

**CONSTITUTION OF  
SINGAPORE RUGBY UNION**

<b>ARTICLE NO.</b>	<b>TABLE OF CONTENTS</b>	<b>Page No</b>
1.	NAME .....	5
2.	DEFINITIONS .....	5
3.	PLACE OF BUSINESS .....	7
4.	AFFILIATION .....	8
5.	AUTHORITY .....	8
6.	INCLUSIVITY .....	8
7.	OBJECTS .....	8
8.	POWERS.....	9
9.	MEMBERSHIP .....	11
	9.3 .....	11
	FULL MEMBERS.....	11
	9.4 .....	13
	ASSOCIATE MEMBERS.....	13
10.	ADMISSION OF MEMBERS .....	14
11.	CONFLICT .....	15
12.	MEMBERSHIP FEES .....	15
13.	WITHDRAWAL OF MEMBERSHIP .....	16
14.	NON COMPLIANCE.....	16
15.	ANNUAL GENERAL MEETINGS .....	17
16.	EXTRAORDINARY GENERAL MEETINGS .....	19
17.	ATTENDANCE AND QUORUM FOR GENERAL MEETINGS.....	19
18.	VOTING AT GENERAL MEETING .....	20
19.	GOVERNING BOARD.....	21
20.	NOMINATION AND ELECTION OF NEW BOARD MEMBERS.....	21
21.	CESSATION OF BOARD MEMBERSHIP .....	22

22.	BOARD MEMBERS.....	23
23.	KEY BOARD MEMBERS .....	25
24.	ELECTED BOARD MEMBERS .....	25
25.	APPOINTED BOARD MEMBERS .....	26
26.	TENURE OF THE BOARD .....	26
27.	TRANSITIONAL PROVISION.....	27
28.	ROLE AND POWERS OF THE BOARD.....	28
29.	DUTIES OF BOARD MEMBERS.....	30
30.	BOARD MEETINGS .....	31
31.	CIRCULAR RESOLUTIONS.....	32
32.	BOARD COMMISSIONS .....	32
33.	ATHLETES COMMISSION.....	34
34.	ADVISOR .....	34
35.	CHIEF EXECUTIVE OFFICER.....	34
36.	EXECUTION OF INSTRUMENTS / DOCUMENTS .....	35
37.	AUDIT AND FINANCIAL YEAR.....	35
38.	REGULATIONS AND BY-LAWS .....	36
39.	CONFLICT OF INTEREST .....	36
40.	ANTI-DOPING AND PREVENTION OF COMPETITION MANIPULATION.....	37
41.	SAFE SPORT.....	37
42.	DISPUTE RESOLUTION.....	37
43.	INTERPRETATION AND CONSTRUCTION OF THIS CONSTITUTION .....	38
44.	TRUSTEE .....	38
45.	VISITORS AND GUESTS.....	39
46.	PROHIBITIONS.....	39
47.	CESSATION OF CHARITY STATUS .....	40

48.	AMENDMENTS TO THE CONSTITUTION .....	40
49.	PRESS RELEASE.....	40
50.	DISSOLUTION .....	41
51.	MATTERS NOT PROVIDED FOR.....	41

## **CONSTITUTION OF SINGAPORE RUGBY UNION**

### **1. NAME**

The association shall be known as Singapore Rugby Union, hereinafter referred to as “SRU”.

### **2. DEFINITIONS**

In this Constitution, unless the context otherwise requires.

- 2.1 “Advisor” means an advisor to SRU appointed in accordance with Article 34 herein.
- 2.2 “AGM” means the Annual General Meeting of members of SRU, which is required to be held in each calendar year under Article 15.
- 2.3 “Appointed Board Member” means a member of the SRU Board appointed under Article 25.
- 2.4 “Associate Member” means an entity admitted as a member of SRU in accordance with Article 9.4.
- 2.5 “Authorised Delegate” means a person above 21 years of age, authorized by a Member to attend the General Meetings of SRU on its behalf.
- 2.6 “Board” means the governing body of SRU comprising both Elected and Appointed Board Members.
- 2.7 “Board Commission” means the commission established under Article 32.
- 2.8 “Board Member” means a member of the SRU Board and includes both Elected and Appointed Board Members.

- 2.9 “Board Members” mean all or some of the Board Members of SRU acting as a Board
- 2.10 “By-law” means a by-law made by the Board
- 2.11 “CEO” means the Chief Executive Officer appointed under Article 35
- 2.12 “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.
- 2.13 “Elected Board Member” means a member of the Board elected under Article 24.
- 2.14 “EGM” means an Extraordinary General Meeting of the members of SRU, convened under Article 16.
- 2.15 “Family Member” means a person’s child, sibling, parent, spouse, spouse’s parent, spouse’s sibling, grandparent or grandchildren.
- 2.16 “Full Member” means an entity admitted as a member under Article 9.3
- 2.17 “General Meeting” means a general meeting of Member of SRU and includes the AGM and EGM.
- 2.18 “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
- 2.19 “Independent Member” means an Appointed Board Member, who is described as independent under Article 25.3

- 2.20 “Key Officer Bearer” means a person who holds the position of President, Deputy President, Secretary General, Treasurer or any other key appointment in the SRU Board
- 2.21 “Laws of the Game” means the laws of rugby as framed and interpreted by World Rugby.
- 2.22 “Member” means a Full Member and/or an Associate Member.
- 2.23 “Objects” mean the Objects of SRU as set out in Article 7
- 2.24 “Regulation” means a policy or rule made by the Board in its management of SRU
- 2.25 “Rugby” means the game of Rugby Union Football.
- 2.26 “Rugby Event” means competitions, championships, demonstrations, exhibitions, matches and any other event relating to Rugby.
- 2.27 “Special Resolution” means a resolution passed by two thirds (2/3) of the votes cast by the Members present at a General Meeting who are entitled to vote and voting in accordance with this Constitution.
- 2.28 “Trustee” means a Trustee of SRU appointed in accordance with Article 44
- 2.29 “Voting Members” means Full Members entitled to vote at a General Meeting
- 2.30 “World Rugby” means the association of national rugby unions, of which SRU is a member.

### **3. PLACE OF BUSINESS**

The place of business of SRU shall be at 301 Lorong 6 Toa Payoh, #01-05, Toa Payoh Swimming Complex, Singapore 319392, or such other place as may from time to time be decided by the Board, subject to the approval of the Registrar of Societies. SRU shall carry out its activities only

in places and premises which have the prior written approval from the relevant authorities, where necessary.

#### **4. AFFILIATION**

SRU shall be affiliated to World Rugby, Asia Rugby and the Singapore National Olympic Council (“SNOC”) and such other recognized bodies as the Board may deem necessary.

#### **5. AUTHORITY**

SRU has the government and public recognition as the national governing authority for the sport of Rugby in Singapore by virtue of SRU’s affiliation with World Rugby, Asia Rugby and SNOC, and through endeavours that further the Objects of SRU.

#### **6. INCLUSIVITY**

SRU shall be inclusive and shall integrate into its activities, any adaptive form of Rugby for people with disabilities and has been approved by World Rugby or the International Paralympics Committee.

#### **7. OBJECTS**

The objects of SRU shall be to:

- 7.1 Promote, foster, develop and increase participation in and support for the game of Rugby in Singapore.
- 7.2 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 Rugby.
- 7.3 Engage communities and provide access to Rugby Events for the vulnerable segments of the community such as youth at risk and the less privileged.



- 7.4 Unify, co-ordinate, sanction and organize Rugby Events and other activities in Singapore including national and international Rugby tournaments and events.
- 7.5 Represent Singapore on Asia Rugby, World Rugby, and to comply with the Laws of the Game and the by-laws, regulations and resolutions of World Rugby and to require that the Members of SRU to similarly comply with the same.
- 7.6 Form and manage Singapore representative rugby teams
- 7.7 Raise the competitive standards of Singapore players for sustainable elite performance at international competitions and multi-sport major games.
- 7.8 Provide sport pathways and opportunities for the progression and advancement of Rugby players, coaches and technical officials in Singapore.
- 7.9 Raise the technical capability of Rugby coaches, referees and technical officials in Singapore
- 7.10 Do all such other things which are complementary or incidental to the aforesaid Objects or to promote the interest of Rugby as the SRU may determine from time to time.

## **8. POWERS**

SRU has all the powers of a natural person to give effect to the Objects set out in Article 7 to the maximum extent permitted by law, including the power to:

- 8.1 Admit new Members;
- 8.2 Withdraw, suspend or terminate a member's membership;
- 8.3 Set and impose penalties for the breach of any provision of this Constitution or any Regulations and By-Laws made by SRU, or bringing SRU or Rugby into

disrepute. Such penalties may include the deduction of competition points of the defaulting member;

- 8.4 Carry on business or undertaking in connection with the promotion, fostering, development and control of Rugby in Singapore.
- 8.5 Develop, apply for, purchase or otherwise acquire any intellectual property rights and to use, exploit, exercise, develop or grant licenses in respect of such intellectual property rights on such terms and conditions as SRU thinks fit;
- 8.6 Subject to the other provisions in this Constitution, to invest or deal with the assets and funds of SRU including the right to sell, improve, manage, develop, exchange, lease, distribute or dispose of, or otherwise deal with all or any part of the property and rights of SRU.
- 8.7 Raise money, borrow or secure the payment of money charged upon all or any of SRU's property and to purchase, redeem or pay off such securities.
- 8.8 Incorporate companies and hold shares therein as shall be considered expedient by the Board.
- 8.9 Enter into partnership, joint venture or other arrangement for the conduct of any activity and the sharing of surplus resources and to co-operate with any person carrying on or about to carry on any business transaction.
- 8.10 Apply for and hold any licenses that may be required for, or in connection with the activities of SRU.
- 8.11 To organise, promote and arrange competitions and tournaments for and between the Members.
- 8.12 Appoint, dismiss or retire employees and to remunerate such employees or any person for services rendered or to be rendered.

- 8.13 Formulate terms of employment for the employees, such as duties, responsibilities and key performance indicators.
- 8.14 Appoint, elect or nominate persons to represent SRU
- 8.15 Delegate to any person on the Board, the powers of SRU.
- 8.16 Undertake investigations, establish disciplinary guidelines and/or regulations or establish Commissions to perform any of SRU's obligations as may be required or recommended by World Rugby
- 8.17 Commence, conduct, settle, resist or enforce in a Court of law or in arbitration, any action or proceedings, with regard to any debt, liability or claim against or by SRU. This will include the right to participate and the conduct of any mediation with regard to such disputes or claims

## **9. MEMBERSHIP**

- 9.1 Membership in SRU shall comprise Full and Associate Members, collectively called the Members.
- 9.2 The list of the current Full and Associate Members shall be posted on the website of SRU.

### **9.3 FULL MEMBERS**

- 9.3.1 Full members shall be legal entities registered in Singapore, either with the Registry of Societies ("ROS"), or the Accounting and Corporate Regulatory Authority ("ACRA"), or IHLs, Government Agencies and Statutory Boards, that agree to abide by, and comply with this Constitution and the Rules and Regulations that may be passed by SRU.

#### Rights and Obligations of Full Members

- 9.3.2 Full members shall be involved in the promotion, training and development of Rugby in Singapore.
- 9.3.3 No Full member shall be affiliated with any rugby organization other than SRU. Each Full Member must notify SRU before any rugby team under its control or jurisdiction plays any team under the control or jurisdiction of any entity which is not a Member of SRU (including any team under the control or jurisdiction of an overseas entity).
- 9.3.4 Full members shall:
- 9.3.4.1 have at least a team participating in the 15s Men's or Women's National League and the 7s Men's or Women's National Competition, within the last twelve (12) months immediately preceding their admission, and
- 9.3.4.2 be involved in the promotion, training and/or development of Rugby in Singapore; and
- 9.3.4.3 have participated in the programmes, courses and activities organized by SRU; and
- 9.3.5 Full Members shall have at least 40 registered members within the last twelve (12) months immediately preceding their admission and who are not members of another Full Member; and
- 9.3.6 Not less than half of the Board or management committee of the Full Members must be Singapore citizens; and
- 9.3.7 A Full Member must provide to the SRU such information about its affairs as may be required by the Board from time to time to substantiate that it has satisfied the requirements of a Full Member before it is admitted as a Full Member or to exercise its vote at a General Meeting.

- 9.3.8 A Full Member is entitled to receive notices of, to attend and to speak and vote at General Meetings
- 9.3.9 A Full Member shall be entitled to have 1 vote
- 9.3.10 A Full Member is only entitled to exercise its vote at a General Meeting if it is not in arrears of the Membership Fees, or otherwise owe any monies to SRU
- 9.3.11 A Full Member will be entitled to benefits and privileges as may be set out in the Regulations and By-Laws.
- 9.3.12 Full Members shall be approved by a special resolution at an AGM and may only exercise their voting rights at subsequent General Meetings.
- 9.3.13 Full Members may only be removed as a member of SRU by a special resolution at an AGM unless for the reason stated in Article 12.3.

#### **9.4 ASSOCIATE MEMBERS**

- 9.4.1 Associate members shall be organizations, clubs, institutions, schools, academies and other groups which play Rugby and/or subscribe to the Objects of SRU, as set out in this Constitution and willing to observe the Rules and Regulations of SRU but do not otherwise fulfil the requirements for Full Membership.
- 9.4.2 The Board shall have the power to recognize as an Associate Member, any overseas union or club on such terms and with such privileges as the Board shall decide from time to time.

##### Rights and Obligations of Associate Members

- 9.4.3 The Associate Member is bound by this Constitution and any Regulations and By-Laws that may be passed by SRU, from time to time.

9.4.4 The Associate Member shall be entitled to receive notices of, to attend, and to speak at, but shall not be entitled to vote at such General Meetings

9.4.5 The Associate Member is entitled to appoint one person as its representative, to attend, and to speak at the General Meetings. This is provided that written notice of such appointment should be furnished to the CEO / General Manager of SRU at least three (3) working days before the General Meetings

## **10. ADMISSION OF MEMBERS**

10.1 All applications for membership shall be submitted to the Secretary General who will review such applications to ensure that the applicant has complied with the requirements under this Constitution before submitting the applications for Full Membership to the Members at the General Meeting for a vote

10.2 The procedure for consideration of applications for Membership is set out in the Regulations.

10.3 The admission of Full Members shall be approved by a special resolution. Such newly admitted Full Members shall only exercise their voting rights at subsequent General Meetings after their admission.

10.4 The admission of an Associate Member shall be decided by the Board.

10.5 Applications for membership may be rejected on the ground that;

- the applicant does not satisfy all the relevant membership criteria set out in this Constitution
- if the applicant has been wound up or dissolved
- if the management of the applicant has been convicted of an offence involving dishonesty or moral turpitude

- where accepting the member would, in the Board's absolute discretion, be deemed to be prejudicial to the interest of SRU

10.6 Any applicant dissatisfied by the rejection of its application can appeal to the Appeals Commission ("APC") as referred to in Article 32.7 of this Constitution. within 14 days from the date of being notified of such rejection

## 11. **CONFLICT**

11.1 Any rule or regulation of any Member bound by this Constitution, which is in conflict with this Constitution, the By-Laws, Regulations, the Laws of the Game, or the by-laws, regulations or resolutions of World Rugby, shall be deemed to be inoperative vis-à-vis SRU.

## 12. **MEMBERSHIP FEES**

12.1 Members must pay a one-time membership entrance fee and an annual renewal fee, as determined by the Board from time to time. The Annual renewal fee shall be paid by the 1<sup>st</sup> June of each year. The amount of such fees shall be posted on the website of SRU.

12.2 The Board may suspend members who have the annual renewal fees in arrears of more than one (1) month. Suspended members shall not be entitled to exercise any rights or enjoy privileges of membership, including voting rights at General Meetings

12.3 The Board shall terminate the membership of members who are in arrears of their membership renewal fees for more than one (1) year. Provided always that such terminated members may apply to the Board to be reinstated after a lapse of one (1) year from the date of termination. upon payment of all arrears in fees

12.4 The list of suspended and terminated members shall be posted on the website of SRU, setting out the effective dates of their suspension or termination

12.5 Membership of SRU is not transferable

12.6 The income and property of SRU, whensoever derived shall be applied towards the promotion of the Objects of SRU 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 SRU, or the Board or Management Committee of SRU or to any of them or to any person claiming through any of them.

### **13. WITHDRAWAL OF MEMBERSHIP**

13.1 A member may only withdraw from membership in SRU by giving written notice of 14 days, to the Secretary General, subject to the consent of or conditions imposed by the Board, which consent shall not be unreasonably withheld

13.2 Withdrawal of membership shall take effect from the date when the Board consents to the withdrawal and the member must cease to hold itself out as a member of SRU from that date

13.3 The member will still be liable to pay all monies due and owing to SRU up to the date when the withdrawal takes effect

### **14. NON COMPLIANCE**

14.1 This provision shall apply if a Member:

(1) does not comply with any provision of this Constitution, the Regulations, or By-laws of SRU or the Laws of the Game, or the by-laws, regulations or resolutions of World Rugby; or

(2) does not give effect to any decision of the Board;

14.2 Upon the occurrence of any or all of the matters aforesaid, the Member shall be liable to;



- (1) deduction of competition points in respect of any team affiliated with the Member participating in any SRU competition
  - (2) prohibition or demotion of any team affiliated with the Member participating in any SRU competition
  - (3) suspension of the Member for a period of time;
  - (4) expulsion from SRU
  - (5) such other sanction (including the imposition of a fine) as the Board thinks fit.
  - (6) Changing the status of a Full Member to an Associate Member
- 14.3 The Board shall determine whether the Member has failed to comply and if so, the penalty to be meted out

## **15. ANNUAL GENERAL MEETINGS**

- 15.1 The supreme authority of SRU vests in a General Meeting of the Members. The Annual General Meeting (“AGM”) shall be held not later than 30<sup>th</sup> September of each year.
- 15.2 If there are any unavoidable reasons for delay in holding the AGM by 30<sup>th</sup> September, the Members shall be notified of the reason by 30<sup>th</sup> August through email or on SRU’s official website. The AGM may be postponed to a later date if no more than one third of the Full Members raise any objection in writing to SRU within seven calendar days from the date of this notification.
- 15.3 Not less than thirty (30) days’ notice shall be provided to Members, through email and SRU’s official website, specifying the place, date and time of the AGM (“the Notice”)

- 15.4 Full Members who wish to table a resolution for the General Meeting's approval, must notify the Secretary General in writing at least twenty-one (21) days before the date of the AGM
- 15.5 The agenda for the AGM, the Board's annual report and the audited financial statements for the preceding financial year, shall be forwarded to members not less than seven (7) days before the date of the AGM
- 15.6 The business to be transacted at the AGM shall include
- 15.6.1 To receive and approve the Board's Annual Report and the audited financial statements of the previous financial year
- 15.6.2 Where applicable, to approve or remove Full Members
- 15.6.3 Where applicable, to approve the list of nominations received and to hold the election of Elected Board Members
- 15.6.4 Where applicable, to appoint auditors
- 15.6.5 To approve any resolutions tabled by Full Members in accordance with Article 15.4 herein, or by the Board
- 15.7 General Meetings (AGM and EGM) 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 or video means (i.e. "live" webcast) and to cast their vote electronically where required. Details of the arrangements for meetings to be conducted by electronic means shall be provided to members in the notice of the meeting

## **16. EXTRAORDINARY GENERAL MEETINGS**

- 16.1 An Extraordinary General Meeting (“EGM”) may be convened at any time by the Board or on the receipt of a requisition in writing by at least one third in number of the Full Members on SRU’s membership register, who are entitled to vote.
- 16.2 The requisition shall state the business that is to be transacted at the EGM.
- 16.3 The Board shall convene the EGM within one (1) month from the date of receipt of the requisition. If the Board fails to do so, the Full Members who have requisitioned the EGM may proceed to convene the EGM by giving the relevant notice and agenda for the EGM.
- 16.4 At least fourteen (14) days’ notice shall be provided to the Members, through email and posted on the SRU website, stating the date, place and time of the EGM, along with the resolutions to be passed at the EGM.

## **17. ATTENDANCE AND QUORUM FOR GENERAL MEETINGS**

- 17.1 All Members of SRU shall be eligible to attend General Meetings. Each Member is entitled to have one (1) Authorized Delegate to attend a General Meeting to speak on its behalf. In the case of an Authorized Delegate of a Full Member, the said Delegate shall, in addition, be entitled to vote at the General Meeting.
- 17.2 The names of the Authorized Delegates of the Members attending the General Meetings shall be notified to the Secretary General at least three (3) working days before the date of the specified General Meeting.
- 17.3 The Board may also invite various other persons including SRU’s auditors, legal advisors and observers from SRU’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 more than half of the Authorized Delegates present at the meeting.

17.4 At least one quarter (1/4) of the voting Full Members present at a General Meeting shall form a quorum.

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

**18. VOTING AT GENERAL MEETING**

18.1 Only the Authorized Delegates of Full Members shall be eligible to vote at General Meetings and for the election of Elected Board Members

18.2 Each Authorized Delegate shall have one vote. Board Members shall have no voting rights at General Meetings unless he is the Authorized Delegate of a Full Member.

18.3 Voting by proxy is not permitted at all General Meetings.

18.4 All resolutions, save for special resolution shall be approved by a simple majority (i.e. more than half of the votes cast). All special resolutions shall be approved by no less than two thirds (2/3) of Full Members present and who are entitled to vote.

18.5 Electronic voting shall be allowed for all General Meetings conducted by electronic means. Electronic voting can be by a physical or digital show of hands or by online poll.

**19. GOVERNING BOARD**

- 19.1 SRU shall be governed by a Board between Annual General Meetings. The Board shall have all the powers necessary to manage the affairs of SRU, save for those matters expressly reserved for the approval of the Full Members at the Annual General Meeting
- 19.2 The Board shall have 10 Elected Board Members and 4 Appointed Board Members, and the Chairperson of the Athlete Commission.
- 19.3 More than half of the members of the Board shall comprise Singapore citizens

**20. NOMINATION AND ELECTION OF NEW BOARD MEMBERS**

- 20.1 All nominations for election to the Board shall reach the CEO or General Manager, not less than 21 days, before the date of the AGM. Any nomination received after this date, shall be disregarded and deemed null and void.
- 20.2 All nominations shall be in writing in the prescribed form, along with any document which the Board may determine. Such prescribed form and the requisite forms shall be posted on the SRU website
- 20.3 All nominations shall be proposed by a Full Member and seconded by another Full Member.
- 20.4 Together with the nomination forms, the nominee shall also submit a declaration by the nominee of any personal or business interest that may be in conflict with the interest of, or be of concern to SRU.
- 20.5 The nominated candidates must satisfy the conditions set out in Article 22 and Article 24 of this Constitution.
- 20.6 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.

- 20.7 The list of eligible nominated candidates shall be posted on the SRU website and furnished by email to all Members not less than five (5) days before the election of the Elected Board Members.
- 20.8 The election shall be conducted or supervised by an Independent Board Member.
- 20.9 Election shall be by secret ballot and the result based on a simple majority of the votes cast.
- 20.10 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.
- 20.11 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 members, or draw lots to resolve the tie.
- 20.12 The counting of 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 representatives from SRU's auditors or legal advisors who are present at the AGM.

## **21. CESSATION OF BOARD MEMBERSHIP**

- 21.1 The Board may, at any time appoint a suitable person to fill the position left vacant by a Board Member (whether an Elected Board Member or an Appointment Board Member) for the remaining term of office of the vacated position.

Provided that if the vacancy occurs within 3 months prior to the date of the AGM at the conclusion of which the Board Member's office is due to end, the Board may decide that the vacancy need not be filled, prior to the AGM

- 21.2 Where more than half of the Elected Board Member positions become vacant, the proviso to Article 21.1 herein shall not apply and the Board shall convene a General Meeting within one (1) month from the positions becoming vacant in order to elect the replacement for the remaining term of office.
- 21.3 A Board Member may resign at any time by giving written notice to the President.
- 21.4 The Board may remove or suspend a Board Member who, in the opinion of the Board, has failed to comply with his duties, or whose conduct has been prejudicial to the Board or to the interest of SRU, or rugby.
- 21.5 A Board Member absent without leave for three consecutive Board meetings shall be deemed to have forfeited his/her position as a Board Member.

## **22. BOARD MEMBERS**

- 22.1 Board Members shall be at least 21 years of age and shall be Singapore citizens or Permanent Residents
- 22.2 Board members shall not be Individuals who are disqualified from serving on the Board of charities or companies pursuant to the Charities Act and Companies Act or have past convictions for offences for which criminal record cannot be spent pursuant to the Registration of Criminals Act (Third Schedule).
- 22.3 Board Members shall not be undischarged bankrupts.
- 22.4 Board Members shall not be convicted of any offence, which involves dishonesty or moral turpitude, or who has been sentenced to a term of imprisonment of three (3) months or more.

- 22.5 Board Members shall not be a person who is prohibited from holding the office of a director, a promoter, of taking part in the management of a company under the provisions of the Companies Act or any other applicable law.
- 22.6 Board Members shall not be serving a ban or suspension from World Rugby or other regulatory body.
- 22.7 Board Members shall not be persons who are mentally incapable as defined in the Mental Capacities Act
- 22.8 Board Members must not be a paid employee of SRU or be employed or has an interest in a contractor of SRU, or a wholly owned subsidiary of SRU.
- 22.9 Board Members shall not have a Family Member who is a paid employee of SRU, unless this was declared at the outset and approved by the Board. In addition such Board Member shall not have any involvement or participate, whether directly or indirectly, in the appraisal, supervision, or determination of the remuneration of such employee
- 22.10 Board Members shall be persons of good character with the relevant experience and credentials.
- 22.10 Not more than three (3) of the Board Members shall be Family Members and such relationship should be declared at the outset at the time of nomination and before the Board election. In the event of any breach of this Article, the Board has the right to annul the election of such Board Members, unless the election is unanimously ratified by the Board (excluding the members concerned) and by the Full Members.
- 22.11 All Board Members must be, on election or appointment, and throughout the entirety of their term as Board Members, independent.



22.12 All Elected Board Members shall have served in the previous management committee or Board of SRU or in one of the Commissions of SRU, or in a management capacity of the Members for a period of at least two (2) years.

22.13 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

**23. KEY BOARD MEMBERS**

23.1 The Board shall elect from among themselves key office bearers who shall be the President, Deputy President, Secretary General, Treasurer and Assistant Treasurer, following an AGM where an election is held or whenever a vacancy arises.

23.2 The President, Deputy President, Secretary General and Treasurer shall be Elected Board Members who are Singapore Citizens and shall be elected by the Elected Board Members.

23.3 The Treasurer shall have a recognised accounting qualification and/or has the appropriate practical experience

23.4 In addition to the requirements under Article 22.12, the President should also have made positive contributions to Rugby and/or SRU as an ex-athlete, official or elected Board Member, or should be a prominent individual of good standing within the sport of Rugby and/or business community.

**24. ELECTED BOARD MEMBERS**

24.1 All Elected Board members shall be authorized representatives of Members and who are duly elected by the voting members at an AGM.

24.2 Elected Board Members shall, at all times, act in the best interest of SRU and not do anything to bring SRU into disrepute.

24.3 At least one Elected Board Member must be a woman. In the event that there are no woman nominees, the Board shall appoint at least one woman as an Appointed Board Member.

**25. APPOINTED BOARD MEMBERS**

25.1 The Elected Board Members will appoint four (4) other Board Members, known as Appointed Board Members, to ensure that there is a balance and diversity of skills, experience, ethnicity, and gender on the Board.

25.2 Appointed Board Members shall preferably be from the legal, accounting or medical professions or persons who possess relevant expertise and experience such as marketing, event management, coaching or coach education.

25.3 The majority of the Appointed Board Members shall be independent members who do not have any association with the affiliates, including as members or otherwise, and who do not have any vested interests in the affairs or business of SRU.

25.4 The Board may, at any time, appoint a suitable person to fill a position vacated by an Appointed Board Member

25.5 The Board shall have the power to remove an Appointed Board Member before the expiry of his/her term of office and may appoint another person in his/her stead under Article 25.4 herein

**26. TENURE OF THE BOARD**

26.1 The term of office for an Elected Board Member shall be four (4) years and the term of office for an Appointed Board Member shall be two (2) years

- 26.2 At the first election after the adoption of this Constitution, five (5) of the Elected Members will serve a four (4) year term of office and the remaining five (5) of the Elected Members with the lowest number of votes shall serve a term of office (2) years to allow for staggered terms of office for Elected Board Members
- 26.3 Starting from 2018, Board Members shall serve a maximum tenure of eight (8) consecutive years on the Board, regardless of the number of years that the person has served in another capacity on the Board.
- 26.4 Upon reaching the eight (8) year limit on tenure, a person shall only be eligible for re-election or re-appointment to the Board after a lapse of not less than four (4) years.
- 26.5 A Board Member may only hold the appointment of a Treasurer for a maximum of four (4) consecutive years and may only be considered for re-election or re-appointment after a lapse of not less than four (4) years.
- 26.6 Upon expiry of the term of an Appointed Board Member, he/she may be re-appointed by mutual consent.

**27. TRANSITIONAL PROVISION**

- 27.1. Notwithstanding the adoption of this Constitution.
- 27.1.2 The requirements for a Full Member under this Constitution shall be suspended and not be enforced until immediately before the 2024 Annual General Meeting. Provided Always that the Board may grant a further extension of not more than one (1) year to any Member who has, in the view of the Board, made bona fide attempts to meet the requirements.
- 27.1.3 The appointment of 4 Appointed Board Members.

27.1.4 At the Annual General Meeting of 2022, (on the basis that this Constitution would have been adopted), all members of the then Management Committee shall retire and an election shall be held for all the Elected Board Members, in accordance with the terms of this Constitution, except 20.6 and 20.8 shall not be applicable.

**28. ROLE AND POWERS OF THE BOARD**

28.1 The affairs and business of SRU, shall be managed by, or under the direction and supervision of the Board

28.2 The Board shall;

28.2.1 Provide strategic leadership, set visions and objectives, and ensure that the necessary plans, policies and resources are in place to enable SRU to achieve its Objects, as set out in this Constitution

28.2.2 Provide stewardship and trusteeship of the assets of SRU on behalf of its Members and stakeholders and ensure that SRU remains viable and effective in the present and for the future

28.2.3 Provide a framework of prudent and effective control to assess and manage the risk, including safeguarding the assets of SRU and the public funds that it receives

28.2.4 Set values and standards and ensure that the obligations owed to Members and other stakeholders are understood and met, and address all disciplinary issues that may arise

28.2.5 Ensure all legal and statutory obligations are met and all constitutional and governance requirements are complied with.

28.2.6 Appoint a Chief Executive Officer/General Manager, and other senior management employees, for such period and on such terms and conditions as the Board deems fit. Provided Always that the Board shall provide clear instructions and directions as to their roles, responsibilities and accountability.

- 28.2.7 Review the performance of the management and Board from time to time
- 28.2.8 Manage any conflict of interest that may arise and take the necessary appropriate measures to ensure that SRU is protected against any personal and business interest of Board members and employees of SRU.
- 28.2.9 Identify and engage the key stakeholder groups of SRU and seek to obtain their views and feedback on SRU's strategies, policies and plans.
- 28.2.10 Consider financial sustainability, social issues and environmental factors when formulating its strategies and policies.
- 28.2.11 Raise funds for SRU and approve expenditure of such funds or reserves for the activities of SRU, subject to Article 28.3.
- 28.3 Decisions that involve the acquisition and disposal of immovable properties or assets, investments, and expenditures above \$0.25M – excluding the utilization of grants, donations and sponsorships meant for specified purposes – should be approved at a General Meeting by a special resolution.
- 28.4 The Board shall have the power to delegate any of its powers to any person or persons as the Board may determine, from time to time
- 28.5 The Board has the power to appoint Commissions/sub-committees and to delegate any of the Board's powers to such Commissions or body.
- 28.6 The Board has the power to make or amend any Regulations (which include rules and penalties for the conduct of disciplinary proceedings).
- 28.7 The Board shall have the power to appoint or approve the appointment of coaches, selectors, managers of all Singapore representative teams, and such other persons as the Board may decide.

## **29. DUTIES OF BOARD MEMBERS**

- 29.1 The President shall chair all General and Board Meetings. The President shall also represent SRU in all dealings with World Rugby and other third parties
- 29.2 The Deputy President shall assist the President and deputise for him in his absence.
- 29.3 The Secretary General shall ensure that all the records of SRU, save for financial records, are kept safely and shall be responsible for ensuring that the Minutes of all General and Board Meetings are recorded accurately
- 29.4 The Treasurer shall ;
- 29.4.1 Be responsible for the funds of SRU
- 29.4.2 Ensure that a proper account is kept of all monetary transactions and be responsible for their correctness
- 29.4.3 Report on the financial status of SRU at Board Meetings and shall present the audited accounts and financial reports and reports at the AGMs.
- 29.4.4 Not hold office in the Audit Commission
- 29.5 The Assistant Treasurer shall assist the Treasurer and deputize for the Treasurer in his absence and shall not hold office in the Audit Commission.
- 29.6 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 or the Deputy President.
- 29.7 All Board Members shall be involved in the various Commissions and shall perform all duties as may be assigned by the Board from time to time.

**30. BOARD MEETINGS**

- 30.1 A Board Meeting shall be held every three (3) months after giving at least seven (7) days' notice to the members of the Board
- 30.2 At least half of the Board members must be present to constitute a quorum and for the meeting to proceed. This will include members of the Board who participate in the meeting via telephone, video conferencing or other electronic means
- 30.3 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.
- 30.4 Board Members who are unable to be physically present at a meeting may write in to the meeting or call in during the meeting to vote on resolutions or required decisions circulated prior to the meeting.
- 30.5 The Chairman of the Board Meeting shall have a casting vote in the event of a tie in the number of votes.
- 30.6 The other matters relating to the procedure of the Board Meeting is set out in the Regulations.

**31. CIRCULAR RESOLUTIONS**

- 31.1 The Board may. By circular resolution, decide on any matter of SRU, as stated within its powers under this Constitution. Such circular resolutions shall be as valid and effective as a resolution passed at a Board meeting duly convened and held
- 31.2 The Secretary General, CEO or General Manager shall circulate such resolutions for the approval of the Board Members upon the request of any Board Member who shall have a seconder for the same.
- 31.3 The circulation of such resolution(s) shall be relayed to Members of the Board by any acceptable means of communication adopted by the Board, including via email
- 31.4 A circular resolution shall be carried upon acceptance by a simple majority and shall be tabled and ratified at the following Board Meeting

**32. BOARD COMMISSIONS**

- 32.1 The Board may appoint Commissions comprising Board Members and any other person with the necessary skills and expertise, to assist the Board in the administration and management of SRU
- 32.2 The Board may delegate to such Commissions, such of its powers as it deems necessary
- 32.3 Without prejudice to its right to establish other Commissions, as it deems fit to assist in the management and administration of SRU the Board shall establish the following Committees with the appropriate terms of reference
- 32.3.1 Audit Commission



- 32.3.2 National Teams Commission (“NTC”)
- 32.3.3 Disciplinary Commission (“DC”)
- 32.3.4 Appeal Commission (“APC”)
- 32.4 The Audit Commission shall be responsible for the review of the adequacy and effectiveness of SRU’s internal controls, including financial operational and compliance controls, and information technology control.
- 32.5 The NTC shall be responsible for formulating selection policies and all matters relating to the various national representative teams.
- 32.6 The DC shall deal with disciplinary matters arising from the leagues organized by SRU.
- 32.7.1 The APC is to hear any appeal by Members or members of the public, in respect of decision by the Board, or from the decision of any other body which exercises the delegated authority or powers of the Board, which affects them. Unless otherwise stated, the decision of the APC shall be final without any further appeal.
- 32.7.2 The Role of the APC and the procedures relating to its composition and proceedings are set out in the Regulations.
- 32.8 The Audit Commission, the NTC, DC and the APC shall comprise at least three (3) persons appointed by the Board. Each of the 4 said Commissions shall be preferably headed by an Independent Board Member and shall have no more than two thirds (2/3) of its members from the Board.

**33. ATHLETES COMMISSION**

33.1 SRU shall establish an Athletes Commission to promote open communication with the athletes.

33.2 The Athletes Commission shall comprise not more than 5 members, who are all athletes who have represented Singapore in Rugby within the preceding twenty-four (24) months.

33.3 The Chairman and members of the Athletes Commission, shall be elected by National athletes who have represented Singapore in Rugby within the preceding twenty-four (24) months.

33.4 The term of office of the Chairman and the members of the Athletes Commission shall be the same as the term of the Board. The Chairman shall be appointed as a Board Member with full voting rights and represent the Athletes Commission at the Board.

**34. ADVISOR**

34.1 The Board may appoint Advisor(s) to advise the Board on such matters as the Board deems necessary

34.2 The Advisor(s) shall have no voting rights on the Board

**35. CHIEF EXECUTIVE OFFICER**

35.1 The Board may appoint a Chief Executive Officer (“CEO”) or a General Manager to lead the SRU management and secretarial staff. For the avoidance of doubt, any reference to the CEO shall also include a General Manager.

- 35.2 The CEO shall hold office and receive remuneration on such terms and conditions, and with such powers, duties and authority, as determined by the Board
- 35.3 The exercise of the powers and authority of the CEO shall be subject to the control of the Board
- 35.4 The CEO shall attend all SRU meetings, including General Meetings and Board Meetings, unless the Board determines otherwise. For the avoidance of doubt, the CEO shall not have a vote at such meetings but may speak on any matter where required.
- 35.5 Subject to the terms and conditions of his appointment, the Board may suspend or remove a CEO from that office.

**36. EXECUTION OF INSTRUMENTS / DOCUMENTS**

- 36.1 Contracts and other enforceable obligations requiring the signature of SRU may be signed
- 36.1.1 If by deed, under the common seal of SRU
- 36.1.2 If by contract, by a person acting on behalf of and under the authority of the Board under a resolution of the Board
- 36.2 The Common Seal of SRU shall be kept in the custody of the CEO or General Manager and is only affixed on any document by the resolution of the Board

**37. AUDIT AND FINANCIAL YEAR**

- 37.1 A firm of Public Accountants and Chartered Accountants shall be appointed as auditors at each AGM for the next one (1) financial year and shall be eligible for re-appointment.

- 37.2 The auditor shall be changed at least once every five (5) years, whether to another auditor from the same firm, or company, or to another auditor from a different auditing firm or company.
- 37.3 The auditors shall be required to audit each financial year's accounts and present a report on the said accounts to the AGM.
- 37.4 The financial year of SRU shall be from 1<sup>st</sup> April of each year to 31<sup>st</sup> March of the following year.

### **38. REGULATIONS AND BY-LAWS**

- 38.1 The Board shall have the power to draw up, approve, alter or revoke by-laws, policies, regulations, procedures and practices in relation to the management and administration of SRU.
- 38.2 In the event of any inconsistency, the provisions of this Constitution shall prevail, and that by-law, policy, regulation, procedure and practice, shall to the extent of the inconsistency, be void.
- 38.3 When in force, such by-laws, policy, regulation, procedure and practice, shall be binding on all Members and has the same effect as a provision of this Constitution.

### **39. CONFLICT OF INTEREST**

- 39.1 Members of the Board shall always act in the best interest of SRU, and the Board shall set out policies, procedures and take appropriate measures to prevent, declare and prevent any conflict of interest that may arise.
- 39.2 Whenever a member of the Board, in any way, directly or indirectly, has an interest in a transaction or project or other matter to be discussed at a meeting of the Board or Commission, the member must first disclose to the Board or

Commission, the nature of his interest before commencement of the discussion on the matter. The Board member shall then offer to leave the meeting and not participate in the discussion, or vote on the matter to be discussed at the meeting. The Board shall then decide on whether the offer should be accepted. In any case, the member shall not take away or make copy of any document regarding the matter to be discussed at the meeting.

#### **40. ANTI-DOPING AND PREVENTION OF COMPETITION MANIPULATION**

40.1 SRU shall recognize the right of all athletes to participate in a clean sport and SRU is committed to ensuring that the Rugby is free of doping and of any manipulation of competitions.

40.2 All Members, athletes, participants, staff and other individuals who are subject to the jurisdiction of SRU, are bound by and agree to abide by all World Anti-Doping Code-compliant anti-doping rules applicable to Rugby and to comply with the Olympic Movement Code on the Prevention of Manipulation of Competitions.

#### **41. SAFE SPORT**

41.1 SRU is committed to ensuring the safety and wellbeing of Rugby athletes and participants in Singapore and shall take all necessary measures to protect them from all forms of harassment and abuse and comply with World Rugby Safekeeping Policy.

41.2 All Members, athletes, participants who are given to the jurisdiction of SRU, 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.

#### **42. DISPUTE RESOLUTION**

42.1 Any dispute between the Members inter se, or between any Member and SRU, shall be resolved in accordance with Framework for Alternative Dispute Resolution for Sports (ADR Sports) or any other dispute resolution framework

jointly administered for the time being by Sport Singapore, the Singapore Mediation Centre and the Singapore Institute of Arbitrators.

**43. INTERPRETATION AND CONSTRUCTION OF THIS CONSTITUTION**

43.1 Any difference of opinion which may arise as to the meaning of any provision of this Constitution, or any by-law, or Regulation, shall be determined by the Board, subject to any decision thereon by the APC. The decision of the APC shall be final unless reversed by the Members in a General Meeting.

**44. TRUSTEE**

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

44.2 The trustees shall be appointed at a General Meeting of Members and there shall not be less than two (2) and not more than four (4) trustees appointed

44.3 The trustees shall not sell, mortgage or encumber such property without the prior approval of Members at a General Meeting

44.4 The provisions of the Trustee Act shall apply

44.5 The office of a trustee shall be vacated:

44.5.1 If the trustee dies or becomes of unsound mind

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

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

44.5.4 If he submits a notice of resignation from his trusteeship

44.6 Notice of any proposal to remove a trustee and/or appoint a new trustee must be given by posting on the website of SRU at least two (2) weeks before the General Meeting at which the proposal is to be deliberated. The decision made at such General Meeting shall be notified to the Commissioner of Charities

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

**45. VISITORS AND GUESTS**

45.1 Visitors and guests may be admitted to the premises of SRU as licensees, on the condition that they abide by the rules and regulations of SRU. But such visitors and guests shall not be entitled to any privileges.

**46. PROHIBITIONS**

46.1 The funds of SRU shall not be used to pay the fines of Members or its member of its Board convicted in a court of law.

46.2 SRU 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.

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

46.4 SRU shall not raise funds from the public for whatever purpose without the prior written approval of the Assistant Director Operations, Licensing Division, Singapore Police Force and other relevant authorities, where necessary.

**47. CESSATION OF CHARITY STATUS**

- 47.1 In the event that SRU ceases to be a registered charity under the Charities Act, all debts, liabilities legally incurred on behalf of SRU, shall be discharged and the remaining funds will be donated to charitable organizations of a Public Character, when SRU is an institution of a Public Character, as the case may be, with similar objectives in Singapore, which are registered under the Charities Act, as the Members of SRU may determine at a General Meeting, unless permitted to do otherwise by the Commissioner of Charities.

**48. AMENDMENTS TO THE CONSTITUTION**

- 48.1 No alteration, amendment, addition/deletions to this Constitution shall be made except at a General Meeting and by a special resolution (i.e. with the consent of at least two thirds (2/3) of the Members who are present and eligible to vote at General Meetings.
- 48.2 Such alteration, amendment, addition/deletion shall only take effect after receipt of approval from the Registrar of Societies and the Commissioner of Charities.
- 48.3 Any proposal to amend the Constitution shall be notified in writing to the Members at least fourteen (14) days before the General Meeting, together with a copy of the proposed amendments.

**49. PRESS RELEASE**

- 49.1 Only the President and any person so delegated by him, shall be entitled to give press releases relating to matters concerning SRU.



**50. DISSOLUTION**

50.1 SRU shall not be dissolved except with the consent of not less than three-fifths (3/5) of the Members entitled to vote at General Meetings.

50.2 In the event that SRU is dissolved, all debts and liabilities legally incurred on behalf of SRU shall be fully discharged, and the remaining funds will be donated to charitable organizations, or Institutions of Public Character, when SRU is an Institution of Public Character, as the case may be, with similar objectives in Singapore which are registered under the Charities Act, as the Members of SRU may determine at the General Meeting.

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

**51. MATTERS NOT PROVIDED FOR**

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