



# **Singapore Cricket Association**

## **Constitution**

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1. NAME

- 1.1 The association shall be known as 'THE SINGAPORE CRICKET ASSOCIATION' hereinafter referred to as SCA.

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 SCA appointed in accordance with Article 20.

2.2.2 "Affiliate" means a Full Member and Associate Member admitted to SCA in accordance with Articles 9 and 10 respectively.

2.2.3 "AGM" means the Annual General Meeting required to be held by SCA in each calendar year.

2.2.4 "Appointed Board Member" means an SCA Board Member appointed under Article 18.

2.2.5 "Associate Member" means an entity admitted as a Member of SCA in accordance with Article 10.

2.2.6 "Authorised Delegate" means a person authorised by a Full Member to attend a General Meeting of SCA and to speak and vote on its behalf at such meetings.

2.2.7 "Authorised Representative" means a person appointed by an Associate Member to attend a General Meeting of SCA.

2.2.8 "Board" means the body consisting of Elected Board Members, Appointed Board Members and a Cricketers Commission Chairman.

- 2.2.9 “General Committee” means a committee established under Article 13.
- 2.2.10 “Governing Board” means a committee established under Article 14.
- 2.2.11 “Board Member” means a member of the SCA Board and includes Elected Board Members, Appointed Board Members and a Cricketers Commission Chairman.
- 2.2.12 “Board Members” means all or some of the Board Members of SCA acting as a board.
- 2.2.13 “By-law” means a by-law made under Article 39.
- 2.2.14 “CEO” means a person appointed as Chief Executive Officer or its equivalent by the Board according to the powers conferred on the Board by Article 22.
- 2.2.15 “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.
- 2.2.16 “Discipline” means a Cricket sport programme defined by ICC, ACC and WICF, and accepted by SCA as a programme under its jurisdiction.
- 2.2.17 “Elected Board Member” means an SCA Board Member elected under Article 30.
- 2.2.18 “EGM” means an Extraordinary General Meeting of SCA members called in accordance with Article 26.
- 2.2.19 “Family Members” means a person’s child, sibling, parent, spouse, spouse’s parent, spouse’s sibling, grandparent, or grandchildren.
- 2.2.20 “Full Member” means an entity admitted as a Member of SCA in accordance with Article 9.

- 2.2.21 “General Meeting” means a general meeting of SCA Members and includes the AGM and EGM.
- 2.2.22 “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 “Independent Member” means an Appointed Board Member who is defined as being independent under Article 18.3.
- 2.2.24 “Individual Member” means a person admitted as a Member of SCA in accordance with Article 12.
- 2.2.25 “Key Office Bearer” means a person who holds the position of President, Deputy President, Honorary Secretary, Treasurer or any other key appointment in the SCA Board as may be determined by the Board.
- 2.2.26 “Member” means a member of SCA in accordance with Article 8.
- 2.2.27 “Objects” means the objects of SCA set out in Article 7.
- 2.2.28 “Patron” means a patron of SCA appointed in accordance with Article 20.
- 2.2.29 “Policy” means a policy made under Article 39.
- 2.2.30 “Special Resolution” means a resolution that must be passed by at least two-thirds of the members present at a General Meeting who are entitled to vote in accordance with this Constitution.
- 2.2.31 “Cricket” means the sport of Cricket, including all the disciplines of indoor and outdoor Cricket.
- 2.2.32 “Cricket Events” means competitions, championships, demonstrations, exhibitions and any other events relating to Cricket.

2.2.33 “Trustee” means a Trustee of SCA appointed in accordance with Article 21.

2.2.34 “Voting Members” means all persons or members eligible to vote at a General Meeting.

### 3. PLACE OF BUSINESS

3.1 The place of business of SCA shall be at 229 Mountbatten Road, #03-31, Mountbatten Square, Singapore 398007 or any other place as may from time to time be decided by the Board, subject to the approval of the Registrar of Societies. SCA 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 SCA shall be affiliated to International Cricket Council (hereinafter referred to as “ICC”), Asian Cricket Council (hereinafter referred to as “ACC”), World Indoor Cricket Federation (hereinafter referred to as “WICF”), the Singapore National Olympic Council (hereinafter referred to as “SNOC”), and such other recognised bodies as the Board may deem necessary.

### 5. AUTHORITY

5.1 SCA shall strive for government and public recognition as the national governing body and sole authority for the sport of Cricket in Singapore including indoor and outdoor cricket.

5.2 The General Committee of SCA shall be the sole authority for the interpretation of these rules and the decision thereon of the General Committee shall be binding on all members.

### 6. INCLUSIVITY

- 6.1 SCA shall be inclusive and shall integrate into SCA's activities any adaptive form of Cricket including people with disabilities that has been approved by ICC, ACC, WICF, SNOC, the International Paralympics Committee or such other recognised bodies as the Board may deem necessary

## 7. OBJECTS

The objects of SCA shall be as follows:

- 7.1 Promote, control and increase participation for all forms of the game of Cricket in Singapore
- 7.2 Promote physical activity for health and wellness, foster community engagement and bonding for social inclusiveness and integration, and inspire the Singapore Spirit through the sport of Cricket.
- 7.3 To engage communities and provide access to the sport of Cricket to vulnerable segments of the community such as youth at risk and the less privileged.
- 7.4 Unify, co-ordinate, sanction and organise Cricket activities in Singapore, including national and International Cricket tournaments and events.
- 7.5 Raise the competitive standards of Cricket in Singapore for sustainable elite level performance at international competitions and multi-sport major games.
- 7.6 Provide sport pathways and opportunities for the progression and advancement of Cricketers, coaches and officials in Singapore.
- 7.7 Raise the technical capability of Cricket coaches and officials in Singapore.
- 7.8 Do all things complementary or incidental to attain the aforesaid objects in Articles 7.1 to 7.7

## 8. MEMBERSHIP

- 8.1 SCA's membership shall consist of Full and Associate Members (who will collectively be referred to as Affiliates), Honorary Life Members, Board Members and Individual Members including Individual Youth Members.
- 8.2 The list of the approved and most current Affiliates, Honorary Life Members, Advisors and Patrons shall be posted on SCA's official website.

## 9. FULL MEMBERS

- 9.1 Full Members shall be legal entities registered in Singapore with the Registry of Societies (ROS) whose activities include the playing of Cricket, and who observe the rules and regulations of SCA.
- 9.2 At least 50% of the persons controlling the Full Member's management must be Singapore Citizens and the SCA Board shall be entitled to seek written confirmation and proof from a Full Member of this composition failing which the Full Member shall not be entitled to any privileges of membership including being disqualified to vote at any General Meetings or General Committee Meetings.
- 9.3 Full Members shall be involved in the promotion, training or development of Cricket in Singapore.
- 9.4 Full Members shall have participated in the competitions, programmes, courses and activities organised by SCA with a total of at least twenty-five (25) registered participants within the last twenty-four (24) months.
- 9.5 Full Members shall have at least twenty-five (25) registered and paying members and who are not members of another Full Member.
- 9.6 Full Members shall have voting rights at General Meetings and General Committee Meetings.

9.7 Full Members shall be approved by a resolution at General Committee Meetings and may only exercise their voting rights at subsequent General Meetings and General Committee Meetings.

9.8 Full Members may be removed as a member of SCA by a special resolution at an AGM unless for the reason stated in Article 9.4 or Article 24.3.

## 10. ASSOCIATE MEMBERS

10.1 Associate Members shall be organisations, clubs, institutions, schools, academies and Cricket teams, whose activities include the playing of Cricket, and who observe the rules and regulations of SCA.

10.2 Associate Members shall include corporates.

10.3 Associate Members shall have no voting rights at General Meetings or General Committee Meetings.

10.4 All Associate Membership shall be approved by the Board.

10.5 Associate Members may be removed as a member of SCA by the Board.

## 11. HONORARY LIFE MEMBERS

11.1 Any person who has rendered distinguished service to the game of Cricket in Singapore may be elected an Honorary Life Member of SCA at a General Meeting after approval by the General Committee. An Honorary Life Member shall not be called to pay any membership fees.

11.2 Honorary Life Members shall have no voting rights at General Meetings.

## 12. INDIVIDUAL MEMBERS

- 12.1 An Individual Member shall be any person above twelve (12) years of age who observes the rules and regulations of SCA. Applicants who are below eighteen (18) years of age are Individual Youth Members, and must have the written consent of their parent or guardian.
- 12.2 Individual Members shall only pay yearly fees in the form of player registration fees for any SCA tournament, or a subscription fee. They may also pay a one-off lifetime subscription fee in a sum to be determined by the Board.
- 12.3 Individual Members shall have no voting rights at General Meetings.
- 12.4 All Individual Memberships shall be approved by the Board or by the Honorary Secretary or CEO if delegated by the Board.

## 13. GENERAL COMMITTEE

- 13.1 The General Committee shall consist of Board Members and a duly authorised nominee of each Full Member and each of them shall have a vote at such meetings except that a CC Chairman shall not be entitled to attend a General Committee meeting.

## 14. GOVERNING BOARD

- 14.1 SCA shall be governed by a Board. The Board shall have all the powers necessary to manage the affairs of SCA other than those matters reserved for the General Meeting and General Committee Meeting's approval.
- 14.2 The Board shall have seven (7) elected Board Members (A President, a Deputy President, two (2) Vice-Presidents, an Honorary Secretary, an Honorary Treasurer and an Individual Members' Representative), a Cricketers Commission Chairman, and up to three (3) Appointed Board Members as the Board may deem fit.

14.3 At least 50% of the SCA's board members shall be Singapore Citizens at the time of election failing which an Extraordinary General Meeting shall be convened by SCA to re-elect the board members to comply with the 50% requirement provided all Singapore Citizens having been elected shall retain their posts.

## 15. KEY OFFICE BEARERS

15.1 The key office bearers in the Board are the President, Deputy President, Honorary Secretary and Honorary Treasurer or any other key appointment in the SCA Board as may be determined by the Board.

15.2 The President, Deputy President and Hon. Secretary shall be Singapore Citizens.

15.3 The Honorary Treasurer should preferably have a recognized accounting qualification or appropriate practical experience.

15.4 The President should have served and made positive contributions to the sport of Cricket or SCA as a former National Player, official or elected Board member within the last 6 years, and should be an individual of good standing within the sport or community.

## 16. BOARD MEMBERS

16.1 Board members shall at least be twenty-one (21) years of age and shall be Singapore Citizens or Permanent Residents.

16.2 Board members shall not be Individuals who are disqualified from serving on the Board of charities or companies pursuant to the Charities Act and Companies Act or have past convictions for offences for which criminal record cannot be spent pursuant to the Registration of Criminals Act (Third Schedule) or any other similar act by whatever name.

- 16.3 Board members shall not be serving a suspension or ban from ICC, WICF, SportSG, SNOG, any other regulatory authority or any other body deemed appropriate by the Board.
- 16.4 Board members shall be persons of good character with the relevant experience and credentials.
- 16.5 Board members shall neither be a paid employee of SCA nor have a family member who is a paid employee of SCA.
- 16.6 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.
- 16.7 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.

## 17. ELECTED BOARD MEMBERS

- 17.1 An Elected Board Member shall first be proposed and seconded by an Authorised Delegate or by a duly-authorized representative of a Full Member or by a Board Member and is duly elected at an AGM.
- 17.2 Elected Board Members shall act in the best interest of SCA and not do anything to bring the SCA or the sport of Cricket into disrepute.
- 17.3 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.
- 17.4 Where more than half of the Elected Board Member positions become vacant, the Board shall convene a General Meeting (EGM or AGM), within two (2) months from the positions becoming vacant, in order to elect the replacements for the remaining period of office.

18. APPOINTED BOARD MEMBERS

- 18.1 The Elected Board Members may appoint up to three (3) other persons as Board Members to ensure an appropriate balance and diversity of skills, experience, ethnicity, and gender within the Board.
- 18.2 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 education.
- 18.3 The majority of the Appointed Board Members shall be independent members who do not have any association with the Affiliates, including as members or otherwise, and who do not have any vested interest in the affairs or business of SCA.
- 18.4 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.
- 18.5 The Board shall have the power to remove an Appointed Board member before the expiration of his term of office and may appoint another person in his stead for the remaining term of his office.

19. CRICKETERS COMMISSION

- 19.1 SCA shall establish a Cricketers Commission (CC) with the view to providing a process to promote open communication with cricketers in Singapore.
- 19.2 The CC shall comprise a Chairman and no more than four (4) other elected members, all of whom are either past or present national Cricketers.
- 19.3 The Chairman and members of the CC shall be elected by national cricketers who have represented Singapore in international Cricket competitions at the Under-19 level at least within the past twenty-four (24) months. The Board shall form a list of no more than 40 such players who may then be invited to elect the Chairman and the members of the CC.

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

19.5 The Chairman of the CC shall be appointed as a Board member with voting rights at Board Meetings, and shall represent the CC in the Board until the expiry of his term as Chairman of the CC.

## 20. ADVISORS AND PATRONS

20.1 The General Committee or Board may appoint up to three (3) Advisors and up to three (3) Patrons who may or may not be a Member of SCA to advise the Board in on such matters as and when the Board deems necessary.

20.2 The Advisors and Patrons so appointed shall have no voting rights.

## 21. TRUSTEES

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

21.2 The trustees of SCA shall:

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

21.2.2 Be elected by a General Meeting of members.

21.2.3 Not affect any sale or mortgage of property without the prior approval of the General Meeting of members.

21.3 The office of the trustee shall be vacated:

- 21.3.1 If the trustee dies or becomes of unsound mind.
  - 21.3.2 If he is absent from the Republic of Singapore for a period of more than one (1) year.
  - 21.3.3 If he is guilty of misconduct of such a kind as to render it undesirable that he continues as a trustee.
  - 21.3.4 If he submits notice of resignation from his trusteeship.
- 21.4 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 SCA's notice board or on SCA'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.
- 21.5 The address of each immovable property, name of each trustee and any subsequent change must be notified to the Commissioner of Charities.
22. CHIEF EXECUTIVE OFFICER
- 22.1 The Board may appoint a Chief Executive Officer (CEO) or an equivalent to lead the SCA management and secretariat staff.
- 22.2 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.
- 22.3 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.
- 22.4 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 SCA and its finances.

22.5 The CEO shall attend all SCA meetings including General Meetings, General Committee 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.

22.6 Subject to the terms and conditions of the appointment, the Board may suspend or remove the CEO from that office.

22.7 The CEO shall report directly to the President or to any other Board Member designated by the President.

## 23. APPLICATION FOR MEMBERSHIP

23.1 All membership applications shall be submitted to the Honorary Secretary as prescribed by SCA.

23.2 Application for membership shall be rejected on any of the following grounds:

23.2.1 The applicant does not satisfy all the relevant membership criteria set out in the relevant membership category in this Constitution;

23.2.2 The applicant has been convicted of an offence involving moral turpitude, declared a bankrupt, wound up or dissolved.

23.3 Where accepting the applicant would in the Board's absolute discretion be deemed prejudicial to the interest of SCA or bring the sport of Cricket into disrepute.

23.4 Unless provided under any provision for approval by the General Committee or by the General Meeting, the Board shall make the final decision on any membership and accept or reject such membership without assigning any reasons.

## 24. MEMBERSHIP FEES

- 24.1 Affiliates shall pay a one-time membership entrance fee and an annual membership renewal fee as determined by the Board from time to time. Membership renewal fees shall be paid by 1 July of each year.
- 24.2 The Board may suspend members who have membership 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.
- 24.3 The Board shall terminate members who have membership fee arrears of more than one (1) year. Terminated members may only apply to be reinstated as a member after a lapse of one (1) year.
- 24.4 Any Full member so suspended or expelled shall have the right within seven (7) days of the date of such notice to require the General Committee to hold an Extraordinary General Meeting of the Association and the Board shall within (seven) 7 days of the receipt of such requisition convene a meeting accordingly which shall be held within thirty-five (35) days of receiving such requisition. The only business at any such meeting shall be to approve or disapprove such expulsion or suspension.
- 24.5 Any Associate member so suspended or expelled shall have the right within seven (7) days of the date of such notice to require the General Committee to hold a General Committee Meeting of the Association and the Board shall within seven (7) days of the receipt of such requisition convene a meeting accordingly which shall be held within thirty-five (35) days of receiving such requisition. The only business at any such meeting shall be to approve or disapprove such expulsion or suspension.

## 25. ANNUAL GENERAL MEETINGS

- 25.1 The supreme authority of SCA is vested in a General Meeting of the members. The Annual General Meeting (AGM) shall be held not later than 30 September each year.
- 25.2 Only Full Members who satisfy Clause 9.2. shall have voting rights in General Meetings.

- 25.3 If there are any unavoidable reasons for delay in holding the AGM by 30 September, the Full Members shall be notified of the reason by 16 September through email or on SCA's official website. The AGM may be postponed to a later date unless within seven (7) days of this notification more than one-third of the Full Members raise any objections in writing to SCA.
- 25.4 At least fourteen (14) calendar days' notice shall be provided to Affiliates, Board Members and Honorary Life Members, through email and SCA's official website, specifying the date, time and venue of the AGM.
- 25.5 Full Members who wish to table a resolution for the General Meeting's approval must notify the Honorary Secretary in writing at least seven (7) calendar days before the date of the AGM.
- 25.6 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.
- 25.7 The business to be transacted at the AGM shall be:
- 25.7.1 To receive the annual report and the previous financial year's audited financial statements.
  - 25.7.2 To approve any resolutions tabled by Full Members in accordance with Article 25.4 or by the Board.
  - 25.7.3 Where applicable, to appoint auditors for the ensuing term.
  - 25.7.4 Where applicable, to approve or remove Full Members.
  - 25.7.5 Where applicable, to hold the election for Board Members.
- 25.8 No business other than that stated in the notice and agenda for the AGM shall be transacted at the General Meeting.

25.9 The Board is empowered to direct that General Meetings be conducted, wholly or partly, by electronic means in which case Full Members may be allowed to contemporaneously observe the proceedings by audio and video means (e.g. "live" webcast) and Full Members may be entitled to cast their vote electronically if required. Details on such arrangements shall be provided to members in the notice of the meeting.

## 26. EXTRAORDINARY GENERAL MEETINGS

26.1 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 half of the Full Members on SCA's membership register. Such requisition shall state the business that is to be transacted at the requested EGM.

26.2 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 and to each member of the Board.

26.3 At least fourteen (14) calendar days' notice shall be provided to Affiliates, Board Members and Honorary Life Members, through email and SCA's official website, specifying the date, time and venue of the EGM along with the resolutions to be passed at the meeting.

## 27. GENERAL COMMITTEE MEETINGS

27.1 Meetings of the General Committee of which no less than seven (7) days' notice shall have been given to the Full Members and the Board shall be held as and when deemed necessary by the President, or in his absence, by either the Deputy President or the Honorary Secretary.

## 28. ATTENDANCE AND QUORUM FOR GENERAL MEETINGS AND GENERAL COMMITTEE MEETINGS

- 28.1 All Patrons, Honorary Life Members, Board Members, Full Members and Associate Members of SCA shall be eligible to attend General Meetings.
- 28.2 All Board Members and Full Members of SCA shall be eligible to attend General Committee Meetings.
- 28.3 For 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 meetings. Each Associate Member is entitled to have one (1) authorised representative to attend but shall not have a vote. Honorary Life Members and Patrons are eligible to attend but shall not have a vote.
- 28.4 For General Committee Meetings, each Full Member is entitled to have one (1) authorised delegate to attend a General Committee Meeting and to speak and vote on its behalf at such meetings.
- 28.5 The names 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 Honorary Secretary at least three (3) days before the date specified for the General Meeting.
- 28.6 The names of the authorised delegates of Full Members who will be attending the General Committee Meeting shall be notified to the Honorary Secretary at least three (3) days before the date specified for the General Committee Meeting.
- 28.7 The Board may also invite various others including SCA's auditors, legal advisers and observers from SCA's stakeholders for General Meetings. Such invitees shall not participate in the proceedings of the General Meetings and may only address the meeting if deemed necessary by the Chairman. They shall not have a vote.
- 28.8 At least one-third of the voting members present at a General Meeting shall form a quorum.
- 28.9 At least one-third of the voting members present at a General Committee Meeting shall form a quorum.

28.10 In the event of there being no quorum at the commencement of a General Meeting, the meeting shall be adjourned for half-an-hour and should the number then present be insufficient to form a quorum, those present shall be considered a quorum, but they shall have no power to amend or make addition to the existing Constitution

## 29. VOTING AT GENERAL MEETINGS AND GENERAL COMMITTEE MEETINGS

29.1 Only authorised delegates of Full Members who are above the age of twenty-one (21) shall be eligible to vote at General Meetings and General Committee Meetings. Each authorised delegate shall have one (1) vote.

29.2 Elected Board Members shall be entitled to one (1) vote each at General Committee meetings. Elected Board Members shall not be entitled to a vote at General Meetings.

29.3 All resolutions, with the exception of special resolutions, shall be approved by a simple majority (i.e. more than half of the member present and entitled to vote). All special resolutions shall be approved by at least two-thirds of the members present and entitled to vote.

29.4 The Chairman of the General Meeting and General Committee Meeting shall have a casting vote (i.e. second vote) in the event of a tie in the votes

29.5 The Board is empowered to direct that electronic voting be allowed for General Meetings conducted by electronic means. Electronic voting if allowed shall in a manner as may be determined by the Board.

## 30. NOMINATION AND ELECTION

30.1 All nominations for the Board election must reach the SCA office at least seven (7) days before the AGM, and any nominations received thereafter shall be invalid.

- 30.2 All nominations shall be submitted in writing via prescribed forms and along with the required supporting documents as may be determined by the Board.
- 30.3 All nominations must be proposed and seconded. Each Proposer and Secunder shall be a Full Member or Board Member.
- 30.4 Nomination forms shall include a declaration by the nominee of any personal or business interest that may be of concern to SCA or its members.
- 30.5 Nominated candidates must fulfil all the eligibility conditions in Articles 16 (Board Members) and 17 (Elected Board Members) respectively.
- 30.6 The voting eligibility of Full Members, their Authorised Delegates and the nominated candidates for the Board election may be verified and confirmed by a panel comprising two (2) or more members from the Board.
- 30.7 The list of eligible nominees shall be published in SCA's official website and emailed to all Full Members at least five (5) days before the AGM where the election is to be held.
- 30.8 In the event that no nomination is received for any of the said posts, the authorised delegates of Full Members present at the Annual General Meeting and Board Members shall be entitled to propose, second and elect persons to the said positions. On election, the office-bearers shall hold office until the next Board Elections.
- 30.9 The election shall be conducted or supervised by a person or persons appointed by the Board.
- 30.10 Election will be by secret ballot and the result shall be based on a simple majority of the votes cast.
- 30.11 The counting of the votes shall be overseen and verified by two (2) or more scrutineers from the members present at the AGM who are not contesting the election or the representatives from SCA's auditors or legal advisers who are present at the AGM.

31. BOARD TENURE

- 31.1 The term of office of Elected Board members shall be three (3) years.
- 31.2 The term of office of Appointed Board Members shall be up to three (3) years and their term limits, if any, shall follow that of the Board.
- 31.3 Counting from the year 2023, Board Members may serve a maximum tenure of three (3) consecutive terms 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.
- 31.4 A Board Member may hold the appointment of Treasurer for a maximum of three (3) consecutive years and may only be considered for re-appointment as a Treasurer after a lapse of at least two (2) years.

32. BOARD ROLE AND POWERS

- 32.1 The role and powers of the Board shall be as follows:
  - 32.1.1 Provide stewardship and trusteeship on behalf of members and be responsible for ensuring that SCA remains viable and effective in the present and for the future.
  - 32.1.2 Provide strategic leadership, set objectives, and ensure that the necessary plans, policies, programmes and resources are in place for SCA to meet its objectives.
  - 32.1.3 Ensure all legal and statutory obligations are met and all constitutional and governance requirements are complied with.
  - 32.1.4 Establish a framework of prudent and effective controls which enables risk to be assessed and managed, including safeguarding of SCA's assets and the public funds it receives.

- 32.1.5 Set SCA's values and standards and ensure that obligations to members and other stakeholders are understood and met, and address all disciplinary issues that arise.
- 32.1.6 Be responsible for the appointment of the CEO and other management employees of SCA and provide them with clearly documented roles, responsibilities and accountabilities.
- 32.1.7 Review management and Board performance periodically.
- 32.1.8 Manage conflict of interest and take appropriate measures to ensure that SCA is protected against any personal or business interests of Board members and employees of SCA.
- 32.1.9 Identify and sufficiently engage the key stakeholder groups of SCA and seek their views and feedback on SCA's strategies and policies.
- 32.1.10 Consider financial sustainability, social issues and environmental factors as part of its strategy and policy formulation.
- 32.1.11 Raise funds for SCA and approve any expenditure from the funds or reserves of SCA for SCA's activities.
- 32.1.12 Decisions that involve the acquisition and disposal of immovable properties or assets, and expenditures above \$0.25 million – excluding the utilization of grants, donations and sponsorships meant for specified purposes – should be approved at a General Meeting by a special resolution.

### 33. BOARD MEETINGS

- 33.1 A Board Meeting shall be called by the President and shall be held at least once every three (3) months after giving at least seven (7) days' notice to Board Members.

- 33.2 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.
- 33.3 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.
- 33.4 Voting at Board meetings shall be by show of hands unless the Chairman or meeting decides otherwise by a majority vote for a secret ballot. All Elected Board Members, and Appointed Board Members who qualify as independent members and CC Chairman shall have one (1) vote each at Board meetings.
- 33.5 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.
- 33.6 The Chairman of the Board meeting shall have a casting vote (i.e. second vote) in the event of a tie in the votes.

#### 34. DUTIES OF OFFICE BEARERS

- 34.1 The President shall chair all General Meetings, General Committee Meetings and Board meetings. The President shall also represent SCA in all matters with outside persons.
- 34.2 The Deputy President shall assist the President and deputise for him in his absence.
- 34.3 The Honorary Secretary shall ensure that all records of SCA, 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.
- 34.4 The Treasurer shall:

- 34.4.1 Be responsible for the funds of SCA.
- 34.4.2 Keep an account of all monetary transactions and shall be responsible for their correctness.
- 34.4.3 Report on the financial status of SCA at Board meetings and present audited financial reports at AGMs.
- 34.4.4 Not hold office in the Audit Committee.
- 34.5 An Assistant Treasurer if so appointed by the board shall assist the Treasurer and shall deputise for the Treasurer in his absence, and shall not hold office in the Audit Committee.
- 34.6 All other Board Members shall assist in the management of SCA and perform duties assigned by the Board from time to time.

## 35. CIRCULAR RESOLUTIONS

- 35.1 The Board may by a circular resolution decide on any matters of SCA 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.
- 35.2 The Honorary Secretary or CEO shall circulate such resolutions for the Board Members' approval upon the request by the President.
- 35.3 The circulation of such resolution(s) shall be relayed to each Board Member by any acceptable means of communication adopted by the Board, including via email.
- 35.4 A circular resolution shall be carried upon acceptance by a simple majority of members from the Board and shall be tabled and ratified at the following Board meeting.

36. BOARD COMMITTEES

36.1 The Board may appoint Board Committees comprised of SCA members or independent experts to assist the Board in the management and administration of SCA.

36.2 The Board may delegate to such Board Committees such powers as it deems necessary.

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

36.3.1 Audit Committee

36.3.2 Selections Committee comprising past national players

36.3.3 Appeals Committee

36.3.4 Disciplinary Committee

36.4 The Audit Committee, Selections Committee, Appeals Committee and Disciplinary Committee shall comprise at least three (3) persons appointed by the Board. Each of these four (4) Board Committees shall be headed by a member appointed by the Board.

37. ASSOCIATION FUNDS

37.1 SCA shall maintain a bank account with such bank or banks as the Board may determine. All cheques on the Association's account shall be signed by any two (2) of the following three (3) officers, namely, the President, the Honorary Treasurer and the Honorary Secretary.

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

## 38. AUDIT AND FINANCIAL YEAR

- 38.1 A firm of Public Accountants and Chartered Accountants shall be appointed as auditors at each AGM for the next financial year and shall be eligible for reappointment.
- 38.2 The auditor shall be changed at least once every six (6) years, whether to another auditor from the same auditing firm or company or to another auditor from a different auditing firm or company.
- 38.3 The auditors may be required by the President to audit SCA's accounts for any period within their tenure of office at any date and make a report to the Board.
- 38.4 The auditors will be required to audit each financial year's accounts and present a report upon them to the AGM.
- 38.5 SCA's financial year shall be from 1st April of each year to 31st March the following year.

## 39. POLICIES AND BY-LAWS

- 39.1 The Board shall have the power to approve, create, alter or revoke by-laws, policies, regulations, procedures and practices in relation to the management and administration of SCA as it deems fit.
- 39.2 Such by-laws, policies, regulations, procedures and practices from time to time in force shall not be inconsistent with the provisions of this Constitution.
- 39.3 If there is inconsistency, the provisions of the Constitution shall prevail, and that by-law, policy, regulation, procedure or practice shall to the extent of the inconsistency be void.

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

#### 40. CONFLICT OF INTEREST

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

40.2 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.

#### 41. ANTI-DOPING & PREVENTION OF COMPETITION MANIPULATION

41.1 SCA shall recognise the right of all its cricketers to participate in clean sport and is committed to ensuring the sport is doping-free and is free of any manipulation of competitions.

41.2 All Affiliates, members, cricketers, participants, staff and other individuals, who are subject to the jurisdiction of SCA 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.

#### 42. SAFE SPORT

42.1 SCA shall be committed to ensuring the safety and wellbeing of Cricketers in Singapore and shall take all necessary measures to protect them from all forms of harassment and abuse.

42.2 All Affiliates, members, cricketers, officials, participants, staff and other individuals, who are subject to the jurisdiction of SCA 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.

#### 43. DISPUTE RESOLUTION

43.1 Any dispute arising amongst Members or between any Member and SCA 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.

#### 44. PRESS RELEASE

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

#### 45. VISITORS AND GUESTS

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

#### 46. PROHIBITIONS

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

46.2 SCA shall not engage in any trade union activity as defined in any written law relating to trade unions for the time being in force in Singapore.

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

46.4 SCA 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.

#### 47. CESSATION OF CHARITY STATUS

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

#### 48. DISSOLUTION

48.1 SCA shall not be dissolved except with the consent of not less than three-fifths of those entitled for the time being to vote at General Meetings.

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

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

#### 49. AMENDMENTS TO CONSTITUTION

- 49.1 No alterations, amendments or additions or deletions to this Constitution shall be made except at a General Meeting and by a special resolution.
- 49.2 Such alterations, amendments or additions or deletions shall only take effect after the approval from the Registrar of Societies and the Commissioner of Charities has been received.
- 49.3 Any proposal to amend the Constitution shall be notified in writing to SCA at least fourteen (14) days before the General Meeting together with a copy of the proposed amendments.
50. **MATTERS NOT PROVIDED FOR**
- 50.1 In all matters not provided for in this Constitution or doubts on the proper interpretation of the Articles in this Constitution, the decision of the Board shall be final unless it is reversed at a General Meeting of members.