



Singapore Canoe Federation

Constitution

Preamble

Realising the value that sports has on character development, and desirous of utilising the natural resources of the sea and inland water areas to increase the avenues for sports, we, the members of the Singapore Canoe Federation shall endeavour to promote and govern the sport of Canoeing within the Republic of Singapore, according to the stipulations embodied in the letter and spirit of this Constitution.

EoGM Approval: 10 JUN 2023

ROS Approval: 03 AUG 2023

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1 NAME

- 1.1 The society shall be known as the “Singapore Canoe Federation”, hereinafter referred to as the “SCF”.

2 DEFINITIONS

- 2.1 In this Constitution words importing the singular include the plural and vice versa, and words importing any gender include both genders.

- 2.2 In this Constitution unless the context requires otherwise:

2.2.1 “AGM” means the Annual General Meeting of members of the SCF that the SCF must hold in each calendar year.

2.2.2 “Appointed Board Member” means a Board Member of the SCF appointed under Article 23.

2.2.3 “Associate Member” means an entity admitted as a Member of the SCF in accordance with Article 10.

2.2.4 “Authorised delegate” means a person authorised by an Ordinary Member to attend a General Meeting of the SCF and to speak and vote on its behalf at such meetings.

2.2.5 “Authorised representative” means a person appointed by an Associate Member to attend a General Meeting of the SCF.

2.2.6 “Board” means the body consisting of Elected Board Members and Appointed Board Members that governs the SCF.

2.2.7 “Board Committee” means a committee established under Article 29.

2.2.8 “Board Member” means a member of the SCF Board and includes Elected Board Members and Appointed Board Members.

2.2.9 “CEO” means a person appointed as Chief Executive Officer or their equivalent by the Board according to the powers conferred on them by Article 32.

2.2.10 “Constitution” means this Constitution as amended from time to time, and a reference to an article is a reference to an article of this Constitution.

2.2.11 “Elected Board Member” means a Board Member of the SCF elected under Article 22.

2.2.12 “EGM” means an Extraordinary General Meeting of members of the SCF called in accordance with Article 15.

2.2.13 “Family members” means a person’s child, sibling, parent, spouse, spouse’s parent, spouse’s sibling, grandparent, or grandchildren.

2.2.14 “Ordinary Member” means an entity admitted as a Member of the SCF in accordance with Article 9.

- 2.2.15 “General Meeting” means a general meeting of Members of the SCF and includes the AGM and EGM.
- 2.2.16 “IHLs” means Institutions of Higher Learning such as Institutes of Technical Education, Polytechnics and Universities that are under the purview of the Ministry of Education of the Republic of Singapore.
- 2.2.17 “Independent Board Member” means an Appointed Board Member who is defined as being independent under Article 23.3.
- 2.2.18 “Member” means a member of the SCF in accordance with Article 8.1.
- 2.2.19 “Objects” means the objects of the SCF set out in Article 7.
- 2.2.20 “Special resolution” means a resolution that must be passed by two-thirds (2/3) of the members present at a General Meeting who are entitled to vote in accordance with this Constitution.
- 2.2.21 “Canoeing” means the sport of canoeing, including all its disciplines, and “Canoe” shall be construed accordingly.
- 2.2.22 “Voting members” means all Ordinary Members eligible to vote at a General Meeting.

3 PLACE OF BUSINESS

- 3.1 The place of business of the SCF shall be at “3 Stadium Drive, #01-33 NSA Office, Singapore Sports Hub, Singapore 397630” or such other place as may from time to time be decided by the Board, subject to the approval of the Registrar of Societies. The SCF shall carry out its activities only in places and premises which have the prior written approval from the relevant authorities, where necessary.

4 AFFILIATION

- 4.1 The SCF shall be affiliated to the Singapore National Olympic Council (“SNOC”), the International Canoe Federation (“ICF”), the People’s Association and such other recognised bodies as the Board may deem necessary.

5 AUTHORITY

- 5.1 The SCF shall strive for government and public recognition as the national governing body and authority for the sport of Canoeing in Singapore by virtue of the SCF’s affiliation to the SNOC and the ICF, and through endeavours that further the Objects of the SCF.

6 INCLUSIVITY

- 6.1 The SCF shall be inclusive and shall integrate into the SCF’s activities any adaptive form of Canoeing for people with disabilities that has been approved by the ICF or the International Paralympics Committee.

7 OBJECTS

7.1 The Objects of the SCF shall be as follows:

- 7.1.1 To promote, develop and increase participation for the sport of Canoeing in Singapore.
- 7.1.2 To promote physical activity for health and wellness, foster community engagement and bonding for social inclusiveness and integration, and inspire the Singapore Spirit through the sport of Canoeing.
- 7.1.3 To engage communities and provide access to the sport of Canoeing to vulnerable segments of the community such as youth at risk and the less privileged.
- 7.1.4 To unify, co-ordinate, sanction and organise Canoeing activities in Singapore, including national and international Canoeing tournaments and events.
- 7.1.5 To raise the competitive standards of Canoe athletes in Singapore for sustainable elite level performance at international competitions and multi-sport major games.
- 7.1.6 To provide sport pathways and opportunities for the progression and advancement of Canoe athletes, coaches, and technical officials in Singapore.
- 7.1.7 To raise the technical capability of Canoe coaches and technical officials in Singapore.
- 7.1.8 To do all things complementary or incidental to attain the aforesaid Objects in Articles 7.1.1 to 7.1.7.

8 MEMBERSHIP

- 8.1 The SCF's membership shall consist of Ordinary Members and Associate Members, who will collectively be referred to as the SCF's Affiliates, and Honorary Individual Members.
- 8.2 The list of the approved and most current Affiliates of the SCF shall be posted on the SCF's official website.
- 8.3 In addition to the other rights conferred in the other articles of this Constitution, all Members shall have the right to seek advice from the SCF, obtain any publications of the SCF at special rates, and avail themselves of all such facilities and services the SCF shall from time to time provide.

9 ORDINARY MEMBERS

- 9.1 Ordinary Members shall be legal entities registered in Singapore with the Registry of Societies ("ROS") or the Accounting and Corporate Regulatory Authority ("ACRA"), IHLs and Government Ministries and Statutory Boards that are willing to observe the rules and regulations of the SCF.
- 9.2 Ordinary Members shall be involved in the promotion, training and / or development of Canoeing in Singapore.

- 9.3 An Ordinary Member shall have at least thirty (30) registered members and have amongst its objects, the promotion of Canoeing (otherwise than as a commercial venture) among its members.
- 9.4 At least half of the Board or equivalent of the Ordinary Member shall be Singapore citizens.
- 9.5 Ordinary Members shall have full voting rights at the SCF's General Meetings.
- 9.6 Ordinary Members shall be approved by a special resolution at an AGM and may only exercise their voting rights at subsequent General Meetings.
- 9.7 Ordinary Members may only be removed as a member of the SCF by a special resolution at an AGM unless for the reason stated in Article 13.3.

10 ASSOCIATE MEMBERS

- 10.1 Associate Members shall be either natural persons who are at least eighteen (18) years of age or legal entities registered with the ROS or ACRA that are not eligible to be an Ordinary Member, that are willing to observe the rules and regulations of the SCF. The aforementioned classes of Associate Members shall be respectively known as Individual Associate Members and Corporate Associate Members.
- 10.2 Associate Members shall have no voting rights at the SCF's General Meetings.
- 10.3 All Associate Membership shall be approved by the Board.

11 HONORARY INDIVIDUAL MEMBERS

- 11.1 An Honorary Individual Member shall be a person conferred such status by the Board, by virtue of his or her contribution to furthering the sport of Canoeing.
- 11.2 Honorary Individual Members shall have no voting rights at the SCF's General Meetings.

12 APPLICATION FOR MEMBERSHIP

- 12.1 All membership applications shall be submitted to the Honorary Secretary as prescribed by the SCF.
- 12.2 Application for membership may be rejected by the Board without any obligation on the part of the Board to give reasons for the same and on any ground in the Board's absolute discretion, including but not limited to the following:
 - 12.2.1 The applicant does not satisfy all the relevant membership criteria set out in the relevant membership category in this Constitution.
 - 12.2.2 The applicant has been convicted of an offence involving moral turpitude, declared a bankrupt, wound up or dissolved.
 - 12.2.3 Where accepting the applicant would in the Board's absolute discretion be deemed prejudicial to the interest of the SCF as a whole.

13 MEMBERSHIP FEES

13.1 Members shall pay a one-time membership entrance fee and an annual membership renewal fee as determined by the Board from time to time. Membership renewal fees shall be paid by 1st June of each year.

Subsequent membership fees for renewal of membership shall be due and payable on 1 April of each subsequent year after acceptance of membership.

13.2 The Board may suspend members who are in arrears of membership fees for renewal of membership for three (3) months or more. Suspended members shall not be entitled to any of the rights and privileges of membership including voting rights at General Meetings. An administrative fee shall be payable in addition to the membership fee for renewal of membership where this is paid after 1 April.

13.3 The Board shall terminate members who have membership renewal fee arrears of more than one (1) year. Terminated members may only apply to be reinstated as a member after a lapse of one (1) year.

13.4 The list of suspended and terminated members shall be posted on the SCF's official website along with the effective date of their suspension or termination.

13.5 The income and property of the SCF whensoever derived shall be applied towards the promotion of the objects of the SCF as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise howsoever by way of profit to the persons who at any time are or have been members of the SCF or to any of them or to any person claiming through any of them.

14 ANNUAL GENERAL MEETINGS

14.1 The supreme authority of the SCF is vested in a General Meeting of the members. The AGM shall be held not later than 30 September each year.

14.2 If there are any unavoidable reasons for delay in holding the AGM by 30 September, the members shall be notified of the reason by 30 August through email or on the SCF's official website. The AGM may be postponed to a later date if no more than one-third (1/3) of the Ordinary Members raise any objections in writing to the SCF within seven (7) days from the date of this notification.

14.3 At least twenty-one (21) days' notice shall be provided to the Affiliates in writing, specifying the place, date and time of the AGM.

14.4 Ordinary Members who wish to table a resolution for the General Meeting's approval must notify the Honorary Secretary in writing at least fourteen (14) 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, and the list of any vacant posts on the Board shall be forwarded to the Affiliates at least fourteen (14) days before the AGM.

- 14.6 The business to be transacted at the AGM shall be:
- 14.6.1 To receive the minutes of the previous General Meeting and to discuss any matters arising therefrom.
 - 14.6.2 To approve the annual report and the previous financial year's audited financial statements and to discuss any matters arising therefrom.
 - 14.6.3 To approve any resolutions tabled by Ordinary Members in accordance with Article 14.4 or by the Board.
 - 14.6.4 Where applicable, to appoint auditors for the ensuing term.
 - 14.6.5 Where applicable, to confirm the approval or removal of Affiliates.
 - 14.6.6 Where applicable, to approve the list of nominations received and to hold the election for Elected Board Members.
- 14.7 No business other than that stated in the notice and agenda for the AGM shall be transacted at the General Meeting.
- 14.8 General Meetings may be conducted, wholly or partly, by electronic means. Members must at least be allowed to contemporaneously observe the proceedings of such meetings by audio and video means (e.g. "live" webcast) and to cast their vote electronically where required. Details on the arrangements for meetings to be conducted by electronic means shall be provided to members in the notice of the meeting.

15 EXTRAORDINARY GENERAL MEETINGS

- 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 the Ordinary Members on the SCF's membership register and bear the signatures of the Chairman or Secretary (or posts equivalent thereto) of each Ordinary Member supporting the written requisition. Such requisition shall state the business that is to be transacted at the requested EGM.
- 15.2 The Board shall convene the EGM within one (1) month of receiving the requisition. Ordinary Members who requisitioned the EGM may proceed to convene the EGM if one is not convened by the Board and shall provide the relevant notice and agenda for the meeting to the Ordinary Members.
- 15.3 At least fourteen (14) days' notice in writing shall be provided to Affiliates, through email and the SCF's website, specifying the place, date and time of the EGM along with the resolutions to be passed at the meeting.

16 ATTENDANCE AND QUORUM FOR GENERAL MEETINGS

- 16.1 All members of the SCF shall be eligible to attend General Meetings. Each Ordinary Member is entitled to have two (2) authorised delegates to attend a General Meeting and to speak and vote on its behalf at such meetings. Each Associate Member is entitled to have one (1) authorised representative to attend a General Meeting.

- 16.2 The names of the authorised delegates of Ordinary Members and the authorised representatives of Associate Members who will be attending the General Meeting shall be notified to the Honorary Secretary at least three (3) days before the date specified for the General Meeting.
- 16.3 The Board may also invite various others including the SCF's auditors, legal advisers and observers from the SCF's stakeholders for General Meetings. Such invitees shall not participate in the proceedings of the General Meetings and may only address the meeting if deemed necessary by the Chairman or with the consent of the authorised delegates present at the meeting.
- 16.4 At least a third (1/3) of the voting members (i.e. Ordinary Members), present at a General Meeting shall form a quorum.
- 16.5 In the event of there being no quorum at the commencement of an AGM, 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 make addition to the existing Constitution.
- 16.6 In the event of there being no quorum at the commencement of an EGM, the meeting shall be adjourned for half-an-hour and should the number then present be insufficient to form a quorum, the EGM shall be dissolved.

17 VOTING AT GENERAL MEETINGS

- 17.1 Only authorised delegates of Ordinary Members who are above the age of twenty-one (21) shall be eligible to vote at General Meetings and for the election of Board Members.
- 17.2 Each Ordinary Member shall have one vote regardless of the number of its authorised delegates at General Meetings. A Board Member shall have no voting rights at General Meetings unless he is an authorised delegate of an Ordinary Member.
- 17.3 Subject to this Constitution, voting at General Meetings shall be by ballot, show of hands or any other means determined by the Board, and the result declared by the Chairman of the General Meeting shall be final.
- 17.4 Voting by proxy is not allowed at all General Meetings.
- 17.5 All resolutions, with the exception of special resolutions, shall be approved by a simple majority (i.e. more than half of the member present and entitled to vote). All special resolutions shall be approved by at least two-thirds (2/3) of the members present and entitled to vote.

18 GOVERNING BOARD

- 18.1 The SCF shall be governed by a Board between AGMs. The Board shall have all the powers necessary to manage the affairs of the SCF other than those matters reserved for the AGM's approval.
- 18.2 The Board shall have nine (9) Elected Board Members, one (1) Athlete Commission Chairman, and not less than three (3) and not more than five (5) Appointed Board Members.

18.3 More than half of the Board shall be comprised of Singapore citizens.

19 NOMINATION AND ELECTION

19.1 All nominations for the Board election must reach the SCF's registered address at least seven (7) days before the AGM, and any nominations received thereafter shall be invalid.

19.2 All nominations shall be submitted in writing via prescribed forms and along with the required supporting documents as may be determined by the Board.

19.3 All nominations must be proposed with the authority of the Chairman or Secretary (or posts equivalent thereto) of an Ordinary Member.

19.4 Nomination forms shall include a declaration by the nominee of any personal or business interest that may be of concern to the SCF or its members.

19.5 Nominated candidates must fulfil all the eligibility conditions in Articles 21 (Board Members) and 22 (Elected Board Members) respectively.

19.6 The voting eligibility of Ordinary Members, their authorised delegates and the nominated candidates for the Board election shall be verified and confirmed by a panel comprising two (2) or more Independent Members from the Board.

19.7 The list of eligible nominees shall be published in the SCF's official website and emailed to all Members at least five (5) days before the AGM where the election is to be held.

19.8 The election shall be conducted or supervised by an Independent Board Member.

19.9 Election will be by secret ballot and the result shall be based on a simple majority of the votes cast.

19.10 Any tie in votes that affects the outcome of the election shall be resolved through a subsequent round(s) of voting. If the tie involves more than two (2) candidates, the candidate with the lowest number of votes shall be eliminated after each round.

19.11 If a tie persists after two (2) successive rounds of voting involving the same candidates, the Chairman who is presiding over the election shall decide to either exercise a casting vote, where the Chairman had been so empowered by the Ordinary Members, or draw lots to resolve the tie.

19.12 The counting of the votes shall be overseen and verified by two (2) or more scrutineers from the Ordinary Members present at the AGM who are not contesting the election and/or the representatives from the SCF's auditors and/or legal advisers who are present at the AGM.

20 OFFICE BEARERS

20.1 The Board shall, following an AGM where an election for Board membership is held or whenever a vacancy arises and subject to this Article, elect from among themselves the office bearers of the Board, who will be the President, four Vice Presidents, Honorary Secretary, Assistant Honorary Secretary, Honorary Treasurer and Assistant Honorary Treasurer.

20.2 The office bearers shall be Elected Board Members who are Singapore citizens, and shall be elected only by the Elected Board Members.

20.3 The Honorary Treasurer should preferably have a recognised accounting qualification and / or appropriate practical experience.

20.4 The President should have served and made positive contributions to the sport of Canoeing and/or the SCF as an ex-athlete, official or elected Board Member, or should be a prominent individual of good standing within the sport and / or community.

21 BOARD MEMBERS

21.1 Board Members shall at least be twenty-one (21) years of age and shall be Singapore citizens or Permanent Residents.

21.2 Board Members shall not be Individuals who are disqualified from serving on the Board of charities or companies pursuant to the Charities Act 1994 and Companies Act 1967 or have past convictions for offences for which a criminal record cannot be spent pursuant to the Registration of Criminals Act 1949 (Third Schedule).

21.3 Board Members shall not be serving a suspension or ban from the ICF or other regulatory authority.

21.4 Board Members shall be persons of good character with the relevant experience and credentials.

21.5 Board Members shall neither be a paid employee of the SCF nor have a family member who is a paid employee of the SCF.

21.6 No more than three (3) of the Board Members shall be family members, and such relationships must be declared upfront in the nomination and before the Board election.

21.7 Any change of Board Members shall be notified to the Registrar of Societies and the Commissioner of Charities within two (2) weeks of the change.

22 ELECTED BOARD MEMBERS

22.1 An Elected Board Member shall be an authorised delegate or representative of an Ordinary Member who is duly elected by the voting members at an AGM.

22.2 Elected Board Members shall act in the best interest of the SCF and not do anything to bring the SCF into disrepute.

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 for the vacated position.

22.4 Where more than half of the Elected Board Member positions become vacant, the Board shall convene a General Meeting (EGM or AGM), within two (2) months from the positions becoming vacant, in order to elect the replacements for the remaining period of office.

23 APPOINTED BOARD MEMBERS

23.1 The Elected Board Members will appoint not less than three (3) and not more than five (5) other Board members to ensure an appropriate balance and diversity of skills, 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 The majority of Appointed Board Members shall be independent who do not have any association with the SCF's Affiliates, including as members or otherwise, and who do not have any vested interest in the affairs or business of the SCF.
- 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 for the vacated position.
- 23.5 The Board shall have the power to remove an Appointed Board Member before the expiration of his term of office and may appoint another person in his stead for the remaining term of his office.

24 BOARD TENURE

- 24.1 The term of office of Elected Board Members shall be two (2) years.
- 24.2 The term of office of Appointed Board Members shall be up to two (2) years.
- 24.3 Counting from the year 2019, Board Members may serve a maximum tenure of eight (8) consecutive years on the Board and, upon reaching this tenure limit, shall only be eligible for re-election or re-appointment to the Board after a lapse of at least two (2) years.
- 24.4 A Board Member may only hold the office of Treasurer for a maximum of four (4) consecutive years and may only be considered for re-appointment as a Treasurer after a lapse of at least two (2) years.

25 BOARD ROLE AND POWERS

- 25.1 The role and powers of the Board shall be as follows:
- 25.1.1 Control the finance and day-to-day operations and affairs of the SCF and in doing so provide stewardship and trusteeship on behalf of members and be responsible for ensuring that the SCF remains viable and effective in the present and for the future.
- 25.1.2 Provide strategic leadership, set objectives, and ensure that the necessary plans, policies, programmes and resources are in place for the SCF to meet its objectives.
- 25.1.3 Ensure all legal and statutory obligations are met and all constitutional and governance requirements are complied with.
- 25.1.4 Establish a framework of prudent and effective controls which enables risk to be assessed and managed, including safeguarding of the SCF's assets and the public funds it receives.
- 25.1.5 Appoint and approve various classes of competitors and officials in connection with Canoeing, including but not limited to the selection of National Canoe Athletes and team managers accompanying National Canoe Athletes.

- 25.1.6 Set the SCF's values and standards and ensure that obligations to members and other stakeholders are understood and met, and address all disciplinary issues that arise, including disciplinary issues that arise in relation to National Canoe Athletes.
- 25.1.7 Be responsible for the appointment of the CEO and other staff of the SCF, including the National Coaches, and provide them with clearly documented roles, responsibilities and accountabilities.
- 25.1.8 To appoint the Chairman and members of the various disciplines.
- 25.1.9 Review management and Board performance periodically.
- 25.1.10 Manage conflict of interest and take appropriate measures to ensure that the SCF is protected against any personal or business interests of Board members and employees of the SCF.
- 25.1.11 Identify and sufficiently engage the key stakeholder groups of the SCF and seek their views and feedback on the SCF's strategies and policies.
- 25.1.12 Consider financial sustainability, social issues and environmental factors as part of its strategy and policy formulation.
- 25.1.13 Raise funds for the SCF and approve any expenditure from the funds and / or reserves of the SCF for the SCF's activities, subject to clause 25.1.14.
- 25.1.14 Decisions that involve the acquisition and disposal of immovable properties or assets, and expenditures above \$0.25M – excluding the utilisation of grants, donations and sponsorships meant for specified purposes – should be approved at a General Meeting by a special resolution.
- 25.1.15 Ensure that the laws of competition laid down by the ICF and the SCF are enforced in all Canoeing competitions organised or endorsed by the SCF.
- 25.1.16 To receive reports from its various committees.

26 DUTIES OF OFFICE BEARERS

- 26.1 The President shall chair all General and Board meetings. The President, together with the Vice Presidents and Secretary, shall also represent the SCF in all matters with outside persons.
- 26.2 The Vice Presidents shall assist the President and one of the Vice Presidents shall deputise for the President in his absence.
- 26.3 The Honorary Secretary shall ensure that all records of the SCF, except financial, are kept safely and shall be responsible for their correctness. He shall ensure that the minutes of all General and Board meetings are recorded correctly. He shall ensure that an up-to-date Register of Members is maintained at all times. He shall receive copies of all minutes of Board Committee meetings and copies of all notices sent out to Affiliates or to organisations or persons outside the SCF, in the name of the SCF, its Board Committees or its agents.

- 26.4 The Assistant Honorary Secretary shall assist the Honorary Secretary and shall deputise for the Honorary Secretary in his absence.
- 26.5 The Honorary Treasurer shall:
- 26.5.1 Be responsible for the funds of the SCF, which are to be kept in a designated bank account in the name of the SCF, and to collect and disburse all monies on behalf of the SCF.
 - 26.5.2 Keep an account of all monetary transactions and shall be responsible for their accuracy and contemporaneity.
 - 26.5.3 Report on the financial status of the SCF at Board meetings and present audited financial reports at AGMs.
- 26.4.4 Not hold office in the Audit Committee.
- 26.6 The Assistant Honorary Treasurer shall assist the Honorary Treasurer and shall deputise for the Honorary Treasurer in his absence. The Assistant Honorary Treasurer shall not hold office in the Audit Committee.
- 26.7 All cheques, electronic or online payments for withdrawals from the bank shall be co-signed by the Honorary Treasurer or Assistant Honorary Treasurer, and either the President or the Honorary Secretary appointed by the Board for this purpose.
- 26.8 All other Board Members shall assist in the management of the SCF and perform duties assigned by the Board from time to time.

27 BOARD MEETINGS

- 27.1 A Board Meeting shall be held at least once every two (2) months after giving at least seven (7) days' notice to 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 withdrawn from the Board.
- 27.3 At least half of the Board Members must be present to form a quorum and for the meeting proceedings to be valid. This will 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 members shall have one (1) vote each at Board meetings.
- 27.5 Board Members who are not present at a meeting may write in prior to the meeting or call in during the meeting to vote on resolutions or required decisions circulated prior to the meeting.
- 27.6 The Chairman of the Board meeting shall have a casting vote (i.e. second vote) in the event of a tie in the votes.

27.7 Deliberations at all meetings and decisions taken must be documented in writing.

28 CIRCULAR RESOLUTIONS

28.1 The Board may by a circular resolution decide on any matters of the SCF as stated within its powers under this Constitution. Such circular resolutions shall be as effective as a resolution passed at a Board meeting duly convened and held.

28.2 The Honorary Secretary or CEO shall circulate such resolutions for the Board Members' approval upon the request by any of the Board Member who shall have a seconder for the same.

28.3 The circulation of such resolution(s) shall be relayed to Board Members by any acceptable means of communication adopted by the Board, including via email.

28.4 A circular resolution shall be carried upon acceptance by a simple majority of members from the Board and shall be tabled and ratified at the following Board meeting.

29 BOARD COMMITTEES

29.1 The Board may appoint Board Committees comprised of SCF members and/or independent experts to assist the Board in the management and administration of the SCF.

29.2 The Board may delegate to such Board Committees such powers as it deems necessary and is to receive reports from these committees.

29.3 The Board shall minimally 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

29.4 The Audit Committee, Selections Committee, Appeals Committee and Disciplinary Committee shall comprise of at least three (3) persons appointed by the Board. Save for the Audit Committee, each of these Board Committees shall have no more than two-thirds (2/3) of its members from the Board. The Audit Committee shall be comprised entirely of independent persons who are not part of the Board or are registered members of the SCF's Affiliates and who do not have any vested interest in the affairs or business of the SCF; the Audit Committee will review objectively the effectiveness of the SCF's internal and financial control systems.

30 ATHLETES' COMMISSION

30.1 The SCF shall establish an Athletes' Commission ("AC") with a view to providing a process to promote open communication between the SCF and its athletes.

30.2 The AC shall comprise of no more than five (5) elected members, who are either past or present National Canoe Athletes, including the Chairman who must be a former National Canoe Athlete.

- 30.3 The Chairman and members of the AC shall be elected by National Canoe Athletes who have represented Singapore in international Canoeing competitions within the past twenty-four (24) months.
- 30.4 The term of office of the AC members and their term limits, if any, shall follow that of the Board.
- 30.5 The Chairman of the AC shall be appointed as a Board Member with voting rights and shall represent the AC in the Board until the expiry of his term as Chairman of the AC.

31 ADVISORS AND PATRONS

- 31.1 The Board may appoint Advisors and/or Patrons who may or may not be a Member of the SCF to advise the Board in such matters as and when the Board deems necessary. Such appointment shall be for a period of two (2) years from the date of the latest AGM and can be renewed.
- 31.2 The Advisors and Patrons so appointed shall have no voting rights in the Board.
- 31.3 Patrons may be invited by the President and/or the Board to chair a General Meeting of the SCF in which case the Patron shall have no voting rights.

32 CHIEF EXECUTIVE OFFICER

- 32.1 The Board may appoint a CEO or an equivalent to lead the SCF's management and secretariat staff.
- 32.2 The CEO shall hold office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, determined by the Board.
- 32.3 The exercise of the CEO's powers and authorities, 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 will be to implement the strategies, plans and policies approved by the Board and to be responsible for the management and direction of the SCF and its finances.
- 32.5 The CEO shall attend all meetings of the SCF including General Meetings and Board meetings, subject to a determination otherwise by the Board. The CEO shall not have a vote at these meetings but may speak on any matters where required.
- 32.6 Subject to the terms and conditions of the appointment, the Board may suspend or remove the CEO from that office.

33 AUDIT AND FINANCIAL YEAR

- 33.1 A firm of Public Accountants and Chartered Accountants shall be appointed as auditors at each AGM for the next financial year and shall be eligible for reappointment.
- 33.2 The auditor shall be changed at least once every five (5) years, whether to another auditor from the same auditing firm or company or to another auditor from a different auditing firm or company.
- 33.3 The auditors may be required by the President to audit the SCF's accounts for any period within their tenure of office at any date and make a report to the Board.

33.4 The auditors will be required to audit each financial year's accounts as soon as practicable after the end of the financial year and present a report upon them to the AGM.

33.5 The SCF's financial year shall be from 1st April of each year to 31st March the following year.

34 POLICIES AND BY-LAWS

34.1 The Board shall have the power to approve, create, alter or revoke by-laws, policies, regulations, procedures and practices in relation to the management and administration of the SCF as it deems fit.

34.2 Such by-laws, policies, regulations, procedures and practices from time to time in force shall not be inconsistent with the provisions of this Constitution.

34.3 If there is inconsistency, the provisions of the Constitution shall prevail, and that by-law, policy, regulation, procedure or practice shall to the extent of the inconsistency be void.

34.4 When in force, such by-laws, policies, regulations, procedures and practices shall be binding on all Members and has the same effect as a provision in this Constitution.

35 CONFLICT OF INTEREST

35.1 Board members shall act in the best interests of the SCF, and the Board shall set clear policies, procedures and take appropriate measures to declare, prevent and address any conflict of interest that may arise.

35.2 Whenever a member of the Board is in any way, directly or indirectly, has an interest in a transaction or project or other matter to be discussed at a meeting, the member shall disclose the nature of his interest before the discussion on the matter begins. The Board Member concerned shall then offer to withdraw and leave the meeting and not participate in the discussion or vote on the matter. The Board shall decide if this should be accepted.

36 ANTI-DOPING & PREVENTION OF COMPETITION MANIPULATION

36.1 The SCF shall recognise 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 the SCF 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.

37 SAFE SPORT

37.1 The SCF shall be committed to ensuring the safety and wellbeing of Canoe athletes and practitioners in Singapore and shall take all necessary measures to protect them from all forms of harassment and abuse.

37.2 All Affiliates, members, athletes, participants, staff and other individuals, who are subject to the jurisdiction of the SCF 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 **DISPUTE RESOLUTION**

38.1 Any dispute arising amongst Members or between any Member and the SCF shall be resolved in accordance with the Framework for Alternative Dispute Resolution for Sports (ADR Sports) or other dispute resolution framework jointly administered for the time being by Sport Singapore, the Singapore Mediation Centre and the Singapore Institute of Arbitrators.

39 **PRESS RELEASE**

39.1 Only the Board or its delegate(s) shall be entitled to give press releases relating to matters concerning the SCF.

40 **TRUSTEES**

40.1 If the SCF at any time acquires any immovable property, such property shall be vested in trustees subject to a declaration of trust.

40.2 The trustees of the SCF shall:

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 of members.

40.2.3 Not effect any sale or mortgage of property without the prior approval of the General Meeting of members.

40.3 The office of the trustee shall be vacated:

40.3.1 If the trustee dies or becomes of unsound mind.

40.3.2 If he is absent from the Republic of Singapore for a period of more than one (1) year.

40.3.3 If he is guilty of misconduct of such a kind as to render it undesirable that he continues as a trustee.

40.3.4 If he submits notice of resignation from his trusteeship.

40.4 Notice of any proposal to remove a trustee from his trusteeship or to appoint a new trustee to fill a vacancy must be given by posting it on the SCF's notice board and / or on the SCF's website at least two (2) weeks before the General Meeting at which the proposal is to be discussed. The result of such General Meeting shall then be notified to the Commissioner of Charities.

40.5 The address of each immovable property, name of each trustee and any subsequent change must be notified to the Commissioner of Charities.

41 VISITORS AND GUESTS

41.1 Visitors and guests may be admitted into the premises of the SCF but they shall not be admitted into the privileges of the SCF. All visitors and guests shall abide by the SCF's rules and regulations.

42 PROHIBITIONS

42.1 The funds of the SCF shall not be used to pay the fines of members who have been convicted in court of law.

42.2 The SCF 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.

42.3 The SCF shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.

42.4 The SCF 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 CESSATION OF CHARITY STATUS

43.1 In the event that the SCF ceases to be a registered charity under the Charities Act 1994, all debts, liabilities legally incurred on behalf of the SCF shall be fully discharged, and the remaining funds will be donated to charitable organisation(s), or Institution(s) of a Public Character, when the SCF 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 the SCF may determine at the General Meeting.

44 DISSOLUTION

44.1 The SCF 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 and who are residents in Singapore.

44.2 In the event of the SCF being dissolved as provided above, all debts and liabilities legally incurred on behalf of the SCF shall be fully discharged, and the remaining funds will be donated to charitable organisation(s), or Institution(s) of a Public Character, when the SCF 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 the SCF may determine at the General Meeting.

44.3 A Certificate of Dissolution shall be given within seven (7) days of the dissolution to the Registrar of Societies and the Commissioner of Charities.

45 AMENDMENTS TO CONSTITUTION

45.1 No alterations, amendments or additions/deletions to this Constitution shall be made except at a General Meeting and by a special resolution.

45.2 Such alterations, amendments or additions/deletions shall only take effect after the approval from the Registrar of Societies and the Commissioner of Charities has been received.

45.3 Any Member who intends to table a proposal to amend the Constitution shall notify the Board in writing at least fourteen (14) days before the General Meeting together with a copy of the proposed amendments.

46 **MATTERS NOT PROVIDED FOR**

46.1 In all matters not provided for in this Constitution or doubts on the proper interpretation of the Articles in this Constitution, the decision of the Board shall be final unless it is reversed at a General Meeting of members.