



Singapore Judo Federation

Constitution

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1 **NAME**

- 1.1 The federation shall be known as Singapore Judo Federation hereinafter referred to as SJF.

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 SJF appointed in accordance with Article 31.
 - 2.2.2 “Affiliate” means a Full Member or Associate Member admitted to SJF in accordance with Articles 9 and 10 respectively.
 - 2.2.3 “AGM” means the Annual General Meeting of SJF members required to be held by SJF in each calendar year.
 - 2.2.4 “Appointed Board Member” means an SJF Board Member appointed under Article 23.
 - 2.2.5 “Associate Member” means an entity admitted as a Member of SJF in accordance with Article 10.
 - 2.2.6 “Authorised Delegate” means a person duly authorised by a Full Member to attend a General Meeting of SJF and to speak and vote on its behalf at such meetings.
 - 2.2.7 “Authorised Representative” means a person duly appointed by an Associate Member to attend a General Meeting of SJF.
 - 2.2.8 “Board” means the body consisting of Elected Board Members and Appointed Board Members that governs SJF.
 - 2.2.9 “Board Committee” means a committee established under Article 29.
 - 2.2.10 “Board Member” means a member of the SJF Board and includes Elected Board Members and Appointed Board Members.
 - 2.2.11 “Board Members” means all or some of the Board Members of SJF acting as a board.
 - 2.2.12 “By-law” means a by-law, policy, regulation, procedure or practice issued pursuant to Article 34.
 - 2.2.13 “CEO” means a person appointed as Chief Executive Officer or its equivalent by the Board according to the powers conferred on them by Article 32.
 - 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 Judo sport programme defined by International Judo Federation and/or Judo Union of Asia (“JUA”) and accepted by SJF as a program under its jurisdiction.

- 2.2.16 “Elected Board Member” means an SJF Board Member elected under Article 22.
- 2.2.17 “EGM” means an Extraordinary General Meeting of SJF members called in accordance with Article 15.
- 2.2.18 “Family Members” means a person’s child, sibling, parent, spouse, spouse’s parent, spouse’s sibling, grandparent, or grandchildren, in each case including through adoption or remarriage.
- 2.2.19 “Full Member” means an entity admitted as a Member of SJF in accordance with Article 9.
- 2.2.20 “General Meeting” means a general meeting of SJF 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.
- 2.2.23 “Individual Member” means a person admitted as a Member of SJF in accordance with Article 11.
- 2.2.24 “Key Office Bearer” means a person who holds the position of President, Deputy/Vice President, Secretary General, Treasurer or any other key appointment in the SJF Board.
- 2.2.25 “Member” means a member of SJF in accordance with Article 8.
- 2.2.26 “Objects” means the objects of SJF set out in Article 7.
- 2.2.27 “Patron” means a patron of SJF appointed in accordance with Article 31.
- 2.2.28 “Policy” means a policy made under Article 34.
- 2.2.29 “Special Resolution” means a resolution that must be passed by two-thirds of the members present at a General Meeting who are entitled to vote in accordance with this Constitution.
- 2.2.30 “Judo” means the sport of Judo, including all the disciplines.
- 2.2.31 “Judo Events” means competitions, championships, demonstrations, exhibitions and any other events relating to Judo.
- 2.2.32 “Trustee” means a Trustee of SJF appointed in accordance with Article 40.
- 2.2.33 “Voting Members” means all Full Members eligible to vote at a General Meeting.

3 PLACE OF BUSINESS

- 3.1 The place of business of SJF shall be at 1 Guillemard Crescent, Singapore 399913 or such other place as may from time to time be decided by the Board, subject to the approval of the Registrar of Societies. SJF 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 SJF shall be affiliated to International Judo Federation ("IJF"), the Singapore National Olympic Council ("SNOC"), and such other recognised bodies as the Board may deem fit.

5 AUTHORITY

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

6 INCLUSIVITY

- 6.1 SJF shall be inclusive and shall integrate into SJF's activities any adaptive form of Judo for people with disabilities that has been approved by IJF or the International Paralympics Committee.

7 OBJECTS

- 7.1 The objects of SJF shall be as follows:
- 7.1.1 Promote, develop and increase participation for the sport of Judo in Singapore.
 - 7.1.2 Promote physical activity for health and wellness, foster community engagement and bonding for social inclusiveness and integration, and inspire the Singapore spirit through the sport of Judo.
 - 7.1.3 To engage communities and provide access to Judo to vulnerable segments of the community, such as youth at risk and the less privileged.
 - 7.1.4 Unify, co-ordinate, sanction and organise Judo activities in Singapore, including national and international Judo tournaments and events.
 - 7.1.5 Raise the competitive standards of Judo athletes in Singapore for sustainable elite level performance at international competitions and multi-sport major games.
 - 7.1.6 Provide sport pathways and opportunities for the progression and advancement of Judo athletes, coaches and technical officials in Singapore.
 - 7.1.7 Raise the technical capability of Judo coaches and technical officials in Singapore.
 - 7.1.8 Do all things complementary or incidental to attain the aforesaid objects in Articles 7.1.1 to 7.1.7.

8 **MEMBERSHIP**

- 8.1 SJF's membership shall consist of Full and Associate Members (who will collectively be referred to as SJF Affiliates) and Individual Members.
- 8.2 The list of the approved and most current SJF Affiliates shall be posted on SJF's official website.

9 **FULL MEMBERS**

- 9.1 Full Members shall be entities that are amateur Judo clubs or associations registered in Singapore with the Registry of Societies, IHLs, Government Ministries and Statutory Boards that are willing to observe the rules and regulations of SJF.
- 9.2 Full Members shall be involved in the promotion, training and/or development of Judo in Singapore and support the Objects.
- 9.3 Full Members shall have participated in the competitions, programs, courses and activities (including grading) organised or sanctioned by SJF with at least 10 registered participations within the last twelve (12) months. For the avoidance of doubt, the number of registered participations for this purpose shall be based on participation in the competitions, programs, courses and activities, ie the same participant participating in multiple competitions, programs, courses and activities shall be counted as multiple participations.
- 9.4 Full Members shall have at least 10 registered members. Persons who are registered members of more than one Full Member can only be counted as a registered member of one Full Member for the purpose of determining whether this requirement has been met.
- 9.5 At least half of the members or the committee members of Full Members shall be Singapore citizens.
- 9.6 Full Members shall have full voting rights at SJF's General Meetings, subject to Article 9.8.
- 9.7 All Full Membership shall be approved by a special resolution (i.e. requiring the consent of at least two-thirds of the voting members present) at a General Meeting, and may only exercise their voting rights at subsequent General Meetings.

- 9.8 Full Members may only be removed as a Member of SJF by a special resolution (i.e. requiring the consent of at least two-thirds of the voting members present) at a General Meeting unless removed by the Board for (i) the reason stated in Article 13.3, (ii) any of the grounds (the “Justifiable Grounds”) set out in Article 12.2 (other than Article 12.2.4), (iii) wilful or repeated material breach(es) of this Constitution and/or the By-Laws or (iv) failure of such Member to meet any of the criteria (the “Full Membership Criteria”) for Full Membership set out in this Article 9 for a period of more than one (1) year. In the event that any Full Member is aware that (a) any of the Justifiable Grounds may be applicable to it or (b) it no longer meets any of the Full Membership Criteria, such Member shall promptly inform the Secretary General of the same in writing. During the period when such Member does not satisfy the Full Membership criteria, it shall not have any voting rights, notwithstanding Article 9.7. If requested by the Secretary General, any Full Member must promptly provide SJF reasonable evidence to satisfy the Board that it satisfies all of the Full Membership Criteria.
- 9.9 If any Full Member fails to satisfy any of the Full Membership Criteria, the Board may, in its absolute discretion, accept such Member as an Associate Member without need for a further application by such Member provided that such Member notifies the Board in writing that it wishes to become an Associate Member within fourteen (14) days of becoming aware that it no longer meets the Full Membership Criteria. Such Member will need to make an application for Full Membership if it wishes to become a Full Member after meeting the Full Membership Criteria again.

10 **ASSOCIATE MEMBERS**

- 10.1 Associate Members shall be entities, organisations, clubs, institutions, schools, academies and Judo teams that (i) are involved in the promotion, training and/or development of Judo in Singapore, (ii) are willing to observe the rules and regulations of SJF and (iii) support the Objects, but are not eligible for, or do not wish to apply for, Full Membership.
- 10.2 Associate Members shall have no voting rights at SJF’s General Meetings.
- 10.3 All Associate Membership shall be approved by the Board. Associate Members may be removed as a Member of SJF by the Board with or without cause, including for (i) the reason stated in Article 13.3, (ii) any of the Justifiable Grounds, (iii) wilful or repeated material breach(es) of this Constitution and/or the By-Laws, or (iv) failure of such Member to meet any of the criteria (the “Associate Membership Criteria”) for Associate Membership set out in this Article 10. In the event that any Associate Member is aware that (a) any of the Justifiable Grounds may be applicable to it or (b) it no longer meets any of the Associate Membership Criteria, such Member shall promptly inform the President and the Secretary General of the same in writing. If requested by the Secretary General, any Associate Member must promptly provide SJF reasonable evidence to satisfy the Board that it satisfies all of the Associate Membership Criteria.

11 INDIVIDUAL MEMBERS

- 11.1 An Individual Member shall be any person who (i) is above twelve (12) years of age, (ii) was/is involved in the promotion, training and/or development of Judo in Singapore or has served and made positive contributions to the sport of Judo, (iii) is willing to observe the rules and regulations of SJF and (iv) supports the Objects. Applicants who are below eighteen (18) years of age must have the written consent of their parent or guardian.
- 11.2 Individual Members shall have no voting rights at SJF's General Meetings.
- 11.3 All Individual Memberships shall be approved by ordinary resolution at a General Meeting. Associate Members may be removed as a Member of SJF by ordinary resolution at a General Meeting unless removed by the Board for (i) the reason stated in Article 13.3, (ii) any of the Justifiable Grounds, (iii) wilful or repeated material breach(es) of this Constitution and/or the By-Laws, or (iv) failure of such Member to meet any of the criteria (the "Individual Membership Criteria") for Individual Membership set out in this Article 11. In the event that any Individual Member is aware that (a) any of the Justifiable Grounds may be applicable to it or (b) it no longer meets any of the Individual Membership Criteria, such Member shall promptly inform the Secretary General of the same in writing. If requested by the Secretary General, any Individual Member must promptly provide SJF reasonable evidence to satisfy the Board that it satisfies all of the Individual Membership Criteria.

12 APPLICATION FOR, AND TERMINATION OF, MEMBERSHIP

- 12.1 All membership applications shall be duly completed and submitted to the Secretary General in such form as prescribed by SJF, together with the fees mentioned in Article 13.1.
- 12.2 Application for membership may be rejected on any of the following grounds:
- 12.2.1 The applicant does not satisfy all the relevant membership criteria set out in the relevant membership category in this Constitution;
 - 12.2.2 The applicant (or any member of the board or management (or their equivalent) of the applicant) has been convicted of an offence involving fraud, dishonesty or moral turpitude which is punishable on conviction with imprisonment for three (3) months or more;
 - 12.2.3 The applicant is insolvent or bankrupt; or any order is made or an effective resolution is passed for the winding-up or dissolution of the applicant; or if a custodian, receiver or judicial manager is appointed for the applicant; or if a compromise or arrangement is proposed by the applicant to its creditors or any class of its creditors; or
 - 12.2.4 Where accepting the applicant would in the Board's absolute discretion be deemed prejudicial to the interest of SJF as a whole.

12.3 Any termination of Membership pursuant to this Constitution shall not prejudice any accrued rights or obligations as at the effective date of the termination. Membership fees are not refundable upon termination. Termination of membership may be effected by a Member giving at least one (1) week's notice in writing to the Secretary General or under such other circumstances as set out in this Constitution.

13 **MEMBERSHIP FEES**

13.1 Members shall pay a one-time membership entrance fee and an annual membership renewal fee as determined by the Board from time to time. Membership renewal fees shall be paid in advance on or before 1 January of each year.

13.2 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.

13.3 The Board may terminate Members who have membership renewal fee arrears of more than three (3) months. Terminated Members may only apply to be reinstated as a Member after a lapse of at least one (1) year.

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

13.5 The income and property of SJF whensoever derived shall be applied towards the promotion of the objects of SJF 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 SJF or to any of them or to any person claiming through any of them.

14 **ANNUAL GENERAL MEETINGS**

14.1 The supreme authority of SJF is vested in a General Meeting of the Members. The Annual General Meeting (AGM) shall be held not later than 30 September each year.

14.2 If there are any unavoidable reasons for delay in holding the AGM by 30 September, the Members shall be notified of the reason by 30 August through email or on SJF'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 SJF within seven days from the date of this notification.

14.3 At least twenty-one (21) days' notice of AGM shall be provided to Affiliates, through email and SJF's official website, specifying the place, date and time of the AGM.

14.4 Full Members who wish to table a resolution for the General Meeting's approval at the AGM must notify the Secretary General in writing at least fourteen (14) days before the date of the AGM.

- 14.5 The agenda for the AGM, the Board's annual report and the audited financial statements for the preceding financial year, shall be forwarded to the Members at least seven (7) days before the date of the AGM.
- 14.6 The business to be transacted at the AGM shall include:
- 14.6.1 To approve the annual report and the previous financial year's audited financial statements.
 - 14.6.2 To approve any resolutions tabled by Full Members in accordance with Article 14.4 or by the Board.
 - 14.6.3 Where applicable, to appoint auditors for the ensuing term.
 - 14.6.4 Where applicable, to approve or remove any Members.
 - 14.6.5 Where applicable, to approve the list of nominations received and to hold the election for Board Members.
- 14.7 No business other than that stated in the notice and agenda for the AGM shall be transacted at the General Meeting.
- 14.8 General Meetings (i.e. AGMs and EGMs) may be conducted, wholly or partly, by electronic means. Members must at least be allowed to contemporaneously observe the proceedings of such meetings by audio and video means (e.g. "live" webcast) and to cast their vote electronically where required. Details on the arrangements for meetings to be conducted by electronic means shall be provided to Members in the notice of the meeting.

15 **EXTRAORDINARY GENERAL MEETINGS**

- 15.1 An 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 SJF's membership register. Such requisition shall state the business that is to be transacted at the requested EGM.
- 15.2 The Board shall convene the EGM within one (1) month of receiving the requisition. 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.
- 15.3 At least fourteen (14) days' notice shall be provided to Affiliates, through email and SJF's official website, specifying the place, date and time of the EGM along with the resolutions to be passed at the meeting.

16 ATTENDANCE AND QUORUM FOR GENERAL MEETINGS

- 16.1 All Members of SJF shall be eligible to attend General Meetings. Each Full Member is entitled to have one (1) Authorised Delegate to attend a General Meeting and to speak and vote on its behalf at such meeting. Each Associate Member is entitled to have one (1) Authorised Representative to attend a General Meeting.
- 16.2 The names and identification numbers of the Authorised Delegates of Full Members and the Authorised Representatives of Associate Members who will be attending the General Meeting shall be notified to the Secretary General at least three (3) days before the date specified for the General Meeting.
- 16.3 The Board may also invite various others, including SJF's auditors, legal advisers and observers from SJF'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 fit by the Chairman of the General Meeting or with the consent of the Authorised Delegates present at the meeting.
- 16.4 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.
- 16.5 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, alter or make addition/deletion to the existing Constitution.

17 VOTING AT GENERAL MEETINGS

- 17.1 Only authorised delegates of Full Members who are above the age of twenty-one (21) years old shall be eligible to vote at General Meetings and for the election of Board Members.
- 17.2 Each authorised delegate shall have one vote. A Board Member shall have no voting rights at General Meetings unless he is an Authorised Delegate of a Full Member.
- 17.3 Voting by proxy is not allowed at all General Meetings.
- 17.4 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.
- 17.5 Electronic voting is allowed for general meetings conducted by electronic means. Electronic voting can be by a physical or digital show of hands or by an online poll.

18 GOVERNING BOARD

- 18.1 SJF shall be governed by a Board. The Board shall have all the powers necessary to manage the affairs of SJF other than those matters reserved for the General Meeting's approval.

18.2 The Board shall have eleven (11) Elected Board Members, the Chairman of the Athletes' Commission and between two (2) to four (4) Appointed Board Members; and all of whom shall have the right to vote at Board meetings.

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

19 **NOMINATION AND ELECTION**

19.1 All nominations for the Board election must reach the SJF office at least fourteen (14) days before the AGM, and any nominations received thereafter shall be invalid.

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

19.3 All nominations must be proposed by a Full Member and seconded by another Full Member.

19.4 Nomination forms shall include a declaration by the nominee of any personal or business interest that may be of concern to SJF or its Members and (if applicable) the office that the nominee is being nominated for and, in the case of a nominee who has served as a Board Member for more than eight (8) consecutive years, the reasons why such nominee should be retained as a Board Member.

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

19.6 The voting eligibility of Full Members, their authorized delegates and the nominated candidates for the Board election shall be verified and confirmed by two (2) or more Board Members who are independent from the persons being verified (or such other persons approved by the General Meeting).

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

19.8 The election shall be conducted by an Appointed Board Member or, failing which, a Board Member or other person who is independent from the persons being elected (or such other person approved by the General Meeting).

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

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

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

19.12 In any event, the Chairman shall not exercise the casting vote option if he has any conflict of interests in the choice of the candidate.

19.13 The counting of the votes for the election shall be overseen and verified by two (2) or more scrutineers from any of the following: (i) the Members present at the AGM who are not contesting in the election, (ii) the Appointed Board Members, and/or (iii) the representatives from SJF's auditors and/or legal advisers who are present at the AGM.

20 **KEY OFFICE BEARERS**

20.1 The key office bearers, who will minimally be the President, two Deputy/Vice Presidents, the Secretary General, the Assistant Secretary General, the Treasurer and the Assistant Treasurer shall be elected at a General Meeting. In the event that a vacancy arises, the Board may elect such key office bearer from among themselves.

20.2 The President, the Deputy/Vice President and the Secretary General shall be Elected Board Members who are Singapore citizens.

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

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

21 **BOARD MEMBERS**

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

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

21.3 Board Members shall not be serving a suspension or ban from SJF, IJF, JUA or other regulatory authority.

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

21.5 Board Members shall neither be a paid employee of SJF nor have a Family Member who is a paid employee of SJF.

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

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

21.8 In the event that any Board Member no longer meets in the eligibility criteria set out in this Article 21 or Article 22, the Board shall have the power to remove such Board Member from his office.

22 ELECTED BOARD MEMBERS

22.1 An Elected Board Member shall be an Authorised Delegate of a Full Member or an Individual Member of SJF who is duly elected by the voting members at an AGM.

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

22.3 The Board may at any time appoint a suitable person to fill a position vacated by an Elected Board Member for the remaining term of office for the vacated position.

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

23 APPOINTED BOARD MEMBERS

23.1 The Elected Board Members will use reasonable efforts to appoint between two (2) to four (4) other Board Members to ensure an appropriate balance and diversity of skills, experience and gender within the Board.

23.2 Appointed Board Members shall preferably be from the legal, accounting or medical profession or shall be experts in other relevant fields, including marketing, event management or coach education.

23.3 Appointed Board Members shall be independent from the Elected Board Members and shall preferably be persons who do not have any material vested interest in the affairs or business of SJF. For the avoidance of doubt, being a previous registered member of an Affiliate, a Family Member of someone who is a registered member of an Affiliate or an unpaid adviser of the SJF would not by itself cause a person to be deemed non-independent.

23.4 The Board may at any time appoint a suitable person to fill a position vacated by an Appointed Board Member for the remaining term of office for the vacated position.

23.5 The Board shall have the power to remove an Appointed Board Member before the expiration of his/her term of office and may appoint another person in his/her stead for the remaining term of his/her office.

24 BOARD TENURE

24.1 The term of office of Elected Board Members shall be two (2) years.

24.2 The term of office of Appointed Board Members shall be up to two (2) years.

- 24.3 Counting from the year 2019, Board Members may serve a maximum tenure of ten (10) consecutive years on the Board and, upon reaching this tenure limit, shall only be eligible for re-election or re-appointment to the Board after a lapse of at least two (2) years.
- 24.4 A Board Member may only hold the appointment of Treasurer for a maximum of four (4) consecutive years and may only be considered for re-appointment as Treasurer after a lapse of at least two (2) years.

25 **BOARD ROLE AND POWERS**

- 25.1 The role and powers of the Board shall be as follows:
- 25.1.1 Provide stewardship and trusteeship on behalf of members and be responsible for ensuring that SJF remains viable and effective in the present and for the future.
 - 25.1.2 Provide strategic leadership, set objectives, and ensure that the necessary plans, policies, programs and resources are in place for SJF to meet its objectives.
 - 25.1.3 Ensure all legal and statutory obligations are met and all constitutional and governance requirements are complied with.
 - 25.1.4 Establish a framework of prudent and effective controls which enables risk to be assessed and managed, including safeguarding of SJF's assets and the public funds it receives.
 - 25.1.5 Set SJF's values and standards and ensure that obligations to members and other stakeholders are understood and met, and address all disciplinary issues that arise.
 - 25.1.6 Be responsible for the appointment of the CEO and other senior management employees of SJF and provide them with clear documented roles, responsibilities and accountabilities.
 - 25.1.7 Review management and Board performance periodically.
 - 25.1.8 Manage conflict of interest and take appropriate measures to ensure that SJF is protected against any personal or business interests of Board Members and employees of SJF.
 - 25.1.9 Identify and sufficiently engage the key stakeholder groups of SJF and sought their views and feedback on SJF's strategies and policies.
 - 25.1.10 Consider financial sustainability, social issues and environmental factors as part of its strategy and policy formulation.
 - 25.1.11 Raise funds for SJF and approve any expenditure from the funds and / or reserves of SJF for SJF's activities, subject to Article 25.1.12.

25.1.12 Decisions that involve the acquisition and disposal of immovable properties/assets, and expenditures of significant value that draws on SJF's financial reserves (i.e. more than 10% of reserves or \$0.25 million whichever is higher) should be approved at a General Meeting by a resolution carried by at least two-thirds of the votes recorded at the meeting.

26 **DUTIES OF OFFICE BEARERS**

- 26.1 The President shall chair all General and Board meetings. The President shall also represent SJF in all matters with outside persons.
- 26.2 The Deputy/Vice President shall assist the President and deputise for him in his absence.
- 26.3 The Secretary General shall ensure that all records of SJF, 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.
- 26.4 The Assistant Secretary General shall assist the Secretary General and deputise for him in his absence.
- 26.5 The Treasurer shall:
- 26.5.1 Be responsible for the funds of SJF;
 - 26.5.2 Keep an account of all monetary transactions and shall be responsible for their correctness;
 - 26.5.3 Report on the financial status of SJF at Board meetings and present audited financial reports at AGMs; and
 - 26.5.4 Not hold office in the Audit Committee.
- 26.6 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.
- 26.7 All cheques, electronic or online payments for withdrawals from the bank shall be co-signed by (i) either the Treasurer or the Assistant Treasurer, and (ii) either the President or the Deputy/Vice President.
- 26.8 All other Board Members shall assist in the management of SJF and perform duties assigned by the Board from time to time.

27 **BOARD MEETINGS**

- 27.1 A Board meeting shall be held at least once every three (3) months after giving at least seven (7) days' notice to Board Members.
- 27.2 A Board Member who is absent for three (3) consecutive Board meetings without any reasonable excuse accepted by the Board shall be deemed to have withdrawn from the Board.

- 27.3 At least half of the Board Members must be present to form a quorum and for the meeting proceedings to be valid. This will include Board Members who participate in the meeting via telephone or video conferencing. In the event of there being no quorum at the commencement of a Board 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.
- 27.4 Voting at Board meetings shall be by show of hands unless the meeting decides otherwise by a majority vote for a secret ballot. Each Board Member shall have one vote. All Board Members including the Appointed Board Members shall have one (1) vote each at Board Meetings.
- 27.5 Board Members who are not present at a meeting may write in prior to the meeting or call in during the meeting to vote on resolutions or required decisions circulated prior to the meeting.
- 27.6 The Chairman of the Board meeting shall have a casting vote (i.e. second vote) in the event of a tie in the votes.

28 **CIRCULAR RESOLUTIONS**

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

29 **BOARD COMMITTEES**

- 29.1 The Board may appoint Board Committees comprised of SJF members and/or other persons or independent experts to assist the Board in the management and administration of SJF.
- 29.2 The Board may delegate to such Board Committees such powers as it deems necessary.
- 29.3 The Board shall minimally appoint the following Board Committees with the appropriate terms of reference:
- 29.3.1 Audit Committee;
 - 29.3.2 Selections Committee;
 - 29.3.3 Appeals Committee; and
 - 29.3.4 Disciplinary Committee.

- 29.4 The Audit Committee, the Selections Committee, the Appeals Committee and the Disciplinary Committee shall comprise of at least three (3) persons appointed by the Board. Each of these four (4) Board Committees shall be headed preferably by an Appointed Board Member and shall preferably have no more than two-thirds (2/3) of its members from the Elected Board Members.
- 29.5 The disciplinary actions that the Disciplinary Committee can recommend to the Board include, without limitation, issuance of reprimands and/or fines to Members, suspension of SJF support, suspension of eligibility to participate in SJF organised or sanctioned activities, suspension of Membership and, in the case of wilful or repeated material breach(es) of this Constitution and/or the By-Laws, termination of Membership.

30 **ATHLETES' COMMISSION**

- 30.1 SJF shall establish an Athletes' Commission (the "AC") with the view to providing a process to promote open communication with the athletes.
- 30.2 The AC shall comprise no more than five (5) elected members, who are either past or present Singapore national Judo athletes, including the Chairman who must be a current or former Singapore national Judo athlete.
- 30.3 The Chairman and members of the AC shall be elected by national athletes who have represented Singapore in international Judo competitions within the past twenty-four (24) months. 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.
- 30.4 The terms of office of the AC members and their term limits, if any, shall follow those of the Board.
- 30.5 Subject to his/her meeting the eligibility criteria to be appointed as a Board Member set out in Article 21, the Chairman of the AC shall be appointed as a Board Member with voting rights and shall represent the AC in the Board meetings until the expiry of his/her term as Chairman of the AC.

31 **ADVISORS AND PATRONS**

- 31.1 The Board may appoint Advisors and/or Patrons who may or may not be a Member of SJF to advise the Board in such matters as and when the Board deems necessary.
- 31.2 The Advisors and Patrons so appointed shall have no voting rights in the Board.
- 31.3 Patrons may be invited by the President and/or the Board to chair a General Meeting of SJF in which case the Patron shall have no voting rights.

32 **CHIEF EXECUTIVE OFFICER**

- 32.1 The Board may appoint a CEO or an equivalent to lead the SJF management and secretariat staff.
- 32.2 The CEO shall hold office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, determined by the Board.

- 32.3 The exercise of the CEO's powers and authorities, and the performance of the CEO's duties, shall always be subject to the control of the Board.
- 32.4 The role of the CEO will be to implement the strategies, plans and policies approved by the Board and to be responsible for the management and direction of SJF and its finances.
- 32.5 The CEO shall attend all SJF meetings, including General Meetings and Board meetings, subject to a determination otherwise by the Board. The CEO shall not have a vote at these meetings but may speak on any matters where required.
- 32.6 Subject to the terms and conditions of the appointment, the Board may suspend or remove the CEO from that office.

33 AUDIT AND FINANCIAL YEAR

- 33.1 A firm of Public Accountants and Chartered Accountants shall be appointed as auditors at each AGM for the next financial year and shall be eligible for re-appointment.
- 33.2 The auditor shall be changed at least once every five (5) years, whether to another auditor from the same auditing firm or company or to another auditor from a different auditing firm or company.
- 33.3 The auditors may be required by the President to audit SJF's accounts for any period within their tenure of office at any date and make a report to the Board.
- 33.4 The auditors will be required to audit each financial year's accounts and present a report upon them to the AGM.
- 33.5 SJF's financial year shall be from 1 April of each year to 31 March the following year.

34 BY-LAWS

- 34.1 The Board shall have the power to approve, create, alter or revoke by-laws, policies, regulations, procedures and practices (together, "By-laws") in relation to the management and administration of SJF as it deems fit
- 34.2 Such By-laws from time to time in force shall not be inconsistent with the provisions of this Constitution.
- 34.3 If there is inconsistency, the provisions of the Constitution shall prevail, and that By-law shall to the extent of the inconsistency be void.
- 34.4 When in force, such By-laws shall be binding on all Members and has the same effect as a provision in this Constitution.

35 CONFLICT OF INTEREST

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

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

36 **ANTI-DOPING**

36.1 SJF shall recognise the right of all its athletes to participate in clean sport and is committed to ensuring the sport is doping-free and is free of any manipulation of competitions.

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

37 **SAFE SPORT**

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

38 **DISPUTE RESOLUTION**

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

39 **PRESS RELEASE**

39.1 Only the President or his/her delegate shall be entitled to give press releases relating to matters concerning SJF.

40 **TRUSTEES**

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

40.2 The trustees of SJF shall:

40.2.1 Not be more than four (4) and not less than two (2) in number.

40.2.2 Be elected by a General Meeting of Members.

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

40.3 The office of the trustee shall be vacated:

- 40.3.1 If the trustee dies or becomes of unsound mind;
 - 40.3.2 If he is absent from the Republic of Singapore for a period of more than one (1) year;
 - 40.3.3 If he is guilty of misconduct of such a kind as to render it undesirable that he continues as a trustee;
 - 40.3.4 If he is bankrupt; or
 - 40.3.5 If he submits notice of resignation from his trusteeship.
- 40.4 Notice of any proposal to remove a trustee from his trusteeship or to appoint a new trustee to fill a vacancy must be given by posting it on SJF's notice board and / or on SJF's website at least two (2) weeks before the General Meeting at which the proposal is to be discussed. The result of such General Meeting shall then be notified to the Registrar of Societies and Commissioner of Charities.
- 40.5 The address of each immovable property, name of each trustee and any subsequent change must be notified to the Registrar of Societies and Commissioner of Charities.

41 **VISITORS AND GUESTS**

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

42 **PROHIBITIONS**

- 42.1 Gambling of any kind, excluding the promotion or conduct of a private lottery which has been permitted under the Private Lotteries Act Cap. 250, is forbidden on SJF's premises. The introduction of materials for gambling or drug taking and of bad characters into the premises is prohibited.
- 42.2 The funds of SJF shall not be used to pay the fines of members who have been convicted in court of law.
- 42.3 SJF shall not engage in any trade union activity as defined in any written law relating to trade unions for the time being in force in Singapore.
- 42.4 SJF shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.
- 42.5 SJF shall not hold any lottery, whether confined to members or not, in the name of SJF or of its office-bearers, Board or members unless with the prior approval of the relevant authorities.
- 42.6 SJF 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 authority(ies), where necessary.

43 CESSATION OF CHARITY STATUS

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

44 DISSOLUTION

- 44.1 SJF shall not be dissolved except with the consent of not less than three-fifths (3/5) of those entitled for the time being to vote at General Meetings.
- 44.2 In the event of SJF being dissolved as provided above, all debts and liabilities legally incurred on behalf of SJF shall be fully discharged, and the remaining funds will be donated to charitable organization(s), or Institution(s) of a Public Character, when SJF 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 SJF may determine at the General Meeting.
- 44.3 A Certificate of Dissolution shall be given within seven (7) days of the dissolution to the Registrar of Societies and the Commissioner of Charities.

45 AMENDMENTS TO CONSTITUTION

- 45.1 No alterations, amendments or additions/deletions to this Constitution shall be made except at a General Meeting and by a special resolution with the consent of at least two-thirds (2/3) of the voting Members present at the General Meeting.
- 45.2 Such alterations, amendments or additions/deletions shall only take effect after the approval from the Registrar of Societies and the Commissioner of Charities has been received.
- 45.3 Any proposal to amend the Constitution shall be notified in writing to SJF at least fourteen (14) days before the General Meeting together with a copy of the proposed amendments.

46 MATTERS NOT PROVIDED FOR

- 46.1 In all matters not provided for in this Constitution or in event of doubts on the proper interpretation of the Articles in this Constitution, the decision of the Board shall be final unless it is reversed at a General Meeting of Members. For the avoidance of doubt, such reversal shall only take effect from the time of the conclusion of the relevant General Meeting at which such reversal occurred.