

FOR STF EOGM APPROVAL



# **Singapore Taekwondo Federation**

## **Proposed Constitution**

(9 November 2019)

# Table of Contents

1. NAME .....	1
2. DEFINITIONS.....	1
3. PLACE OF BUSINESS .....	3
4. AFFILIATION .....	3
5. AUTHORITY .....	3
6. OBJECTS.....	3
7. MEMBERSHIP .....	3
8. FULL MEMBERS .....	4
9. ASSOCIATE MEMBERS .....	4
10. APPLICATION FOR MEMBERSHIP .....	4
11. MEMBERSHIP FEES .....	5
12. ANNUAL GENERAL MEETING.....	5
13. EXTRAORDINARY GENERAL MEETING .....	6
14. ATTENDANCE AND QUORUM FOR GENERAL MEETINGS .....	6
15. VOTING AT GENERAL MEETINGS.....	7
16. BOARD.....	7
17. NOMINATION AND ELECTION .....	7
18. KEY OFFICE BEARERS.....	8
19. BOARD MEMBERS.....	8
20. ELECTED BOARD MEMBERS.....	9
21. APPOINTED BOARD MEMBERS .....	9
22. BOARD TENURE.....	9
23. BOARD ROLE AND POWERS .....	9
24. DUTIES OF OFFICE BEARERS .....	10
25. BOARD MEETINGS .....	11
26. CIRCULAR RESOLUTIONS .....	11
27. BOARD COMMITTEES .....	12
28. ATHLETES COMMISSION.....	12
29. ADVISORS AND PATRONS.....	13
30. CHIEF EXECUTIVE OFFICER.....	13
31. AUDIT AND FINANCIAL YEAR.....	13
32. POLICIES AND BY-LAWS.....	14
33. CONFLICT OF INTEREST .....	14
34. ANTI-DOPING .....	14

35. <b>BETTING</b> .....	14
36. <b>DISPUTE RESOLUTION</b> .....	14
37. <b>PRESS RELEASE</b> .....	14
38. <b>TRUSTEE</b> .....	15
39. <b>FOREIGN PARTICIPATION</b> .....	15
40. <b>VISITORS AND GUESTS</b> .....	16
41. <b>PROHIBITIONS</b> .....	16
42. <b>CESSATION OF CHARITY STATUS</b> .....	16
43. <b>DISSOLUTION</b> .....	16
44. <b>AMENDMENTS TO CONSTITUTION</b> .....	17
45. <b>MATTERS NOT PROVIDED FOR</b> .....	17

1 **NAME**

- 1.1 The association shall be known as the “SINGAPORE TAEKWONDO FEDERATION” (hereinafter referred to as “STF”) and will also otherwise be known as “SINGAPORE TAEKWONDO” or “STKD” for the purpose of branding and marketing.

2 **DEFINITIONS**

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

- 2.2 In this Constitution unless the context requires otherwise:

- 2.2.1 “Advisor” means an advisor to STF appointed in accordance with Article 29.
- 2.2.2 “Affiliate Member” means a Full Member or Associate Member admitted to STF in accordance with Articles 8 and 9 respectively.
- 2.2.3 “AGM” means the Annual General Meeting of STF members required to be held by STF in each calendar year.
- 2.2.4 “Appointed Board Member” means an STF Board Member appointed under Article 21.
- 2.2.5 “Associate Member” means an entity admitted as a non-voting member of STF in accordance with Article 9.
- 2.2.6 “Authorised Delegate” means a person authorised by a Full Member to attend a General Meeting of STF and to speak and vote on its behalf at such meetings.
- 2.2.7 “Authorised Representative” means a person appointed by an Associate Member to attend a General Meeting of STF.
- 2.2.8 “Board” means the body consisting of Elected and Appointed Board Members that governs STF
- 2.2.9 “Board Committee” means a committee established under Article 27.
- 2.2.10 “Board Member” means a member of the STF Board and includes Elected Board Members and Appointed Board Members.
- 2.2.11 “Board Members” means all or some of the Board Members of STF acting as a board.
- 2.2.12 “By-law” means a by-law made under Article 32.
- 2.2.13 “CEO” means a person appointed as Chief Executive Officer or their equivalent by the Board according to the powers conferred on them by Article 30.
- 2.2.14 “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.
- 2.2.15 “Discipline” means a Taekwondo sport programme defined by World Taekwondo (WT) and accepted by STF as a program under its jurisdiction.

- 2.2.16 “Elected Board Member” means an STF Board Member elected under Article 20.
- 2.2.17 “EGM” means an Extraordinary General Meeting of STF members called in accordance with Article 13.
- 2.2.18 “Family Members” means a person’s child, sibling, parent, spouse, spouse’s parent, spouse’s sibling, grandparent, or grandchild.
- 2.2.19 “Full Member” means an entity admitted as a voting member of STF in accordance with Article 8.
- 2.2.20 “General Meeting” means a general meeting of STF Members and includes the AGM and EGM.
- 2.2.21 “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 Singapore.
- 2.2.22 “Independent Member” means an Appointed Board Member who is defined as being independent under Article 21.3.
- 2.2.23 “Key Office Bearer” means a person who holds the position of President, Deputy President, Secretary General, Treasurer or any other key appointment in the STF Board.
- 2.2.24 “Member” means a member of STF in accordance with Article 7.
- 2.2.25 “Objects” means the objects of STF set out in Article 6.
- 2.2.26 “Ordinary Resolution” means a resolution that must be passed by a simple majority (i.e. more than half) of the members present at a General Meeting who are entitled to vote in accordance with this Constitution.
- 2.2.27 “Patron” means a patron of STF appointed in accordance with Article 29.
- 2.2.28 “Policy” means a policy made under Article 32.
- 2.2.29 “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.
- 2.2.30 “STF” means Singapore Taekwondo Federation.
- 2.2.31 “Taekwondo” means the sport of Taekwondo, including all the disciplines.
- 2.2.32 “Taekwondo Events” means competitions, championships, demonstrations, exhibitions and any other events relating to Taekwondo.
- 2.2.33 “Trustee” means a Trustee of STF appointed in accordance with Article 38.
- 2.2.34 “Voting Members” means all Full Members eligible to vote at a General Meeting.

### **3 PLACE OF BUSINESS**

- 3.1 The place of business of STF shall be at 35 Joo Chiat Place, Singapore 427759 or such other place as may from time to time be decided by the Board, subject to the approval of the Registrar of Societies. STF 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 STF shall be affiliated to World Taekwondo (hereinafter referred to as "WT"), the Singapore National Olympic Council (hereinafter referred to as "SNOC"), and such other recognised bodies as the Board may deem necessary.

### **5 AUTHORITY**

- 5.1 STF shall strive for government and public recognition as the national governing body and authority for the sport of Taekwondo in Singapore by virtue of STF's affiliation to WT and SNOC, and through endeavours that further the Objects of STF.

### **6 OBJECTS**

- 6.1 The Objects of STF shall be as follows:

- 6.1.1 Promote, develop and increase participation for the sport of Taekwondo in Singapore.
- 6.1.2 Promote physical activity for health and wellness, foster community engagement and bonding for social inclusiveness and integration, and inspire the Singapore Spirit through the sport of Taekwondo.
- 6.1.3 Unify, co-ordinate, sanction and organise Taekwondo activities in Singapore, including national and international Taekwondo tournaments, demonstrations and gradings.
- 6.1.4 Raise the competitive standards of Taekwondo athletes in Singapore for sustainable elite level performance at international competitions and multi-sport major games.
- 6.1.5 Provide sport pathways and opportunities for the progression and advancement of Taekwondo practitioners, coaches and technical officials in Singapore.
- 6.1.6 Raise the technical capability of Taekwondo coaches and technical officials in Singapore.
- 6.1.7 Do all things complementary or incidental to attain the aforesaid objects in Articles 6.1.1 to 6.1.6.

### **7 MEMBERSHIP**

- 7.1 STF's membership shall consist of Full Members and Associate Members, who will collectively be referred to as STF Affiliates.
- 7.2 The list of the approved and most current STF Affiliates shall be posted on STF's official website.

## **8 FULL MEMBERS**

- 8.1 Full Members shall be entities registered in Singapore with the Registry of Societies (ROS) or the Accounting and Corporate Regulatory Authority (ACRA), Institutions of Higher Learning (IHLs), Government Agencies and Statutory Boards that are willing to observe the rules and regulations of STF.
- 8.2 Full Members shall be involved in the promotion, training and / or development of Taekwondo in Singapore.
- 8.3 Full Members shall have participated in the competitions, programs, courses and gradings organised by STF within the last 12 months.
- 8.4 Full Members shall have registered an average of at least thirty (30) participants for the last four (4) gradings conducted by STF prior to being approved or renewed as a Full Member.
- 8.5 More than two-thirds (2/3) of the members, shareholders and / or the management of a Full Member shall be Singapore citizens.
- 8.6 Full Members shall have full voting rights at STF's General Meetings and for the election of members to the STF Board.
- 8.7 Full Members shall be approved by a special resolution with the consent of at least two-thirds (2/3) of the voting members present at an AGM, and shall be eligible to vote immediately thereafter at the AGM.
- 8.8 Existing voting members prior to the adoption of this constitution shall have eighteen (18) months, from the date STF's adoption of this constitution is approved by ROS, to fully meet the requirements in Articles 8.1 to 8.5 above.
- 8.9 Full Members may only be removed as a member of STF by a special resolution with the consent of at least two-thirds (2/3) of the voting members present at an AGM unless for the reason stated in Article 11.3.

## **9 ASSOCIATE MEMBERS**

- 9.1 Associate Members shall be organisations, clubs, institutions, schools, academies and Taekwondo teams that are willing to observe the rules and regulations of STF but are not eligible for Full Membership.
- 9.2 Associate Members shall have no voting rights.
- 9.3 All Associate Membership shall be approved by the Board.

## **10 APPLICATION FOR MEMBERSHIP**

- 10.1 All membership applications shall be submitted to the Secretary General as prescribed by STF.
- 10.2 Application for membership may be rejected on any of the following grounds:
  - 10.2.1 The applicant does not satisfy all the relevant membership criteria set out in the relevant membership category in this Constitution.

- 10.2.2 The applicant has been convicted of an offence involving moral turpitude, declared a bankrupt, wound up or dissolved.
- 10.2.3 Where accepting the applicant would in the Board's absolute discretion be deemed prejudicial to the interest of STF as a whole.

## 11 **MEMBERSHIP FEES**

- 11.1 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 1<sup>st</sup> June of each year.
- 11.2 The Board may suspend members who have membership renewal fee arrears of one (1) month or more. Suspended members shall not be entitled to any of the rights and privileges of membership including voting rights at General Meetings.
- 11.3 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.
- 11.4 The list of suspended and terminated Affiliates shall be posted on STF's official website along with the effective date of their suspension or termination.
- 11.5 The income and property of STF whensoever derived shall be applied towards the promotion of the objects of STF 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 STF or to any of them or to any person claiming through any of them.

## 12 **ANNUAL GENERAL MEETING**

- 12.1 The supreme authority of STF is vested in a General Meeting of the members. The Annual General Meeting (AGM) shall be held not later than 30 September each year.
- 12.2 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 STF's official website. The AGM may be postponed to a later date if no more than one-third (1/3) of the Full Members raise any objections in writing to STF within seven days from the date of this notification.
- 12.3 At least twenty-one (21) days' notice shall be provided to Affiliates, through email or on STF's official website, specifying the place, date and time of the AGM.
- 12.4 Full Members who wish to table a resolution for the General Meeting's approval must notify the Secretary General in writing at least fourteen (14) days before the date of the AGM.
- 12.5 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 seven (7) days before the date of the AGM.
- 12.6 The business to be transacted at the AGM shall be:



- 12.6.1 To approve the annual report and the previous financial year's audited financial statements.
  - 12.6.2 To approve any resolutions tabled by Full Members in accordance with Article 12.4 or by the Board.
  - 12.6.3 Where applicable, to appoint auditors for the ensuing term.
  - 12.6.4 Where applicable, to approve or remove Full Members.
  - 12.6.5 Where applicable, to approve the list of nominations received and to hold the election for Board Members.
- 12.7 No business other than that stated in the notice and agenda for the AGM shall be transacted at a General Meeting.

### 13 **EXTRAORDINARY GENERAL MEETING**

- 13.1 An Extraordinary General Meeting (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 Full Members on STF's membership register. Such requisition shall state the business that is to be transacted at the requested EGM.
- 13.2 The Board shall convene the EGM within one (1) month of receiving the requisition. Full 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 Full Members.
- 13.3 At least fourteen (14) days' notice shall be provided to Affiliates, through email or on STF's official website, specifying the place, date and time of the EGM along with the resolutions to be passed at the meeting.

### 14 **ATTENDANCE AND QUORUM FOR GENERAL MEETINGS**

- 14.1 The names of the authorised delegates of Full Members and the authorised representatives of Associate Members shall be notified to the Secretary General at least two (2) days before the date specified for the General Meeting.
- 14.2 Only authorised delegates, authorised representatives and incumbent Board Members shall be eligible to attend General Meetings.
- 14.3 The Board may also invite various others including STF's auditors, legal advisers and observers from STF'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.
- 14.4 At least a quarter (1/4) of the voting members (i.e. Full Members) or thirty (30) voting members, whichever is the lesser, present at a General Meeting shall form a quorum.
- 14.5 In the event of there being no quorum at the commencement of a General Meeting, the meeting shall be adjourned for half-an-hour and should the number then present be insufficient to form a

quorum, those present shall be considered a quorum, but they shall have no power to amend or make addition to the existing Constitution.

## 15 VOTING AT GENERAL MEETINGS

- 15.1 Only authorised delegates of Full Members who are above the age of twenty-one (21) years shall be eligible to vote at General Meetings and for the election of Board Members.
- 15.2 Each authorised delegate of a Full Member shall have one vote. Board Members shall have no voting rights at General Meetings unless he is an authorised delegate of a Full Member.
- 15.3 Voting by proxy is not allowed at all General Meetings.
- 15.4 All resolutions, with the exception of special resolutions, shall be approved by a simple majority (i.e. more than half) of the votes cast. All special resolutions shall be approved by at least two-thirds (2/3) of the votes cast.

## 16 BOARD

- 16.1 STF shall be governed by a Board between Annual General Meetings. The Board shall have all the powers necessary to manage the affairs of STF other than those matters reserved for the General Meeting's approval.
- 16.2 The Board shall have a total of thirteen (13) members, and shall comprise of nine (9) elected board members, an Athlete Commission Chairman, and three (3) appointed board members.
- 16.3 More than two-thirds (2/3) of the Board shall be comprised of Singapore citizens.

## 17 NOMINATION AND ELECTION

- 17.1 All nominations for the Board election must reach the STF office at least seven (7) days before the AGM, and any nominations received thereafter shall be invalid.
- 17.2 All nominations shall be submitted in prescribed forms and along with the required supporting documents as may be determined by the Board.
- 17.3 All nominations must be proposed by a Full Member and seconded by another Full Member.
- 17.4 Nomination forms shall include a declaration by the nominee of any personal or business interest that may be of concern to STF or its members.
- 17.5 Nominated candidates must fulfil all the eligibility conditions in the sub-articles of Articles 19 (Board Members) and 20 (Elected Board Members) respectively.
- 17.6 The voting eligibility of Full Members, their authorized 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.
- 17.7 The list of eligible nominees shall be published in STF's official website and/or emailed to all Full Members at least five (5) days before the AGM where the election is to be held.
- 17.8 The election shall be conducted by an independent member of the Board.

- 17.9 Election will be by secret ballot and the result shall be based on a simple majority of the votes cast.
- 17.10 Any tie in votes that affects the outcome of the election shall be decided by a subsequent round(s) of voting until the tie is resolved.
- 17.11 Where the tie in votes involves more than two (2) candidates, the candidate(s) with the lower vote(s) in the subsequent round(s) of voting shall be eliminated before the next round of voting for the remaining candidates with the highest and equal number of votes.
- 17.12 The counting of the votes shall be overseen and verified by two (2) or more scrutineers from the members present at the AGM who are not contesting the election and/or the representatives from STF's auditors and/or legal advisers who are present at the AGM.

## 18 **KEY OFFICE BEARERS**

- 18.1 The Board shall elect from among themselves key office bearers, who will minimally be the President, Deputy President, Secretary General, Treasurer and Assistant Treasurer following an AGM where an election is held or whenever a vacancy arises.
- 18.2 The President, Deputy President and Secretary General shall be Elected Board Members who are Singapore citizens, and shall be elected by the Elected Board Members at the first Board Meeting following an AGM.
- 18.3 The Treasurer should preferably have a recognized accounting qualification and / or appropriate practical experience.
- 18.4 The President should have served and made positive contributions to the sport of Taekwondo and / or STF as an ex-athlete, official or Board member, or should be a prominent individual of good standing within the sport and / or business community.

## 19 **BOARD MEMBERS**

- 19.1 Board members shall at least be twenty-one (21) years of age and shall be Singapore citizens or Permanent Residents.
- 19.2 Board members shall not be undischarged bankrupts or have criminal convictions.
- 19.3 Board members shall not be serving a suspension or ban from WT or other regulatory authority.
- 19.4 Board members shall be persons of exemplary character with the relevant experience and credentials.
- 19.5 Board members shall neither be a paid employee of STF nor have a family member who is a paid employee of STF.
- 19.6 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.
- 19.7 Any change of Board members shall be notified to STF Affiliates, the Registrar of Societies and the Commissioner of Charities within two (2) weeks of the change.

## 20 ELECTED BOARD MEMBERS

- 20.1 An Elected Board Member shall be an authorised delegate of a Full Member or an authorised representative of an Associate Member who is duly elected by the voting members at an AGM.
- 20.2 Elected Board Members shall act in the best interest of STF, and not as a representative and in the interest of the Affiliate member they belong to.
- 20.3 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.

## 21 APPOINTED BOARD MEMBERS

- 21.1 Following a Board election, the Elected Board Members shall appoint three (3) other Board members to ensure an appropriate balance and diversity of skills, experience and gender within the Board.
- 21.2 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.
- 21.3 Appointed Board Members shall be independent members who are not registered members of the affiliates and who do not have any vested interest in the affairs or business of STF.
- 21.4 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.
- 21.5 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.

## 22 BOARD TENURE

- 22.1 The term of office of Elected Board members shall be four (4) years. However, at the first election following the adoption of this Constitution, five (5) of the Elected Board Members will be elected for a four (4) year term and four (4) of the Elected Board Members with the lowest votes will be elected for a two (2) year term of office to allow for staggered terms of office for Elected Board Members.
- 22.2 The term of office of Appointed Board Members shall be up to two (2) years.
- 22.3 Counting from the year 2017, 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.
- 22.4 A Board Member may only hold the appointment 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.

## 23 BOARD ROLE AND POWERS

- 23.1 The role and powers of the Board shall be as follows:

- 23.1.1 Provide stewardship and trusteeship on behalf of members and be responsible for ensuring that STF remains viable and effective in the present and for the future.
- 23.1.2 Provide strategic leadership, set objectives, and ensure that the necessary plans, policies, programs and resources are in place for STF to meet its objectives.
- 23.1.3 Ensure all legal and statutory obligations are met and all constitutional and governance requirements are complied with.
- 23.1.4 Establish a framework of prudent and effective controls which enables risk to be assessed and managed, including safeguarding of STF's assets and the public funds it receives.
- 23.1.5 Set STF's values and standards and ensure that obligations to members and other stakeholders are understood and met, and address all disciplinary issues that arise.
- 23.1.6 Be responsible for the appointment of the CEO and other senior management employees of STF and provide them with clear documented roles, responsibilities and accountabilities.
- 23.1.7 Review management and Board performance periodically.
- 23.1.8 Manage conflict of interest and take appropriate measures to ensure that STF is protected against any personal or business interests of Board members and employees of STF.
- 23.1.9 Identify and sufficiently engage the key stakeholder groups of STF and sought their views and feedback on STF's strategies and policies.
- 23.1.10 Consider financial sustainability, social issues and environmental factors as part of its strategy and policy formulation.
- 23.1.11 Raise funds for STF and approve expenditure from the funds and / or reserves of STF for STF's activities, subject to a maximum of \$500,000 per financial year.

## 24 **DUTIES OF OFFICE BEARERS**

- 24.1 The President shall chair all General and Board meetings. The President shall also represent STF in all matters with outside persons.
- 24.2 The Deputy President shall assist the President and deputise for him in his absence.
- 24.3 The Secretary General shall ensure that all records of STF, 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 also ensure that an up-to-date Register of Members is maintained at all times.
- 24.4 The Treasurer shall:
  - 24.4.1 Be responsible for the funds of STF.

- 24.4.2 Keep an account of all monetary transactions and shall be responsible for their correctness.
- 24.4.3 Report on the financial status of STF at Board meetings and present audited financial reports at AGMs.
- 24.4.4 Not hold office in the Audit Committee.
- 24.5 The Assistant Treasurer shall assist the Treasurer and shall deputise for the Treasurer in his absence, and shall not hold office in the Audit Committee.
- 24.6 All cheques, electronic or online payments for withdrawals from the bank shall be co-signed by the Treasurer or Assistant Treasurer, and either the President, the Deputy President or the Secretary General.
- 24.7 All other Board Members shall assist in the management of STF and perform duties assigned by the Board from time to time.

## 25 BOARD MEETINGS

- 25.1 A Board Meeting shall be held at least once every two (2) months after giving at least seven (7) days' notice to Board Members.
- 25.2 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.
- 25.3 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.
- 25.4 Voting at Board meetings shall be by show of hands unless the meeting decides otherwise by a majority vote for a secret ballot. Each Board member shall have one (1) vote.
- 25.5 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.
- 25.6 The Chairman of the meeting shall have a casting vote (i.e. second vote) in the event of a tie in the votes.

## 26 CIRCULAR RESOLUTIONS

- 26.1 The Board may by a circular resolution decide on any matters of STF 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.
- 26.2 The Secretary General or Chief Executive Officer 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.
- 26.3 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.

26.4 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.

## 27 BOARD COMMITTEES

27.1 The Board may appoint Board Committees comprised of STF members and/or independent experts to assist the Board in the management and administration of STF. The Board may delegate to such Board Committees such powers as it deems necessary.

27.2 The Board shall minimally appoint the following Board Committees with the appropriate terms of reference:

27.2.1 Audit Committee

27.2.2 Selections Committee

27.2.3 Appeals Committee

27.2.4 Disciplinary Committee

27.3 The Audit Committee, Selections Committee, Appeals Committee and Disciplinary Committee shall comprise of at least three (3) members appointed by the Board. Each of these four (4) Board Committees shall preferably be headed by an independent Board member and shall have no more than two-thirds (2/3) of its members from the Board.

27.4 The Board shall appoint the Chairman of each Board Committee and, unless specified otherwise in this Constitution, the Chairman shall nominate members of their respective Board Committees for the Board's approval.

27.5 Board Committee members should preferably have the appropriate expertise and competencies that are relevant to the committee, and need not be a Board member or Taekwondo practitioner.

27.6 The Chairman and members of each Board Committee shall be reappointed after every two (2) years.

## 28 ATHLETES COMMISSION

28.1 STF shall establish an Athletes Commission (AC) with the view to providing a process to promote open communication with the athletes.

28.2 The AC shall comprise of no more than five (5) elected members, who are either past or present national Taekwondo athletes, including the Chairman who must be a former National Taekwondo athlete.

28.3 The Chairman and members of the AC shall be elected by National athletes who have represented Singapore in international Taekwondo competitions within the past twenty-four (24) months.

28.4 The term of office of the AC members and their term limits, if any, shall follow that of the Board.

28.5 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.

29 **ADVISORS AND PATRONS**

- 29.1 The Board may appoint Advisors and/or Patrons to advise the Board in such matters as and when the Board deems necessary.
- 29.2 Advisors and Patrons shall be distinguished individuals who may or may not be a Member of STF (e.g. national, community or corporate leaders; senior officials from WT, SNOC or Sport Singapore).
- 29.3 The Advisors and Patrons so appointed shall have no voting rights in the Board.
- 29.4 An Advisor or Patron may be invited by the President and/or the Board to chair a General Meeting of STF in which case the Patron shall have no voting rights.

30 **CHIEF EXECUTIVE OFFICER**

- 30.1 The Board may appoint a Chief Executive Officer (CEO) or an equivalent to lead the STF management and secretariat staff.
- 30.2 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.
- 30.3 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.
- 30.4 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 STF and its finances.
- 30.5 The CEO shall attend all STF meetings including General Meetings, Board Meetings and Sub-Committee 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.
- 30.6 Subject to the terms and conditions of the appointment, the Board may suspend or remove the CEO from that office.

31 **AUDIT AND FINANCIAL YEAR**

- 31.1 A firm of Public Accountants and Chartered Accountants shall be appointed as auditors at each AGM for the next two (2) financial years and shall be eligible for reappointment.
- 31.2 The auditor shall be changed at least once every four (4) years, whether to another auditor from the same auditing firm or company or to another auditor from a different auditing firm or company.
- 31.3 The auditors may be required by the President to audit STF's accounts for any period within their tenure of office at any date and make a report to the Board.
- 31.4 The auditors will be required to audit each financial year's accounts and present a report upon them to the AGM.
- 31.5 STF's financial year shall be from 1<sup>st</sup> April of each year to 31<sup>st</sup> March the following year.



32 **POLICIES AND BY-LAWS**

- 32.1 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 STF as it deems fit.
- 32.2 Such by-laws, policies, regulations, procedures and practices from time to time in force shall not be inconsistent with the provisions of this Constitution.
- 32.3 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.
- 32.4 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.

33 **CONFLICT OF INTEREST**

- 33.1 Board members shall act in the best interests of STF, and the Board shall set clear policies, procedures and take appropriate measures to declare, prevent and address any conflict of interest that may arise.
- 33.2 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.

34 **ANTI-DOPING**

- 34.1 STF shall recognise the right of all its athletes to participate in clean sport and is committed to ensuring the sport is doping-free
- 34.2 All affiliates, members, athletes, participants, staff and other individuals, who are subject to the jurisdiction of STF are bound by and agree to abide by all World Anti-Doping Code-compliant anti-doping rules applicable to the sport.

35 **BETTING**

- 35.1 STF members and members of the Board shall not bet among themselves or with others on the outcome of any Taekwondo tournament.

36 **DISPUTE RESOLUTION**

- 36.1 Any dispute arising amongst Members or between any Member and STF 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.

37 **PRESS RELEASE**

- 37.1 Only the President or the Secretary General or any other person authorised by the Board shall be entitled to give press releases relating to matters concerning STF.

38 **TRUSTEE**

- 38.1 All immovable property acquired by STF shall be vested in a Board of Trustees subject to a declaration of trust.
- 38.2 The Board of Trustees shall comprise at least two (2) but not more than four (4) members who shall be nominated by the Board and approved at a General Meeting.
- 38.3 Any member may at any time resign from the Board of Trustees.
- 38.4 In the event where any member dies or becomes incapacitated or is declared to be of unsound mind or moves permanently from or is absent from the Republic of Singapore for a continuous period of twelve (12) calendar months, that member shall be deemed to have resigned from the Board of Trustees and his office declared vacant.
- 38.5 If any member of Board of Trustees shall commit any misconduct of such a nature as to render him unfit to continue as a member of the Board of Trustees, a General Meeting may be convened to remove such a member from and to appoint any new member of the Board of Trustees.
- 38.6 Notice of any proposal to remove any such member from the Board of Trustees or to appoint any new member to fill such vacancy shall be given by affixing a notice containing such proposals at the premises of STF at least two (2) weeks prior to the General meeting.
- 38.7 The result of such a meeting shall be notified to the Registrar of Societies and the Commissioner of Charities within two (2) weeks of the meeting.
- 38.8 The Registrar of Societies and the Commissioner of Charities shall be notified of the address of all immovable properties acquired by STF, name of all the members of the Board of Trustees and any subsequent changes.
- 38.9 The Board may, with the consent of the Board of Trustees and the General Meeting of members, purchase, develop, lease, sell, mortgage or generally deal with all immovable properties (including any part or portion thereof) of STF (including the erection of buildings/structures on the immovable properties) for purposes of the objects of this Constitution or for the furtherance of Taekwondo and related activities.
- 38.10 Such decision should be evidenced by true copies of resolutions passed at meeting/meetings of the Board, and such true copies should be certified as correct by the President or the Secretary General of STF at that material time.
- 38.11 The provisions of this Rule shall not be amended without the prior approval in writing of the Registrar of Societies and the Commissioner of Charities.

39 **FOREIGN PARTICIPATION**

- 39.1 Any affiliate or member wishing to participate in an overseas competition or tournament or training shall apply in advance to STF for its consent.
- 39.2 Such application must reach STF not less than six (6) weeks before the commencement date of the overseas competition, tournament or training.

39.3 The application must state the proposed financial arrangements for the competition or training including the proportion of the expenses, if any, being borne by organisations or individuals outside Singapore and the source of the funds in Singapore from which the expenses are to be met.

39.4 The application must also state the details of the competition or training.

#### 40 VISITORS AND GUESTS

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

#### 41 PROHIBITIONS

41.1 STF's funds shall not be used to pay the fines of members who have been convicted in a court of law.

41.2 STF 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, or allow its funds to be used for such purposes.

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

41.4 Gambling of any kind, excluding the promotion or conduct of a private lottery which has been permitted under the Private Lotteries Act Cap 250, is forbidden on STF's premises. The introduction of materials for gambling or drug taking and of bad characters into the premises is prohibited.

41.5 STF shall not hold any lottery, whether confined to members or not, in the name of STF or of its office-bearers, Board or members unless with the prior approval of the relevant authorities.

41.6 STF 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.

#### 42 CESSATION OF CHARITY STATUS

42.1 In the event that STF ceases to be a registered charity under the Charities Act, all debts and liabilities legally incurred on behalf of STF shall be fully discharged, and the remaining funds will be donated to charitable organization(s) with similar objectives in Singapore which is (are) registered under the Charities Act as the members of STF may determine at the General Meeting, unless otherwise allowed by the Commissioner of Charities.

#### 43 DISSOLUTION

43.1 STF 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.

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

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

44 **AMENDMENTS TO CONSTITUTION**

- 44.1 No alterations, amendments or additions/deletions to this Constitution shall be made except at a General Meeting and by a special resolution with the consent of at least two-thirds (2/3) of the voting members present at the General Meeting.

- 44.2 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.

- 44.3 Any proposal to amend the Constitution shall be notified in writing to STF at least fourteen (14) days before the General Meeting together with a copy of the proposed amendments.

45 **MATTERS NOT PROVIDED FOR**

- 45.1 The decision of the Board shall be final in all matters not provided for in this Constitution unless it is reversed at a General Meeting of members.