

**CONSTITUTION OF SINGAPORE GOLF ASSOCIATION - Approved by ROS on 26
May 2022**

1. NAME

The Association shall be called “Singapore Golf Association” hereinafter referred to as “SGA”.

2. PLACE OF BUSINESS

The place of business of SGA shall be at No 249 Sembawang Road, Singapore 758352, or such other place as may from time to time be decided by the Governing Council, subject to the approval of the Registrar of Societies. SGA shall carry out its activities only in places and premises which have the prior written approval from the relevant authorities, where necessary.

3. DEFINITION

(a) In these Rules except where the context otherwise requires:

‘Rules’ means the rules of this Constitution currently in force;

‘Association’ means the Singapore Golf Association;

‘Constitution’ means this Constitution as amended from time to time;

‘Members’ means the members of the Association and includes all the categories of members set out under Rule 5 for the time being and “Member” means any one of them;

‘Governing Council’ means the council for the time being of the Association appointed to establish the overall policies of the Association;

‘Executive Board’ means the committee for the time being of the Association appointed to govern the affairs of the Association and implement the policies laid down by the Governing Council;

‘Executive Board Members’ means members of the Executive Board and “Executive Board Member” means any one of them; and

‘Board Observer’ means such person who may be nominated by the President of the Executive Board to have the right to attend and speak at selected meetings of the Executive Board at the discretion of the Executive Board and to receive all notices, minutes, consents, resolutions and all other materials and information that is provided by the Association to the Executive Board Members with respect to the selected meetings of the Executive Board at the same time that such materials and information are given to the Executive Board Members, provided always that such person shall not be counted in the quorum and shall not have voting rights at any and all meetings of the Executive Board, and further provided always that the President of the Executive Board shall have the right to request the removal at any time from office of such person nominated by it as Board Observer, the right to nominate a substitute Board Observer and the right at any time and from time to time to determine the period during which such person shall hold the position of Board Observer.

- (b) In these Rules, unless the context otherwise requires, words importing the singular include the plural and vice-versa and words importing a gender includes every gender and references to persons include bodies corporate or unincorporated and any other entity.
- (c) References in these Rules to statutes shall be construed as references to modifications or re-enactments thereof from time to time in force.

4. OBJECTS

The objects of the Association shall be:

- (a) Promote, develop and increase participation for the sport of Golf in Singapore.
- (b) To promote physical activity for health and wellness, foster community engagement and bonding for social inclusiveness and integration, and inspire the Singapore Spirit through the sport of Golf.
- (c) To engage communities and provide access to the sport of Golf to vulnerable segments of the community such as youth at risk and the less privileged.
- (d) To keep abreast with golf developments and to promote golf excellence in Singapore, including promoting golf championships, competitions and tournaments in Singapore. Other than permitted in these Rules, such promotion of golf championships, competitions and tournaments shall not extend to Members’ Championships. To determine the rules of participation and play therein, and to offer, procure, give or contribute towards the prizes and awards for it.
- (e) To promote representative matches against other countries and to encourage participation in Open or other Amateur Championships of other countries.

- (f) To cooperate to the extent possible and to maintain and cultivate any relations that the Association has with similar associations of other countries.
- (g) To uphold the Rules of Golf and the Rules of Amateur Status as approved by the R&A and the Local Rules of Members.
- (h) To uphold and maintain the integrity and reliability of the SGA Central Handicap System (“CHS”) that is used by Members.
- (i) To provide the means through which disputes and differences concerning golf in Singapore may be settled.
- (j) To affiliate with international golf societies and other organisations established for the promotion of the sport of golf.
- (k) To borrow or raise funds for the furtherance of the objects of the Association on such terms and on such security as may be thought fit, particularly, by charging any of the Association’s properties.
- (l) To administer or invest funds for the purposes of the Association in any investment approved by the Governing Council, with power from time to time to vary such investments and to place money on deposit with banks.
- (m) To form and promote any company or body for the purpose of taking over the functions of organising, arranging and promoting the Singapore Open Championship and to purchase, subscribe or otherwise acquire and hold shares and other securities in such company or body and to lend money, indemnify or guarantee the performance of contracts, obligations or otherwise assist such company or body.
- (n) To conduct all other activities which the Association considers necessary or desirable in the interests of its Members.

5. MEMBERSHIP AND PATRONS

Membership of the Association shall be of three categories:

- (a) Full Member: A golf club in Singapore which possesses a golf course of not less than nine (9) holes shall be entitled to be a Member and shall be referred to as a “Full Member”.

Full Members shall be legal entities registered in Singapore with the Registrar of Societies (ROS) or the Accounting and Corporate Regulatory Authority (ACRA), Institutions of Higher Learning (IHLs) and Government Ministries and Statutory Boards that are willing to observe the rules and regulations of Association.

A Full Member shall be represented in the Association by the representative(s) it appoints to the Governing Council in accordance with these Rules. All representatives of the Full Members on the Governing Council shall be eligible to vote at all meetings of the Association.

- (b) Associate Member: Any club or organisation (whether a body corporate or an unincorporated association) registered or incorporated in Singapore that:
- (i) does not possess a golf course;
 - (ii) has at least 100 members who are individuals; and
 - (iii) provides supervision of golf activities, peer review, reasonable and regular opportunities for members to play golf with each other and the review of members' handicap by fellow club members,

shall upon being admitted as a Member, be referred to as an "Associate Member".

Save as otherwise expressly provided in these Rules, an Associate Member shall not be represented on the Governing Council and shall not be eligible to vote at any meeting of the Association.

An Associate Member shall not, without the Association's consent, organise any events using the name "SGA" or "Singapore Golf Association" or any other name(s), marks or intellectual property which is owned and/or controlled by the Association ("Association's Marks"). An Associate Member shall not use any of the Association's Marks in any manner which may bring the Association to disrepute or denigrate or be detrimental to the reputation or standing of the Association

Associate Members may elect a separate committee and Chairman to represent them. Any such elected Chairman of the Associate Members may, at the discretion of the President of the Executive Board sit on the Executive Board as a Board Observer.

- (c) Affiliate Member: Any body, society, organisation or commercial entity registered or incorporated in Singapore who is committed to furthering the interest of the sport of golf shall upon being admitted as a Member be referred to as an "Affiliate Member".

Save as otherwise expressly provided in these Rules, an Affiliate Member shall not be represented on the Governing Council and shall not be eligible to vote at any meeting of the Association.

An Affiliate Member shall not, without the Association's consent, organise any events using the name "SGA" or "Singapore Golf Association" or any other name(s), marks or intellectual property which is owned and/or controlled by the Association ("Association's Marks"). An Affiliate Member shall not use any of the Association's Marks in any manner which may bring the Association to disrepute or denigrate or be detrimental to the reputation or standing of the Association.

Affiliate Members may elect a separate committee and Chairman to represent them. Any such elected Chairman of the Affiliate Members may, at the discretion of the President of the Executive Board sit on the Executive Board as a Board Observer.

- (d) Members are expected to support and promote the services and activities of the Association.
- (e) Any person recommended by the President of the Executive Board as a person who supports and desires to assist in the promotion of the objects of the Association may be invited by the Governing Council to be a patron ("Patron"). Any such Patron shall be entitled to be present at all meetings of the Association but shall not be counted in the quorum nor be entitled to vote or to hold office on the Executive Board.

6. GOVERNING COUNCIL

- (a) The Association shall be governed by the Governing Council. The Governing Council shall comprise representatives from Full Members. Each Full Member is entitled to appoint one (1) representative to the Governing Council who shall be the highest-ranking officer (by whatever name called) of that Full Member.
- (b) A Governing Council member shall cease to hold office if he, being the highest-ranking officer of the Full Member that he represents, retires or for any reason resigns from office as its highest-ranking officer.
- (c) In the event that a member of the Governing Council retires or for any reason resigns from office as the highest-ranking officer of the Full Member that he represents, he shall forthwith be replaced on the Governing Council by his successor in such office upon written notice of such succession being furnished by the aforesaid Full Member of the Association.

In the event of any other casual vacancy arising in the Governing Council, the vacancy will be filled by the affected Full Member.

- (d) The Governing Council shall exercise all necessary powers in respect of the overall policy of the Association and may, from time to time, give such directions to the Executive Board as it may decide.

- (e) The Chairman of the Governing Council shall be elected by members of the Governing Council from amongst the members of the Governing Council at the Annual General Meeting and shall hold office until the next Annual General Meeting. The Chairman shall be eligible for re-election, as long as his continuous term does not exceed four (4) years.

7. PROCEEDINGS OF THE GOVERNING COUNCIL

- (a) The Governing Council shall meet as and when necessary (but in any case not less than two (2) times a year) at such place and time and regulate their meetings as they think fit. All meetings shall be convened by the Chairman of the Governing Council. Such meeting may be also convened at the request of a majority of the Governing Council Members.
- (b) At all meetings of the Governing Council, a simple majority, (each present personally or by his alternate) of the total number of members which the Governing Council is comprised, shall form a quorum. Each member of the Governing Council present personally or by his alternate shall have one vote.
- (c) Every decision shall be decided by a majority of the votes cast by members of the Governing Council present personally or by his alternate, provided that in the case of any question involving the removal of any Member from the Association or an alteration of these Rules, the requisite majority shall be two-thirds (2/3) of the votes cast. The Chairman of the Governing Council shall have a casting vote in the event of any equality of votes.

For the purpose of this Rule, the members of the Governing Council may (unless otherwise required by the Societies Act (Chapter 311)) participate in the meeting either in person or by means of telephone conference, video conference, web conference or any other electronic means of audio or audio-visual communication that permits all participants to hear and be heard by other participants in real-time, for the despatch of business, adjourn and otherwise regulate their meetings as they think fit and that the quorum for such virtual meetings shall be the same as the quorum required by a Governing Council's meeting provided under these Rules. A resolution passed by such virtual meeting shall, notwithstanding that the members of the Governing Council are not present together at one place at the time of the virtual meeting, be deemed to have been passed at a meeting of the members of the Governing Council held on the day and at the time at which the virtual meeting was held and shall be deemed to have been held at the registered address of the Association, unless otherwise agreed, and all members of the Governing Council participating at that meeting shall be deemed for all purposes of these Rules to be present at that meeting.

- (d) A resolution in writing signed by all the members of the Governing Council shall be as effective as a resolution passed at a Governing Council meeting duly convened and held, notwithstanding that such signing may take place at different times, places or by circulation. The General Manager shall circulate such resolutions for the members of the Governing Council's approval upon the request by any member of the Governing Council who shall have a seconder for the same. The circulation of such resolution(s) shall be relayed to the members of the Governing Council by any acceptable means of communication adopted by the Governing Council, including via email. A circular resolution shall be tabled and ratified at the following Board meeting.
- (e) A member of the Governing Council may at any time appoint any other person (who shall not be an employee of that Full Member) to be his alternate to the Governing Council and may at any time remove the alternate so appointed by him. Any notice of appointment, removal or replacement of alternate members of the Governing Council made by any member of the Governing Council shall be in writing under the hand of such member making the same and may be given by letter, facsimile transmission or other electronic means and shall take effect as from the date of appointment, removal or replacement specified in the notice. If an alternate of a member of the Governing Council is appointed for a specific meeting, the notice of the appointment of such alternate member must be received by the Association before the commencement of the meeting in question.
- (f) The continuing Governing Council members may act provided there is a quorum, notwithstanding any vacancy in the Governing Council.
- (g) The Governing Council may act notwithstanding any vacancy in its body but if and so long as the number of Governing Council members is reduced below the quorum for a Governing Council meeting fixed by these Rules, the continuing Governing Council members may act for the purpose of increasing the number of members to that number, but for no other purpose.

8. EXECUTIVE BOARD

- (a) The Governing Council shall appoint an Executive Board comprising ten (10) Elected Board Members and two (2) Appointed Board Members, of which none shall be a member of the Governing Council.
- (aa) The Executive Board shall comprise of
 - (i) Elected Board Members
 - a. Four (4) Office Bearers, elected and appointed by Governing Council members,

- b. Six (6) Captains or other representatives of the clubs nominated by the Governing Council, elected and appointed by Governing Council members.

(ii) Appointed Board Members

- c. Athletes Commission Chairman, a representative of the Athletes Commission (“AC”) nominated by the Athletes Commission, and
- d. SLGA Representative, a representative of the Singapore Ladies Golf Association (“SLGA”) nominated by SLGA.

The AC and SLGA Representatives shall be approved by the Governing Council at the Annual General Meeting. In the event that the AC or SLGA Representative is not approved by the Governing Council at the Annual General Meeting, the Governing Council shall on the advice of the President and as soon as practicable appoint one (1) representative from the AC or SLGA to fill the vacancy for the balance of the term of such predecessor. Such new representative shall be deemed elected as an Executive Board Member.

In the event the composition cannot be formed, additional Elected Board Members will fill the Executive Board until there exist twelve (12) members of the Executive Board.

(b) OFFICE BEARERS

- (i) The President, Vice President, Honorary Secretary and Honorary Treasurer shall be recognized as the Office Bearers of the Association and must be persons who are Singapore citizens.
- (ii) The Honorary Treasurer should have a recognized accounting qualification and / or appropriate practical experience.
- (iii) The President should have served and made positive contributions to the sport of Golf and/or SGA as an ex-athlete, official or Executive Board Member, or should be a prominent individual of good standing within the sport and / or business community.

- (c) Notwithstanding any nomination from the relevant parties and subject only to the provisions herein, all Elected Board Members must stand for election in accordance with Rule 11.

- (d) The term of office of Executive Board Members shall be up to four (4) years.

Counting from the year 2018, Executive Board Members may serve a maximum tenure of eight (8) consecutive years on the Executive Board and, upon reaching this tenure limit, shall only be eligible for re-election or re-appointment to the Executive Board after a lapse of at least two (2) years.

Subject to the maximum tenure of eight (8) consecutive years on the Executive Board, an Executive Board Member may only hold the appointment of Honorary Treasurer for a maximum of four (4) consecutive years and may only be considered for re-appointment as the Honorary Treasurer after a lapse of two (2) years.

- (e) In the event that an Executive Board Member retires or for any reason resigns from the office he represents, he shall remain to hold office as an Executive Board Member unless otherwise requested by his nominator to cease to hold such office.

- (f) In the event of any casual vacancy occurring with reference to an Executive Board Member during his term of office, the Governing Council shall on the advice of the President and as soon as practicable appoint one (1) representative of any Full Member to fill the vacancy for the balance of the term of such predecessor. Such new representative shall be deemed elected as an Executive Board Member.

In the event of any prolonged absence of the President preventing him from properly discharging and performing his duties owing to the Association, the Vice-President shall act in his place for such period as the Governing Council may determine.

- (g) The Governing Council shall have the power to remove any Executive Board Member before the expiration of his term of office and may appoint another person in his stead for the remaining term of his office. Such person shall be deemed elected as an Executive Board Member.

- (h) The Executive Board shall take instructions and directions of the Governing Council as given from time to time and shall exercise all powers necessary to administer and manage the daily operational affairs and routine businesses of the Association (including, without limitation, employing a general manager and the general staff of the Association and approving their respective terms of employment), save for those powers which are expressly required by the Societies Act (Chapter 311) or by these Rules to be exercised by the Governing Council.

- (i) In addition to the elected Chairman of the Affiliate Members and the elected Chairman of the Associate Members, the President of the Executive Board shall, in his discretion, be entitled to co-opt additional representatives from the Members to be Board Observers.

- (j) Executive Board members shall at least be twenty-one (21) years of age and shall be Singapore citizens or Singapore Permanent Residents.
- (k) The majority of the Executive Board should be Singapore citizens and preferably, the Executive Board Member should not be an immediate family member related by blood or marriage to any other Executive Board Member. (In any event, not more than three (3) members of the Executive Board shall be family members related by blood or marriage.)
- (l) The Executive Board Members shall act in the best interests of SGA, and the Executive Board shall set clear policies, procedures and take appropriate measures to declare, prevent and address any conflict of interest that may arise.

The Executive Board Members shall complete and submit a Conflict of Interest Declaration Form on an annual basis and as soon as any conflict of interest arises.

Whenever an Executive Board Member 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 Executive Board Member shall disclose the nature of his interest before the discussion on the matter begins. The Executive Board Member concerned shall then offer to withdraw and leave the meeting and not participate in the discussion or vote on the matter. The Executive Board shall decide if this should be accepted.

- (m) Any changes in the Executive Board shall be notified to the Registrar of Societies and the Commissioner of Charities within two weeks of the change.

9. EXECUTIVE BOARD ROLE AND POWERS

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

- (a) Provide stewardship and trusteeship on behalf of Members and be responsible for ensuring that SGA remains viable and effective in the present and for the future.
- (b) Provide strategic leadership, set objectives, and ensure that the necessary plans, policies, programs and resources are in place for SGA to meet its objectives.
- (c) Ensure all legal and statutory obligations are met and all constitutional and governance requirements are complied with.
- (d) Establish a framework of prudent and effective controls which enables risk to be assessed and managed, including safeguarding of SGA's assets and the public funds it receives.
- (e) Set SGA's values and standards and ensure that obligations to Members and other stakeholders are understood and met, and address all disciplinary issues that arise.

- (f) Be responsible for the appointment of the General Manager and other senior management employees of SGA and provide them with clearly documented roles, responsibilities and accountabilities.
- (g) Review management and Executive Board performance periodically.
- (h) Manage conflict of interest and take appropriate measures to ensure that SGA is protected against any personal or business interests of Executive Board Members and employees of SGA.
- (i) Identify and sufficiently engage the key stakeholder groups of SGA and seek their views and feedback on SGA's strategies and policies.
- (j) Consider financial sustainability, social issues and environmental factors as part of its strategy and policy formulation.
- (k) Raise funds for SGA and approve any expenditure from the funds and/or reserves of SGA for SGA's activities, subject to Rule 9(l).
- (l) Decisions that involve the acquisition and disposal of immovable properties/assets, and expenditures of significant value that draws on the SGA's financial reserves (i.e. more than 10% of reserves or \$250,000 whichever is higher) should be approved at a General Meeting by a resolution carried by at least two-thirds (2/3) of the votes recorded at the meeting.
- (m) All cheques, electronic or online payments for withdrawals from the bank shall be co-signed by the Honorary Treasurer or Honorary Secretary, and either the President or the Vice President.

10. PROCEEDINGS OF THE EXECUTIVE BOARD

- (a) The Executive Board may meet as often as necessary (in any case not less than four (4) times a year) at such place and time and regulate their meetings as they think fit for the despatch of business and shall, upon the request of the Governing Council, take instructions therefrom and report thereto on such business as the Governing Council may direct. All meetings may be convened by the President or Vice-President. Such meetings may also be convened at the request of a majority of the Executive Board Members.
- (b) At all meetings of the Executive Board, a simple majority either present physically or virtually, shall form a quorum.

- (c) Every decision shall be decided by a majority of the votes cast. The President shall have a casting vote at all meetings of the Executive Board. For the purpose of this Rule, the Executive Board Members may (unless otherwise required by the Societies Act (Chapter 311)) participate in the meeting either in person or by means of telephone conference, video conference, web conference or any other electronic means of audio or audio-visual communication that permits all participants to hear and be heard by other participants in real-time, for the despatch of business, adjourn and otherwise regulate their meetings as they think fit and that the quorum for such virtual meetings shall be the same as the quorum required by an Executive Board's meeting provided under these Rules. A resolution passed by such virtual meeting shall, notwithstanding that the Executive Board Members are not present together at one place at the time of the virtual meeting, be deemed to have been passed at a meeting of the Executive Board Members held on the day and at the time at which the virtual conference was held and shall be deemed to have been held at the registered address of the Association, unless otherwise agreed, and all Executive Board Members participating at that meeting shall be deemed for all purposes of these Rules to be present at that meeting
- (d) A resolution in writing signed by all Executive Board Members shall be as effective as a resolution passed at an Executive Board meeting duly convened and held, notwithstanding that such signing may take place at different times, places or by circulation. The General Manager shall circulate such resolutions for the Executive Board Members' approval upon the request by any of the Executive Board Member who shall have a seconder for the same. The circulation of such resolution(s) shall be relayed to Executive Board Members by any acceptable means of communication adopted by the Executive Board, including via email. A circular resolution shall be tabled and ratified at the following Executive Board meeting.
- (e) The continuing Executive Board Members may act provided there is a quorum, notwithstanding any vacancy in the Executive Board.
- (f) The Executive Board may act notwithstanding any vacancy in its body but if and so long as the number of the Executive Board Members is reduced below the quorum for an Executive Board meeting fixed by these Rules, the continuing Executive Board Members may act for the purpose of increasing the number of members to that number, but for no other purpose.
- (g) The Executive Board may appoint a Sub-Committee or Sub-Committees as it thinks fit and may delegate to any Sub-Committee such part of its duties and powers as it deems fit. An Executive Board member shall, ex-officio, be a member of every Sub-Committee so appointed.

11. ELECTION AND APPOINTMENT

- (a) All nomination and candidate papers for the Executive Board election must reach the SGA office at least fourteen (14) days before the Annual General Meeting, and any papers received thereafter shall be invalid.
- (b) All nomination and candidate papers shall be submitted via prescribed forms and along with the required supporting documents as may be determined by the Governing Council.
- (c) All nomination and candidate papers shall clearly state whether he is solely standing for a position as an Executive Board Member or whether he is also standing for any of the office bearer position.

The nominee and candidate who is also standing for an office bearer position shall specify in their papers which of the office bearer position he shall be standing for at the Executive Board election.

- (d) All nominees and candidates must fulfil all the eligibility conditions in the sub-articles of Rule 8.
- (e) The voting eligibility for the Executive Board election shall be verified and confirmed by a panel comprising two (2) or more members from the Governing Council.
- (f) The list of eligible nominees and candidates shall be published in SGA's official website and emailed to all Members at least seven (7) days before the Annual General Meeting where the election is to be held.
- (g) The election shall be conducted by a member of the Governing Council.
- (h) Election will be by secret ballot and the result shall be based on a simple majority of the votes cast.
- (i) 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.
- (j) Where the tie in votes involves more than two (2) candidates, the candidate(s) with the lower vote in the previous round of voting shall be eliminated before the next round of voting for the remaining candidates with the highest and equal number of votes.

12. ATHLETES COMMISSION

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

- (b) The AC shall comprise of no more than five (5) elected members, who are either past or present national golf athletes, including the Chairman who must be a past national golf athlete.
- (c) The Chairman and members of the AC shall be elected by national athletes who have represented Singapore in international golf competitions within the past twenty-four (24) months.
- (d) The term of office of the AC members and their term limits, if any, shall follow that of the Executive Board.
- (e) A representative of the AC shall be appointed as an Executive Board Member with voting rights and shall represent the AC on the Executive Board.

13. ANTI-DOPING

- (a) SGA 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.
- (b) All affiliates, members, athletes, participants, staff and other individuals, who are subject to the jurisdiction of SGA 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.

14. SAFE SPORT

- (a) SGA shall be committed to ensuring the safety and wellbeing of golf athletes and practitioners in Singapore and shall take all necessary measures to protect them from all forms of harassment and abuse.
- (b) All affiliates, members, athletes, participants, staff and other individuals, who are subject to the jurisdiction of SGA 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.

15. GENERAL MEETINGS

- (a) The Annual General Meeting of the Association (“**AGM**”) shall be held each year by 30th September at such time and place as the Governing Council shall determine for the following purposes:

- (i) To receive, read and approve the reports of the Executive Board and the Annual Report and Audited Accounts for the preceding financial year;
- (ii) To elect the Chairman of the Governing Council for the ensuing year;
- (iii) When applicable, every four (4) years starting from the year 2022, to elect and appoint the Executive Board and the office bearers amongst them for a four (4) year term;
- (iv) To appoint any firm of Public Accountants and Chartered Accountants to be the Association's auditors at the AGM for the next financial year and shall be eligible for reappointment, such appointed auditors to be required to audit each year's accounts and present a report to the next AGM;

Such appointed auditors may be required by the President of the Executive Board to audit the Association's accounts at any time for any period within their tenure of office and report to the Chairman of the Governing Council;

Such appointed auditors shall be changed at least once in every five (5) years, whether to another auditor from the same auditing firm or company or another auditor from a different auditing firm or company.

- (v) To confirm the Minutes of the previous AGM and/or any EGM; and
 - (vi) To review or discuss any matter of which fourteen (14) clear days' notice has been given in writing to the Honorary Secretary of the Executive Board.
- (b) 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 SGA's official website. The AGM may be postponed to a later date if no more than one-third (1/3) of the Governing Council members raise any objections in writing to SGA within seven (7) days from the date of this notification.

Any other General Meeting (apart from the AGM) shall be an Extraordinary General Meeting ("EGM") and shall be held whenever convened by the Honorary Secretary at the request of the Chairman of the Governing Council or on the request in writing of not less than five (5) members of the Governing Council. Fourteen (14) days' notice of such meetings shall be given by the Honorary Secretary to all Full Members.

Twenty-one (21) days' notice shall be given by the Honorary Secretary to all Full Members of any AGM.

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.

- (c) Every member of the Governing Council shall be entitled to attend and vote at all General Meetings.
- (d) At any General Meeting, a simple majority of the total number of members of the Governing Council each present personally or by his alternate shall form a quorum. Each member of the Governing Council present personally or by his alternate shall have one vote.

Every resolution shall be decided by a majority of the votes cast, provided that in the case of any question involving the inclusion or removal of any Full Member from the Association or an alteration of these Rules, the requisite majority shall be two-thirds (2/3) of the votes cast. The Chairman of the Governing Council shall have a casting vote.

- (e) The business of the AGM shall be conducted in the following order:
 - (i) To record the attendance and credentials of the members of the Governing Council or their respective alternates who are present.
 - (ii) To confirm the Minutes of the previous AGM and/or any EGM.
 - (iii) To read and confirm the reports of the Executive Board and the Annual Report and the Financial Statement for the preceding year duly audited.
 - (iv) To elect the Chairman of the Governing Council for the ensuing year.
 - (v) When applicable, every four (4) years starting from the year 2022, to elect and appoint the Executive Board Members and the office bearers amongst them for a term of four (4) years.
 - (vi) To appoint any approved firm of certified accountants to be the Association's auditors at the AGM, such appointed auditors to be required to audit each year's accounts and present a report to the AGM, and when required by the President of the Executive Board, to audit the Association's accounts at any time for any period within their tenure of office and report to the Chairman of the Governing Council.
 - (vii) To consider any further business duly brought before the meeting.
- (f) No business other than that stated in the notice and agenda for the AGM or EGM shall be transacted at the General Meeting.

16. FINANCIAL YEAR

The financial year shall be from 1st April to 31st March.

17. SUBSCRIPTIONS

- (a) The Association shall, in its absolute discretion, determine:
 - (i) whether an entrance fee is to be charged; and
 - (ii) if an entrance fee is to be charged, the amount of the same (which may be changed from time to time).
- (b) Every Member shall pay annual subscriptions, the amount of and criteria for which shall be determined by the Governing Council and which may be changed from time to time by the same. The annual subscriptions shall be payable in advance not later than 30th April in each year. Until such change is brought into effect, the annual subscriptions applicable to and payable by each Member shall be as previously notified.

A club which becomes a Member of the Association pursuant to Rule 19 after the month of April in any year shall pay a proportionate part of its annual subscription fee for that financial year.

In the event that:

- (i) any Member has failed to pay any applicable entrance fee payable when due and payable; or
- (ii) any Member's annual subscription is unpaid for three (3) months (or such other period as the Governing Council may from time to time decide), and fourteen (14) days have elapsed after a written reminder has been given to the defaulting Member's last known address, the defaulting Member may be struck off the Register of Members at the sole and absolute discretion of the Governing Council. Pending the Governing Council's decision, the Executive Board may, in its absolute discretion, vary the rights and benefits of the defaulting Member. The Executive Board shall notify the Governing Council of its decision in relation to the variation of the rights and benefits of the defaulting Member as soon as reasonably practicable. Any defaulting Member who has been struck off the Register of Members or has its rights and benefits varied may be reinstated or rights and benefits reinstated (as the case may be) by the Governing Council in its sole and absolute discretion upon the defaulting Member furnishing a satisfactory explanation to the Governing Council and payment of all arrears and such other payments as prescribed by the Governing Council.

18. CHAIRMAN

- (a) At all meetings of the Governing Council, including General Meetings, the Chairman of the Governing Council shall take the chair, and in his absence, the members of the Governing Council shall elect one (1) person from amongst those present to be the chairperson.
- (b) At all meetings of the Executive Board, the President shall take the chair and in his absence the Vice-President shall take the chair. In the event that both are absent, a chairperson shall be elected from among those present.

19. APPLICATION FOR MEMBERSHIP

- (a) A club wishing to join the Association as a Full Member shall supply in writing to the Honorary Secretary full particulars of the club and its golf course. The application shall be considered by the Governing Council and if approved by the Governing Council such club shall thereupon become a Full Member, subject to confirmation at the ensuing General Meeting.
- (aa) Full Members shall be approved by two-thirds (2/3) majority voting at an AGM, and may only exercise their voting rights at subsequent General Meetings.
- (b) All clubs/organisations wishing to join the Association as an Associate or Affiliate Member shall supply in writing to the Honorary Secretary full particulars of the club/organisation.
- (c) Membership to the Association as an Associate or Affiliate Member shall be considered by and be at the sole discretion and approval of the Executive Board. Upon approval, such club/organisation shall thereupon, become an Associate or Affiliate Member, subject to confirmation at the ensuing General Meeting.
- (d) Where a Member acts in any way perceived by the Governing Council as being prejudicial to the interests of the Association or its Members, the Governing Council may impose such penalty as it may deem fit, including, without limitation, expulsion from the Association.
- (e) Full Members may only be removed as a member of the Association by two-thirds (2/3) majority voting at an AGM unless for the reason stated in Rules 17(b)(i) and 17(b)(ii).

20. DISPUTE RESOLUTION

- (a) Any disputes arising amongst Members or between any Member and SGA shall be resolved by the Disciplinary Committee. Any appeal against the decision of the Disciplinary Committee shall be made to the Appeals Committee, with prior approval from the Governing Council.

In the event the dispute is not resolved by the Appeals Committee, the dispute 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.

- (b) The Governing Council shall have the power to refer any matter under its purview to the Disciplinary Committee. The Executive Board with the approval of the Governing Council shall have the power to refer to the Disciplinary Committee.
- (c) Disciplinary Committee shall comprise of at least three (3) persons appointed by the Governing Council. The Committee shall be headed preferably by an independent candidate and shall have no more than two-thirds (2/3) of its members from the Executive Board.
- (d) Decision-making by the Disciplinary Committee will be decided by a simple majority of the votes cast by its members and the committee will submit its report and decision to the Governing Council for further action. The Governing Council shall by way of a majority vote have the right to revoke decisions made by the Disciplinary Committee that it deems unsuitable or not in the Association’s best interests.
- (e) Members of the Disciplinary Committee are to recuse themselves from the committee if there is a potential, perceived or actual conflict of interests. In case of doubt or controversy on issues of conflicts, a ruling by the Governing Council shall be final.
- (f) The Appeals Committee will consist of all Governing Council members, with decision being reached by simple majority of the total votes cast. The Governing Council members must recuse themselves from the Appeals Committee if there is a potential, perceived or actual conflict of interests. In case of doubt or controversy on issues of conflicts, the decision by the Chairman of the Governing Council shall be final.

21. RESIGNATION

- (a) Any Member wishing to withdraw from the Association shall give notice thereof in writing to the Honorary Secretary on or before 30th November in any year otherwise the said Member shall be liable to pay its subscription for the ensuing year.
- (b) Any Member having discharged all his liabilities to the Association and wishing to re-join is entitled to make a fresh application and the Governing Council or the Association may in its sole and absolute discretion waive in whole or in part any applicable entrance fees.

22. ALTERATION OF RULES

The Association shall not amend its Constitution without the prior approval in writing of the Registrar of Societies and the Commissioner of Charities. No alteration or addition/deletion to this Constitution shall be passed except at a General Meeting and with the consent of two thirds (2/3) of the voting members present at the General Meeting. Twenty one (21) days' notice of any such meeting specifying the proposed amendment shall be given to all Full Members.

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.

23. POLICIES AND BYE-LAWS

- (a) The Executive Board shall have the power to approve, create, alter or revoke by-laws, policies, regulations, procedures and practices in relation to the management and administration of SGA as it deems fit.
- (b) Such by-laws, policies, regulations, procedures and practices from time to time in force shall not be inconsistent with the provisions of this Constitution.
- (c) If there is inconsistency, the provisions of the Constitution shall prevail, and that by-law, policy, regulation, procedure or practice shall to the extent of the inconsistency be void.
- (d) When in force, such by-laws, policies, regulations, procedures and practices shall be binding on all Members and has the same effect as a provision in this Constitution.

24. COMMUNICATIONS

- (a) All proceedings of the Governing Council, the Executive Board, the General Meeting or any other meeting of the Association or any of its committees shall be confidential and all members or representatives attending such proceedings shall not disclose to any third party the outcome of or any and all other information arising from, relating to or in connection with such proceedings without the prior approval of the Governing Council.
- (b) Only the President of the Executive Board or such other person authorised by the Executive Board or the Governing Council, shall be entitled to make press releases or any statements to the press concerning the Association.

25. TRUSTEES

- a) If SGA at any time acquires any immovable property, such property shall be vested in trustees subject to a declaration of trust.
- b) The trustees of SGA shall:
 - (i) Not be more than four (4) and not less than two (2) in number.
 - (ii) Be elected by a General Meeting of members.
 - (iii) Not effect any sale or mortgage of property without the prior approval of the General Meeting of members.
- c) The office of the trustee shall be vacated:
 - (i) If the trustee dies or becomes of unsound mind.
 - (ii) If he is absent from the Republic of Singapore for a period of more than one (1) year.
 - (iii) If he is guilty of misconduct of such a kind as to render it undesirable that he continues as a trustee.
 - (iv) If he submits notice of resignation from his trusteeship.

- d) 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 SGA's notice board and / or on SGA's website at least two (2) weeks before the General Meeting at which the proposal is to be discussed. The result of such General Meeting shall then be notified to the Commissioner of Charities.
- e) The address of each immovable property, name of each trustee and any subsequent change must be notified to the Commissioner of Charities.

26. VISITORS AND GUESTS

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

27. PROHIBITIONS

- (a) 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 SGA's premises. The introduction of materials for gambling or drug taking and of bad characters into the premises is prohibited.
- (b) The funds of SGA shall not be used to pay the fines of members who have been convicted in court of law.
- (c) SGA 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.
- (d) SGA shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.
- (e) SGA shall not hold any lottery, whether confined to members or not, in the name of SGA or of its office-bearers, Board or members unless with the prior approval of the relevant authorities.
- (f) SGA shall not raise funds from the public for whatever purposes without the prior approval in writing of the Assistant Director Operations, Licensing Division, Singapore Police Force and other relevant authorities, where necessary.

28. CESSATION OF CHARITY STATUS

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

29. DISSOLUTION

- (a) The Association shall not be dissolved except with the consent of not less than three-fifths (3/5) of the persons eligible to attend General Meetings in accordance with Rule 15(d) hereof, expressed, either in person or by proxy at a General Meeting convened for the purpose or by resolution in writing in accordance with these Rules.
- (b) In the event of the Association being dissolved as provided above, all debts and liabilities legally incurred on behalf of the Association shall be fully discharged and the remaining funds shall be distributed to charitable organization(s) or Institution(s) of a Public Character, when the Association 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 the Association may determine at the General Meeting.
- (c) A Certificate of Dissolution shall be given within seven (7) days of the dissolution to the Registrar of Societies and Commissioner of Charities.

30. INTERPRETATION

- (a) Any question or matter pertaining to day-to-day administration which is not expressly provided for in this Constitution shall be settled by the Executive Board subject to ratification of the same by a simple majority of the Governing Council.
- (b) For the avoidance of doubt, the officers of the Association shall be the Executive Board Members and shall not include any member of the Governing Council. In addition, no member of the Governing Council shall, only by reason of his seat on the Governing Council, be considered to be managing or assisting in the management of the Association.

31. NOTICES

All correspondence shall be in writing and may be made by electronic mail or letter. Each communication or document to be delivered to any Member of the Association or member of the Governing Council or Executive Board Members shall be sent to that member or the Association at the address from time to time notified by that member or the Association. All correspondence shall be deemed to have been received, if sent by electronic mail, on the day of despatch or any other case, when left at the designated address or two (2) days after being sent by prepaid post addressed to that address.

32. INDEMNITY

Every Executive Board Member for the time being acting in relation to any of the affairs of the Association shall be indemnified out of the assets of the Association from and against all liability which they or any of them shall or may incur or sustain by reason of any act done or omitted in or about the proper execution of their duty in respect of their respective office, except such (if any) as they shall incur or sustain by or through their own wilful misconduct, default, negligence or breach of duty respectively.

33. MATTERS NOT PROVIDED FOR

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