsoever and whensoever derived) shall be applied towards the promotion of the Objects and no portion thereof

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	shall be paid, transferred, dissipated or applied (whether directly or indirectly) by way of dividend or bonus or otherwise by way of profit to persons who at any time are or have been Members, or to any person claiming through any of them.
14	<u>ANNUAL GENERAL MEETINGS</u>
14.1	The supreme authority of SBA is vested in its Voting Members at a General Meeting. The AGM shall be held no later than 30th September of each calendar year.
14.2	If an AGM cannot be held by 30th September of any given calendar year and there is one or more reasons why such delay is unavoidable, the Members shall be notified of the reason(s) by 30th August of that calendar year through email and via SBA's official website. The AGM may be postponed to a later date by the Board if no more than one-third (1/3) of the Voting Members raise any objections in writing to the Board within seven (7) calendar days from the date of this notification.
14.3	At least twenty-one (21) calendar days' notice shall be provided to Members, through email and via SBA's official website, specifying the place, date and time of the AGM.
14.4	A Voting Member who wishes to table a resolution for approval at an AGM must notify the Secretary General in writing at least fourteen (14) calendar days before the date of the AGM.
14.5	The agenda for the AGM, the Board's annual report and the audited financial statements for the preceding financial year, shall be forwarded to the Members at least twenty-one (21) calendar days before the date of the AGM.
14.6	The usual business to be transacted at the AGM shall be:
	<p>14.6.1 To approve the Board's annual report and the previous financial year's audited financial statements.</p> <p>14.6.2 To approve any resolutions tabled by Full Members in accordance with Article 14.4 or by the Board.</p> <p>14.6.3 Where applicable, to appoint an Auditor (as defined in Article 33) for the ensuing financial year.</p> <p>14.6.4 Where applicable, to approve or remove Full Members.</p> <p>14.6.5 Where applicable, to approve the list of nominations received in accordance with Article 19.15 and to hold the election for Board Members and the President.</p>
14.7	No business other than that stated in the notice and agenda for the AGM shall be transacted at a General Meeting.
15	<u>EXTRAORDINARY GENERAL MEETINGS</u>
15.1	An EGM may be convened at any time by order of the Board, or on receipt of a written requisition by at least one-third (1/3) of Voting Members. Such requisition shall provide full particulars of the business that is to be transacted at the requested EGM, and

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	(where necessary) all supporting documentation. If the requisition is not properly particularised and/or containing the necessary supporting documentation, the Board shall reject the requisition and refuse to convene the requested EGM.
15.2	The Board shall convene the EGM within one (1) month of receiving a valid requisition made in accordance with Article 15.1. Voting Members who have validly requisitioned for an EGM may proceed to convene the EGM if such EGM is not convened by the Board within the one (1) month. In such event, the requisitioning Voting Members shall provide the relevant notice and agenda for the EGM to all Members.
15.3	At least fourteen (14) calendar days' notice shall be provided to Members, through email and via SBA's official website, specifying the place, date and time of the EGM along with the resolutions to be passed at the EGM.
16	<u>ATTENDANCE AND QUORUM FOR GENERAL MEETINGS</u>
16.1	All Members shall be eligible to attend General Meetings. Each Voting Member is entitled to have one (1) Authorized Delegate to attend, speak and vote on its behalf at General Meetings. Each Associate Member is entitled to have one (1) Authorized Representative attend a General Meeting.
16.2	The names of all Authorized Delegates and all Authorized Representatives shall be notified to the Secretary General at least seven (7) calendar days before the date specified for a General Meeting.
16.3	The Board may also invite persons who are not Members but who are involved with the administration of SBA to General Meetings (including representatives of the Auditor and SBA's legal advisers, as well as observers from SBA's stakeholders). Such invitees shall not participate in the proceedings of a General Meeting and may only address the Members if deemed necessary by the chairman of the General Meeting, or with the consent of the Authorized Delegates present at the General Meeting.
16.4	At least a quarter (1/4) of the Voting Members or thirty (30) Voting Members, whichever is the lesser, present at a General Meeting shall form a quorum.
16.5	Where there is no quorum at the commencement of a General Meeting, the General Meeting shall be adjourned for half-an-hour. Thereafter, should the number present be insufficient to form the necessary quorum, those Voting Members present shall constitute the necessary quorum, but they shall have no power to amend or make any additions to the Constitution.
16.6	General Meetings may be conducted wholly or partly by electronic means. Where so conducted, Members must at least be allowed to contemporaneously observe the proceedings by audio and video means (e.g. a "live" webcast) and, where required, to

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	cast their votes in accordance with Article 17.5. Details on the arrangements for such General Meetings shall be provided to Members in the notice of the General Meeting.
16.7	Save as specified in Article 19.8, the President shall be the chairman of all General Meetings. If he or she is not present within ten (10) minutes after the time specified for the General Meeting, a Deputy President authorized by the President shall chair the General Meeting (or a Vice-President if both are not present).
17	<u>VOTING AT GENERAL MEETINGS</u>
17.1	Only Authorised Delegates who are above the age of twenty-one (21) shall be eligible to vote at General Meetings, including the election of the President and Board Members.
17.2	Each Authorized Delegate shall have one (1) vote in relation to each resolution tabled at a General Meeting. Board Members shall have no voting rights at General Meetings unless he or she is an Authorized Delegate.
17.3	Voting by proxy is not allowed at all General Meetings. Voting shall take place by a show of hands unless a secret ballot is requested in accordance with this Article 17.3. A secret ballot in respect of a resolution tabled at a General Meeting may be conducted if requested by an Authorised Delegate or the chairman of the General Meeting and approved by a simple majority of the votes cast.
17.4	All resolutions, save for Special Resolutions, shall be approved by a simple majority of the votes cast.
17.5	Electronic voting is allowed for General Meetings conducted by electronic means. Electronic voting can be by a physical or digital show of hands, or by an online poll.
18	<u>GOVERNING BOARD</u>
18.1	SBA shall be governed by a Board. The Board shall have all the powers necessary to manage the affairs of SBA, save for those matters requiring approval at a General Meeting.
18.2	Save where Elected Board Members have elected a President in accordance with Article 19.14, the Board shall be constituted by fifteen (15) Elected Board Members (including the President), the Athletes Commission Chairman (who is automatically appointed to the Board under Article 30.5 and deemed an Appointed Board Member), and between three (3) and seven (7) other Appointed Board Members who are appointed by Elected Board Members in accordance with Article 23.
18.3	More than half of the Board shall comprise of Singapore citizens.
19	<u>NOMINATION AND ELECTION</u>
19.1	All nominations for the position of President and an Elected Board Member (collectively, "Board Nominations") must reach SBA at least fourteen (14) calendar

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	days before the relevant AGM, and (subject to Article 19.15) any nominations received thereafter shall be deemed invalid.
19.2	Subject to Article 19.15, all Board Nominations shall be submitted in writing, in such form and along with all supporting documentation that the Board may prescribe from time to time, no later than the date specified in Article 19.1. All Board Nominations must be signed by the candidate, whose signature shall be taken as conclusive evidence of that candidate's consent to accept office.
19.3	All Board Nominations must be proposed by a Voting Member and seconded by another Voting Member.
19.4	Nomination forms for Board Nominations shall include a declaration made by the candidate of any personal and/or business interest that may be of concern to SBA or any Member.
19.5	Candidates for Board Nominations must fulfil all eligibility criteria in Articles 21 and 22.
19.6	The Nomination Committee (as defined in Article 29.3.5) shall verify and confirm the eligibility of the proposing and seconding Voting Members to vote at the relevant AGM and their Authorized Delegates, as well as the qualifications of the candidates who have put themselves up for nomination as President or an Elected Board Member.
19.7	Further to Article 19.6, a list of eligible candidates shall be published on SBA's official website and sent via email to all Members at least five (5) calendar days before the relevant AGM, if an election is to be held.
19.8	The election for Board Nominations shall be conducted and supervised by an Independent Board Member (who shall be selected by the Independent Board Members from amongst themselves).
19.9	Elections for Board Nominations shall be by secret ballot and the results shall be based on a simple majority of the votes cast.
19.10	Any tie in votes cast that affects the outcome of the election for Board Nominations shall be resolved through a subsequent round of voting (and further rounds if necessary). If the tie involves more than two (2) candidates, the candidate(s) with the lowest number of votes shall be eliminated after each round unless eliminating the said candidates would result in no candidates being elected through this tie-breaking process.
19.11	If a tie persists after two (2) successive rounds of voting involving the same candidates, the chairman of the AGM shall decide to either exercise a casting vote (where the chairman had been so empowered by the Voting Members present) or draw lots amongst the said candidates to resolve the tie.

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19.12	The counting of the votes for Board Nominations shall be overseen and verified by two (2) or more scrutineers from the Members present at the AGM who are not standing as candidates in the election and/or the representatives from the Auditor and/or SBA's legal advisers.
19.13	After the closing date for nominations set out under Article 19.6, where there is only one (1) nomination for the position of President and no more than fourteen (14) nominations for the position of Elected Board Members, such candidates shall be declared and deemed to be elected at the relevant AGM.
19.14	Where there is more than one (1) nomination for the position of President, an election shall be held at the relevant AGM. Where no candidate has been nominated for the position of President, the Elected Board Members for the ensuing term shall elect the President from amongst themselves. Such person shall satisfy the criteria set out in Article 21. Where there is no such person who satisfies the criteria, the Elected Board Members for the ensuing term shall be free to elect any Elected Board Member as the President so long as that person consents to act as President.
19.15	Where there are more than fourteen (14) nominations for position of Elected Board Member, an election shall be held at the relevant AGM. Where there are no nominations at all for the position of Elected Board Member or where nominations have been submitted in accordance with Articles 19.1 and 19.2 but the number is less than fourteen (14), each Voting Member present at the relevant AGM shall be entitled to submit one or more nominations for the remaining number of positions at the relevant AGM notwithstanding Articles 19.1 and 19.2, and an election shall be held by the Voting Members present at the AGM if there are more than fourteen (14) such nominations. If there are more nominations than the remaining number of positions, an election shall be held by the Voting Members present at the AGM. If the nominations for the remaining number of positions is less than or equal to the number of remaining positions, the nominees shall be elected in accordance with Article 19.13, and no further nomination or election shall be required at the relevant AGM.
19.16	Where no nominations for the positions of President and Elected Board Members have been submitted prior to an AGM in accordance with Articles 19.1 and 19.2 or at the AGM in accordance with Article 19.15, the AGM shall be postponed for another fourteen (14) working days. The postponed date shall be communicated by the Board to all Members by the next working day. By this communication, the Board shall also notify the Members that new nominations can be accepted, but such nominations must reach SBA's office no later than three (3) working days prior to the date of the rescheduled AGM.

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20 20.1	<p><u>KEY OFFICE BEARERS</u> At the first Board Meeting following each AGM or whenever a vacancy of one or more Key Office Bearer arises, the President and the Elected Board Members shall elect such Key Office Bearers from amongst the Elected Board Members. Up to two (2) Deputy Presidents, up to five (5) Vice Presidents, a Secretary General, a Honorary Treasurer and an Assistant Treasurer shall be so elected.</p>
20.2	The President and all Key Office Bearers must be Elected Board Members who are Singapore citizens.
20.3	The Honorary Treasurer should preferably have a recognized accounting qualification and/or appropriate practical experience.
20.4	The President should have served and made positive contributions to Badminton and/or SBA as an ex-athlete, official or Elected Board Member, or should be a prominent individual of good standing within Badminton and/or the business community.
21 21.1	<p><u>BOARD MEMBERS</u> Save as provided in this Constitution, Board Members shall be at least twenty-one (21) years of age and a Singapore citizen or a Permanent Resident. The President shall be a Singapore citizen and an Elected Board Member of the immediately preceding term who has served for the full term (including as President).</p>
21.2	Board Members shall not be individuals who are disqualified from serving on the managing bodies of charities and corporations pursuant to the Charities Act 1994 or the Companies Act 1967, or who have past convictions for offences for which his or her criminal record cannot be spent pursuant to the Third Schedule of the Registration of Criminals Act 1949.
21.3	Board Members shall not be serving a suspension or ban issued by BWF or any other regulatory authority (whether located in Singapore or otherwise).
21.4	Board Members shall be persons of good character with the relevant experience and credentials and shall have no previous records or incidents of conflict of interest (whether actual or potential conflict), and also pass the screening by the Singapore Commercial Investigation Department and all credit bureaus in Singapore.
21.5	Board Members shall neither be paid employees of SBA nor have any Family Member who is a paid employee of SBA.
21.6	No more than three (3) Board Members shall be related as Family Members, and such relationships must be declared upfront in such form as may be prescribed by the Board from time to time prior to any election or appointment (as the case may be).

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21.7	Any change in Board Members shall be notified to ROS and the Commissioner of Charities (“COC”) within two (2) calendar weeks of the change.
21.8	At all times, Board Members shall act in the best interests of SBA and shall not do anything to bring the SBA into disrepute.
22	<u>ELECTED BOARD MEMBERS</u>
22.1	An Elected Board Member shall be an Authorized Delegate or an Authorised Representative of an Affiliate, or an Individual Member, or an Honorary Member.
22.2	Subject to Article 22.3, the Board may at any time appoint a suitable person to fill a position vacated by an Elected Board Member for the remaining term of office of that Elected Board Member.
22.3	Upon more than half of the Elected Board Members having vacated their positions, the Board shall convene a General Meeting (whether an EGM or AGM) within two (2) months from the last position that was vacated, so as to elect replacements for the remaining term of office of those Elected Board Members.
23	<u>APPOINTED BOARD MEMBERS AND HONORARY DEPUTY PRESIDENTS</u>
23.1	Elected Board Members shall appoint at least three (3), and up to seven (7), other Board Members as Appointed Board Members to ensure an appropriate balance and diversity of skills, knowledge, experience, ethnicity and gender within the Board.
23.2	Appointed Board Members shall preferably be from the legal, accounting or medical profession or shall be experts in other relevant fields including marketing, event management or coach education.
23.3	Elected Board Members shall ensure that the majority of Appointed Board Members shall be independent persons who do not have any relationship with any of the Affiliates, including as members of an Affiliate or otherwise, and who do not have any vested interest in the affairs or business of SBA.
23.4	The Board may at any time appoint a suitable person to fill a position vacated by an Appointed Board Member for the remaining term of office of that Appointed Board Member.
23.5	The Board shall have the power to remove an Appointed Board Member before the expiration of his or her term of office and may appoint a replacement for the remaining term of office of that Appointed Board Member.
23.6	The existing Board may appoint Board Members of the immediately preceding term who have reached their maximum tenure as specified in Article 24 for the purpose of representing SBA in any national, regional or international organizations or equivalent entities (provided that such persons comply with the requirements under Article 23.3). Such appointee is not an Appointed Board Member and therefore may not attend Board

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	meetings unless specifically invited. Such appointee shall, in any event, have no voting rights should he or she attend any Board meeting.
23.7	The Board (including the Athletes Commission Chairman and other Appointed Board Members) may appoint one or more persons with particular skills, knowledge or experience as Honorary Deputy Presidents during the corresponding term of office to assist the Board in its work. An Honorary Deputy President shall report to the Board and may be invited to be present and/or speak at Board meetings but shall have no right to vote. An Honorary Deputy President is not an Appointed Board Member, and the Board may agree to pay an honorarium to an Honorary Deputy President for the services rendered to SBA.
24	<u>BOARD TENURE</u>
24.1	The term of office for Elected Board Members shall be twenty-four (24) months.
24.2	The term of office for Appointed Board Members shall be up to twenty-four (24) months.
24.3	Counting from the year 2022, Board Members may serve a maximum tenure of four (4) consecutive terms and, upon reaching this limit, shall only be eligible for re-election or re-appointment to the Board after a lapse of at least one (1) term.
24.4	A Board Member may only hold the appointment of Honorary Treasurer for a maximum of two (2) consecutive terms and may only be considered for re-appointment as Honorary Treasurer after a lapse of at least one (1) term.
25	<u>BOARD ROLE AND POWERS</u>
25.1	The role and powers of the Board shall be as follows:
	<p>25.1.1 Provide stewardship to SBA and be responsible for ensuring that SBA remains viable and effective in the present and for the future.</p> <p>25.1.2 Provide strategic leadership, set objectives, and ensure that the necessary plans, policies, programs and resources are in place for SBA to meet the Objects.</p> <p>25.1.3 Ensure all legal and statutory obligations are met and all constitutional and governance requirements are complied with.</p> <p>25.1.4 Establish a framework of prudent and effective controls which enables risks to be assessed and managed, including the safeguarding of SBA's assets and all funds received by SBA.</p> <p>25.1.5 Set SBA's values and standards and ensure that obligations to Members and other stakeholders are understood and met, and address all disciplinary issues that arise.</p> <p>25.1.6 Be responsible for the appointment of the CEO and other senior management employees of SBA and provide them with clear documented roles, responsibilities and accountabilities.</p>

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	<p>25.1.7 Review management and Board performance periodically.</p> <p>25.1.8 Manage conflicts of interest and take appropriate measures to ensure that SBA is protected against any personal or business interests of Board Members and employees of SBA.</p> <p>25.1.9 Identify and sufficiently engage the key stakeholder groups of SBA and seek their views and feedback on SBA's strategies and policies.</p> <p>25.1.10 Consider financial sustainability, social issues and environmental factors as part of strategy and policy formulation.</p> <p>25.1.11 Raise funds for SBA and approve any expenditure from the funds and/or reserves for SBA's activities, subject to Article 25.2.</p> <p>25.1.12 Do all other acts that are consistent with the Objects and interests of SBA.</p>
25.2	Decisions that involve the acquisition and disposal of immovable assets and expenditure above S\$0.25 million (excluding the utilization of grants, donations and sponsorships meant for specified purposes) shall be approved at a General Meeting by a Special Resolution.
26	<u>DUTIES OF OFFICE BEARERS</u>
26.1	Subject to Article 19.8, the President shall chair all General Meetings and Board meetings. The President shall also represent SBA in all matters with external parties.
26.2	The Deputy President shall assist the President and deputise for him or her in his or her absence.
26.3	The Secretary General shall ensure that all records of SBA, save for financial records, are kept safely and are accurate. The Secretary General shall ensure that the minutes of all General Meetings and Board meetings are recorded accurately. The Secretary General shall ensure that an up-to-date register of Members is maintained at all times.
26.4	The Honorary Treasurer shall:
	<p>26.4.1 Be responsible for the funds of SBA.</p> <p>26.4.2 Keep an account of all monetary transactions and be responsible for their accuracy.</p> <p>26.4.3 Report on the financial status of SBA at Board meetings and present audited financial reports at AGMs.</p> <p>26.4.4 Not be a member of the Audit Committee.</p>
26.5	The Assistant Treasurer shall assist the Honorary Treasurer and shall deputise for the Honorary Treasurer in his or her absence. The Assistant Treasurer shall not be a member of the Audit Committee.

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26.6	All accounts, financial documents, as well as all cheques, electronic or online payments shall be co-signed by (a) either the Honorary Treasurer or Assistant Treasurer and (b) either the President, a Deputy President, a Vice President or the Secretary General.
26.7	All other Board Members shall assist in the management of SBA and perform duties assigned by the Board from time to time.
26.8	The President, the Deputy President(s) and the Secretary General may act in the name of SBA and, save as provided in Article 26.6, any two of them may sign documents on behalf of SBA.
27	<u>BOARD MEETINGS</u>
27.1	A Board meeting shall be held at least once every two (2) months. Any Board Member may convene a Board meeting by giving at least seven (7) calendar days' notice to other Board Members.
27.2	A Board Member who is absent for three (3) consecutive Board meetings without any reasonable excuse accepted by the Board shall be deemed to have resigned from the Board.
27.3	At least one-half (1/2) of the Board Members must be present to form a quorum (provided always that at least four (4) of those present are amongst the following Key Officer Bearers: the President; the Deputy President(s); the Vice President(s); the Secretary General and the Honorary Treasurer). The quorum for a Board meeting shall include Board Members who participate in the meeting via telephone or video conferencing.
27.4	Voting at Board meetings shall be by show of hands unless the meeting decides otherwise by a majority vote for a secret ballot. All Elected Board Members, and Appointed Board Members who qualify as Independent Board Members shall have one (1) vote each at Board meetings.
27.5	Board Members who were not present at a Board meeting may write in prior to the meeting or call in during the meeting to vote on resolutions or other decisions circulated prior to the meeting.
27.6	The chairman of the Board meeting shall have a casting vote in the event of a tie in the votes.
28	<u>CIRCULAR RESOLUTIONS</u>
28.1	The Board may by a circular resolution decide on any matter relating to SBA as prescribed under this Constitution. All circular resolutions, which have been duly carried by the Board, shall be deemed to be a resolution passed at a Board meeting that was duly convened and held.

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28.2	Any Board Member may request for a circular resolution to be passed, and such request shall be seconded by another Board Member. After a circular resolution has been duly requested in accordance with the procedure stated in this Article 28.2, the Secretary General or CEO shall circulate a draft of the resolution to all Board Members for approval by any acceptable means of communication, including via email.
28.3	A circular resolution shall be carried upon a simple majority of Board Members communicating their approval by any acceptable means of communication, including via email. The circular resolution shall be deemed to have been passed on the date that the requisite approval was obtained and, as a formality, the circular resolution shall be recorded at the following Board meeting.
29	<u>BOARD COMMITTEES</u>
29.1	The Board may convene Board Committees comprised of Members and/or independent experts to assist the Board in the management, administration and direction of SBA.
29.2	The Board may delegate to any Board Committee such powers as it deems necessary.
29.3	At its first Board meeting or at the earliest opportunity thereafter, the Board shall appoint the following Board Committees with the appropriate terms of reference: 29.3.1 Audit Committee; 29.3.2 Selections Committee; 29.3.3 Appeals Committee; 29.3.4 Disciplinary Committee; 29.3.5 Nomination Committee.
29.4	Each of the Audit Committee, Selections Committee, Appeals Committee and Disciplinary Committee shall comprise of at least three (3) committee members appointed by the Board. Each of these four (4) Board Committees shall be headed preferably by an Independent Board Member and shall have no more than two-thirds (2/3) of its committee members from the Board. The Nomination Committee shall comprise of three (3) or five (5) committee members appointed by the Board, the majority of whom must be an Independent Board Member.
29.5	The secretary of each Board Committee shall be appointed from amongst the committee members of that Board Committee. In addition, a chairman of each Board Committee may co-opt any person (whether or not such person is a delegate of an Affiliate, an Individual Member or an Honorary Member) to be a committee member of the respective Board Committee. Membership of Board Committees need not be confined to Board Members.

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29.6	The Board shall have power to remove a committee member of any Board Committee, including an appointed member of that Board Committee without giving reasons to the committee member. At least one-half (1/2) of the committee members of a Board Committee shall form a quorum at all meetings of the Board Committee (provided always that there must be at least two (2) of such members present).
29.7	Notwithstanding that they may not be committee members of a Board Committee, the President, the Deputy President(s) and the Secretary General shall have the right to attend the meetings of that Board Committee as observers but shall have no voting rights. Notice of all Board Committee meetings together with all relevant documentation shall be circulated to all committee members, the President, the Deputy President(s) and the Secretary General at least three (3) working days before any meeting.
29.7	The Board shall have the absolute right and discretion to determine and/or vary the terms of reference or the scope of duties of any Board Committee from time to time, notwithstanding (and without amending) any provision in this Constitution concerning the duties and powers of Board Committees.
30	<u>ATHLETES COMMISSION</u>
30.1	SBA shall establish an Athletes Commission ("AC") whose purpose is to facilitate open communication between SBA and Badminton athletes.
30.2	The AC shall comprise of no more than five (5) elected committee members, including the chairman of the AC. Members of the AC must either be past or present national-level Badminton athletes who have represented Singapore in international Badminton competitions.
30.3	All committee members of the AC shall be elected by Badminton athletes who have represented Singapore in international Badminton competitions within twenty-four (24) months of the date of the AC elections.
30.4	The term of office of all committee member of the AC shall follow that of the Board Members and such term shall be subject to the limits specified in Article 24. In particular, a person who is elected as a committee member of the AC may serve a maximum tenure of four (4) consecutive terms and, upon reaching this limit, shall only be eligible for re-election to the AC after a lapse of at least one (1) term.
30.5	The chairman of the AC shall be automatically appointed as an Appointed Board Member with voting rights and shall represent the AC in the Board until the expiry of his or her term as chairman of the AC.
31	<u>ADVISORS AND PATRONS</u>
31.1	The Board may appoint Advisors and/or Patrons who may or may not be a delegate of an Affiliate, an Individual Member or an Honorary Member to advise the Board on any matter that the Board deems necessary (in the case of Advisors) and to give support

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	at SBA events (in the case of Patrons). Prominent persons who have contributed to Badminton may be invited by the Board to become Advisors and/or Patrons and the Board may designate one of each of such persons to be the Advisor-in-Chief or the Patron-in-Chief.
31.2	The Advisors and Patrons shall have no voting rights in the Board.
31.3	Subject to Article 19.8, Patrons may be invited by the President and/or the Board to chair a General Meeting of SBA. Such Patrons shall have no voting rights at the General Meeting.
32	<u>CHIEF EXECUTIVE OFFICER</u>
32.1	The Board may appoint a CEO or equivalent to oversee the administration, management and direction of SBA.
32.2	The CEO shall hold office on such terms and conditions (including as to remuneration) and with the powers, duties and authority, as determined by the Board.
32.3	The exercise of the CEO's powers and authority, and the performance of the CEO's duties, shall always be subject to the control of the Board.
32.4	The role of the CEO shall be to implement the strategies, plans and policies approved by the Board and to be responsible for the management, administration and direction of SBA (including its finances).
32.5	The CEO shall attend all meetings involving the SBA, including General Meetings and Board meetings, unless otherwise determined by the Board. The CEO shall have no voting rights at these meetings but may speak on any matter where required.
32.6	Subject to the terms and conditions of appointment, the Board may suspend or remove the CEO from office.
33	<u>AUDIT AND FINANCIAL YEAR</u>
33.1	At each AGM, a firm of Public and Chartered Accountants shall be appointed as the auditors of SBA ("Auditor") for the ensuing financial year. From amongst the ranks of the Auditor, an individual shall assume responsibility for all matters relating to the Auditor's functions ("Audit IC") and the name of such individual shall be provided by the Auditor to the Board. The term of office of the Audit IC shall follow that of the Auditor.
33.2	No Audit IC shall be assume office for more than five (5) consecutive terms.
33.3	From time to time, the President (in his or her absolute discretion) may direct the Auditor to conduct an audit of the financial accounts of SBA for any period within the Auditor's term of office and thereafter present a report containing the findings to the Board.

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33.4	For each financial year, the Auditor shall conduct an audit of the financial accounts of the SBA for that financial year and thereafter present a report containing the findings to the AGM.
33.5	The financial year of the SBA shall be from 1st April of each calendar year to 31st March the following calendar year.
34	<u>POLICIES AND BY-LAWS</u>
34.1	The Board shall have the power to approve, create, alter and/or revoke any by-laws, regulations and procedures (“By-Laws”) and any policies and practices (“Policies”) in relation to the management, administration and direction of SBA as it deems fit.
34.2	All By-Laws and Policies shall not be inconsistent with the Articles of this Constitution.
34.3	If there is any inconsistency, the Articles of the Constitution shall prevail and that By-Law or Policy shall to the extent of the inconsistency be deemed void.
34.4	When in force, each of such By-Laws and Policies shall be binding on all Members and has the same effect as if it were an Article of this Constitution.
35	<u>CONFLICTS OF INTEREST</u>
35.1	The Board shall set clear By-Laws and Policies for the identification, prevention and addressing of any conflict of interest that may arise.
35.2	Whenever a Board Member (directly or indirectly) has any interest in any transaction, project or such other matter relating to SBA, the Board Member shall provide full particulars of the interest to the Board (including the nature of the interest) and, if such transaction, project or such other matter is to be discussed, the said disclosure must be made before the discussion begins. The Board Member concerned shall then offer to withdraw from the transaction, project or such other matter, leave the discussion before it can begin and not participate in the discussion in any way (including vote). The Board shall decide whether such steps are sufficient to eliminate or substantially minimise the conflict of interest, or whether further action is required of the relevant Board Member.
36	<u>ANTI-DOPING & PREVENTION OF COMPETITION MANIPULATION</u>
36.1	SBA shall recognize the right of all its athletes to participate in clean sport and is committed to ensuring the sport is doping-free and is free of any manipulation of competitions.
36.2	All affiliates, Members, athletes, participants, staff and other individuals, who are subject to the jurisdiction of SBA, are bound by and agree to abide by all World Anti-Doping Code-compliant anti-doping rules applicable to the sport and to comply with the Olympic Movement Code on the Prevention of Manipulation of Competitions.

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37 37.1	<p><u>SAFE SPORT</u> SBA shall be committed to ensuring the safety and wellbeing of Badminton athletes and practitioners in Singapore and shall take all necessary measures to protect them from all forms of harassment and abuse.</p>
37.2	All affiliates, Members, athletes, participants, staff and other individuals, who are subject to the jurisdiction of SBA are bound by and agree to abide by the Safe Sport Unified Code and to comply with the applicable rules under the Safe Sport Programme.
38 38.1	<p><u>DISPUTE RESOLUTION</u> Any dispute arising amongst Members or between any Member and SBA shall be resolved in accordance with the Framework for Alternative Dispute Resolution for Sports or other dispute resolution framework jointly administered for the time being by Sports Singapore, the Singapore Mediation Centre and the Singapore Institute of Arbitrators.</p>
39 39.1	<p><u>PRESS RELEASES</u> Only the President and his or her delegate shall be entitled to give press releases or any public announcement relating to matters concerning SBA.</p>
40 40.1	<p><u>TRUSTEES</u> If at any time SBA acquires any immovable property or share(s) in any company or other corporate bodies, such immovable property or share(s) shall be vested in Trustees appointed pursuant to a declaration of trust in favour of SBA and/or any other documents evidencing, creating or otherwise giving effect to the trust ("Trust Instrument"). The terms of the Trust Instrument shall be as approved by SBA from time to time and shall not derogate from Article 40.2.</p>
40.2	The Trustees shall:
	<p>40.2.1 Not be more than four (4) and not less than two (2) in number. 40.2.2 Be elected by a General Meeting. 40.2.3 Not effect any sale, mortgage, charge or otherwise dispose of trust property without the prior approval of Members in a General Meeting.</p>
40.3	The office of a Trustee shall be vacated:
	<p>40.3.1 If the Trustee dies or becomes of unsound mind. 40.3.2 If the Trustee is absent from Singapore for a period of more than twelve (12) months. 40.3.3 If the Trustee is guilty of misconduct of such a kind as to render it undesirable that he or she continues as a Trustee. 40.3.4 If the Trustee submits notice of resignation from his or her trusteeship.</p>
40.4	Notice of any proposal to remove a Trustee from his or her trusteeship or to appoint a new Trustee to fill a vacancy must be given by posting the proposal on SBA's notice

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	board and/or on SBA's official website at least two (2) calendar weeks before the General Meeting at which the proposal is to be discussed. The result of such General Meeting shall be notified to the COC.
40.5	The address of each immovable property and the details of share(s) held by Trustees, the name of each Trustee and any subsequent change in Trustees shall be notified to the COC.
40.6	For any and all other property, SBA may elect to vest them in Trustees in such form and manner and on such terms that do not derogate from Article 40.
40A 40A.1	CONDUCT OF BUSINESS THROUGH COMPANIES AND OTHER CORPORATE BODIES SBA may at any time, acting through Trustees, incorporate, form or promote any companies and other corporate bodies; or subscribe, purchase or otherwise acquire and hold shares in any companies and other corporate bodies, as SBA deems fit for the attainment of the Objects.
40A.2	Each such company or other corporate body shall be regulated by such constitutional documents as approved by SBA from time to time, and the said company or other corporate body may be established to conduct such business(es), hold such assets (including immovable property and shares) or incur such indebtedness, liability or obligation as SBA deems appropriate.
41 41.1	<u>VISITORS AND GUESTS</u> Visitors and guests may be admitted into the premises of SBA but they shall not receive any privileges. All visitors and guests shall abide by SBA's rules and regulations.
42	<u>PROHIBITIONS</u>
42.1	The funds of SBA shall not be used to pay the fines of Members who have been convicted by a court of law.
42.2	SBA shall not engage in any trade union activity as defined in any law relating to trade unions as may be in force from time to time in Singapore.
42.3	SBA shall not participate in any political activities or allow its funds and premises to be used for political purposes.
42.4	SBA 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 where necessary.
43 43.1	<u>CESSATION OF CHARITY STATUS</u> In the event that SBA ceases to be a registered charity under the Charities Act 1994, all debts liabilities legally incurred on behalf of SBA shall be fully discharged, and the remaining funds will be donated to charitable organization(s) or Institution(s) of a

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	Public Character when SBA is an Institution of a Public Character, as the case may be, with similar objectives in Singapore which is are registered under the Charities Act as the Members of SBA may determine at the General Meeting.
44	<u>DISSOLUTION</u>
44.1	SBA shall not be dissolved except with the consent of not less than three-fifths (3/5) of those entitled for the time being to vote at General Meetings.
44.2	In the event of SBA being dissolved as provided above, all debts and liabilities legally incurred on behalf of SBA shall be fully discharged, and the remaining funds will be donated to charitable organization(s), or Institution(s) of a Public Character, when SBA is an Institution of a Public Character, as the case may be, with similar objectives in Singapore which is(are) registered under the Charities Act 1994, as the Members of SBA may determine at the General Meeting.
44.3	A Certificate of Dissolution shall be given within seven (7) days of the dissolution to the ROS and COC.
45	<u>AMENDMENTS TO CONSTITUTION</u>
45.1	No alterations, amendments, additions or deletions to this Constitution shall be made save as authorised by a Special Resolution passed at a General Meeting.
45.2	All alterations, amendments, additions and/or deletions shall only take effect after SBA has received approval to the same from ROS and COC.
45.3	Any Member who wishes to propose any alterations, amendments, additions and/or deletions to the Constitution shall observe all rules and regulations relating to the convening of a General Meeting under this Constitution and shall provide the Board and all Members with a copy of the proposed changes at least fourteen (14) calendar days before the General Meeting.
46	<u>MATTERS NOT PROVIDED FOR</u>
46.1	Where there are matters not provided for in this Constitution, or where there are doubts as to the proper interpretation of any Article, the decision of the Board shall be final unless it is reversed at a General Meeting.