



SINGAPORE BASEBALL AND SOFTBALL ASSOCIATION

Constitution

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1 NAME

- 1.1 The association/federation shall be known as Singapore Baseball and Softball Association hereinafter referred to as SBSA.

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 SBSA appointed in accordance with Article 31.
 - 2.2.2 “Affiliate Member” means a Full Member and Associate Member admitted to SBSA in accordance with Articles 9 and 10 respectively.
 - 2.2.3 “AGM” means the Annual General Meeting of SBSA members required to be held by SBSA in each calendar year.
 - 2.2.4 “Appointed Board Member” means an SBSA Board Member appointed under Article 23.
 - 2.2.5 “Associate Member” means an entity admitted as a Member of SBSA in accordance with Article 10.
 - 2.2.6 “Authorised Delegate” means a person authorised by a Full Member to attend a General Meeting of SBSA 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 SBSA
 - 2.2.8 “Board” means the body consisting of Elected and Appointed Board Members that governs SBSA
 - 2.2.9 “Board Committee” means a committee established under Article 29.
 - 2.2.10 “Board Member” means a member of the SBSA Board and includes Elected Board Members and Appointed Board Members.
 - 2.2.11 “Board Members” means all or some of the Board Members of SBSA acting as a board.
 - 2.2.12 “By-law” means a by-law made under Article 34.
 - 2.2.13 “CEO” means a person appointed as Chief Executive Officer or their equivalent by the Board according to the powers conferred on them by Article 32.
 - 2.2.14 “Constitution” means this constitution as amended from time to time, and a reference to an article is a reference to an article of this Constitution.
 - 2.2.15 “Discipline” means a Baseball, Softball and Baseball5 sport programme defined by WBSC and accepted by SBSA as a program under its jurisdiction.

- 2.2.16 “Elected Board Member” means an SBSA Board Member elected under Article 22.
- 2.2.17 “EGM” means an Extraordinary General Meeting of SBSA members called in accordance with Article 15.
- 2.2.18 “Family Members” means a person’s child, sibling, parent, spouse, spouse’s parent, spouse’s sibling, grandparent, or grandchildren.
- 2.2.19 “Full Member” means an entity admitted as a Member of SBSA in accordance with Article 9.
- 2.2.20 “General Meeting” means a general meeting of SBSA Members and includes the AGM and EGM.
- 2.2.21 “IHLs” means Institutions of Higher Learning such as Institutes of Technical Education, Polytechnics and Universities that are under the purview of the Ministry of Education of Singapore.
- 2.2.22 “Independent Member” means an Appointed Board Member who is defined as being independent under Article 23.3.
- 2.2.23 “Individual Member” means a person admitted as a Member of SBSA in accordance with Article 11.
- 2.2.24 “Key Office Bearer” means a person who holds the position of President, Deputy President, Secretary General, Treasurer or any other key appointment in the SBSA Board.
- 2.2.25 “Member” means a member of SBSA in accordance with Article 8.
- 2.2.26 “Objects” means the objects of SBSA set out in Article 7.
- 2.2.27 “Patron” means a patron of SBSA appointed in accordance with Article 31.
- 2.2.28 “Policy” means a policy made under Article 34.
- 2.2.29 “Special Resolution” means a resolution that must be passed by two-thirds (2/3) of the members present at a General Meeting who are entitled to vote in accordance with this Constitution.
- 2.2.30 “Baseball, Softball and Baseball5” means the sport of Baseball, Softball and Baseball5, including all the disciplines such as, but not limited to, Para-Sports and eSports.
- 2.2.31 “Baseball, Softball and Baseball5 Events” means competitions, championships, demonstrations, exhibitions and any other events relating to Baseball, Softball and Baseball5 and including all disciplines such as, but not limited to, Para-Sports and eSports.
- 2.2.32 “Trustee” means a Trustee of SBSA appointed in accordance with Article 40.
- 2.2.33 “Voting Members” means all Full Members eligible to vote at a General Meeting.

3 PLACE OF BUSINESS

- 3.1 The place of business of SBSA shall be at 3 Stadium Drive Singapore 397630 or such other place as may from time to time be decided by the Board, subject to the approval of the Registrar of Societies. SBSA 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 SBSA shall be affiliated to World Baseball Softball Confederation, 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 SBSA shall strive for government and public recognition as the national governing body and authority for the sport of Baseball, Softball and Baseball5 in Singapore by virtue of SBSA's affiliation to World Baseball Softball Confederation and SNOC, and through endeavours that further the Objects of SBSA.

6 INCLUSIVITY

- 6.1 SBSA shall be inclusive and shall integrate into SBSA's activities any adaptive form of Baseball, Softball and Baseball5 for people with disabilities that has been approved by World Baseball Softball Confederation or the International Paralympic Committee.

7 OBJECTS

- 7.1 The objects of SBSA shall be as follows:
- 7.1.1 Promote, develop and increase participation for the sport of Baseball, Softball and Baseball5 in Singapore.
 - 7.1.2 Promote physical activity for health and wellness, foster community engagement and bonding for social inclusiveness and integration, and inspire the Singapore Spirit through the sports of Baseball, Softball and Baseball5.
 - 7.1.3 To engage communities and provide access to the sport of Baseball, Softball and Baseball5 to vulnerable segments of the community such as youth at risk and the less privileged.
 - 7.1.4 Unify, co-ordinate, sanction and organise Baseball, Softball and Baseball5 activities in Singapore, including national and international Baseball, Softball and Baseball5 tournaments and events.
 - 7.1.5 Raise the competitive standards of Baseball, Softball and Baseball5 athletes in Singapore for sustainable elite level performance at international competitions and multi-sport major games.

- 7.1.6 Provide sport pathways and opportunities for the progression and advancement of Baseball, Softball and Baseball5 athletes, coaches and technical officials in Singapore.
- 7.1.7 Raise the technical capability of Baseball, Softball and Baseball5 coaches and technical officials in Singapore.
- 7.1.8 Do all things complementary or incidental to attain the aforesaid objects in Articles 7.1.1 to 7.1.7.

8 MEMBERSHIP

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

9 FULL MEMBERS

- 9.1 Full Members shall be legal entities registered in Singapore with the Registry of Societies (ROS) or the Accounting and Corporate Regulatory Authority (ACRA), Institutions of Higher Learning (IHL), Government Ministries and Statutory Boards that are willing to observe the rules and regulations of SBSA.
- 9.2 Full Members shall be involved in the promotion, training and / or development of Baseball, Softball and Baseball5 in Singapore.
- 9.3 Full Members shall have participated in the competitions, programs, courses and activities organised by SBSA with a total of at least twenty-five (25) registered participants within the last twenty-four (24) months.
- 9.4 Full Members shall have at least twenty-five (25) registered members and who are not members of another Full Member.
- 9.5 At least half of the Board of the Full Member shall be Singapore citizens.
- 9.6 Full Members shall have full voting rights at SBSA's General Meetings.
- 9.7 Full Members shall be approved by a special resolution at an AGM and may only exercise their voting rights at subsequent General Meetings.
- 9.8 Full Members may only be removed as a member of SBSA by a special resolution at an AGM unless for the reason stated in Article 13.3.

10 ASSOCIATE MEMBERS

- 10.1 Associate Members shall be organisations, clubs, institutions, schools, academies and Baseball, Softball and Baseball5 teams that are willing to observe the rules and regulations of SBSA but are not eligible for Full Membership.
- 10.2 Associate Members shall have no voting rights at SBSA's General Meetings.

10.3 All Associate Membership shall be approved by the Board.

11 INDIVIDUAL MEMBERS

11.1 An Individual Member shall be any person above twelve (12) years of age, who is willing to observe the rules and regulations of SBSA. Applicants who are below eighteen (18) years of age must have the written consent of their parent or guardian.

11.2 Individual Members shall have no voting rights at SBSA's General Meetings.

11.3 All Individual Memberships shall be approved by the Board or by the Secretary General or CEO if delegated by the Board.

12 APPLICATION FOR FULL, AFFILIATE OR INDIVIDUAL MEMBERSHIP

12.1 All membership applications shall be submitted to the Secretary General as prescribed by SBSA.

12.2 Application for membership may be rejected on any of the following grounds:

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

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

12.2.3 Where accepting the applicant would in the Board's absolute discretion be deemed prejudicial to the interest of SBSA as a whole.

13 MEMBERSHIP FEES

13.1 Members shall pay a one-time membership entrance fee and an annual membership renewal fee as determined by the Board from time to time. Membership renewal fees shall be paid by 1st June of each year.

13.2 The Board may suspend members who have membership renewal fee arrears of one (1) month or more. Suspended members shall not be entitled to any of the rights and privileges of membership including voting rights at General Meetings.

13.3 The Board shall terminate members who have membership renewal fee arrears of more than one (1) year. Terminated members may only apply to be reinstated as a member after a lapse of one (1) year.

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

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

14 ANNUAL GENERAL MEETINGS

- 14.1 The supreme authority of SBSA is vested in a General Meeting of the members. The Annual General Meeting (AGM) shall be held not later than 30 September each year.
- 14.2 If there are any unavoidable reasons for delay in holding the AGM by 30 September, the members shall be notified of the reason by 30 August through email or on SBSA's official website. The AGM may be postponed to a later date if no more than one-third (1/3) of the Full Members raise any objections in writing to SBSA within seven days from the date of this notification.
- 14.3 At least twenty-one (21) days' notice shall be provided to Affiliates, through email and SBSA's official website, specifying the place, date and time of the AGM.
- 14.4 Full Members who wish to table a resolution for the General Meeting's approval must notify the Secretary General in writing at least fourteen (14) days before the date of the AGM.
- 14.5 The agenda for the AGM, the Board's annual report and the audited financial statements for the preceding financial year, shall be forwarded to the members at least seven (7) days before the date of the AGM.
- 14.6 The business to be transacted at the AGM shall be:
- 14.6.1 To approve the annual report and the previous financial year's audited financial statements.
 - 14.6.2 To approve any resolutions tabled by Full Members in accordance with Article 14.4 or by the Board.
 - 14.6.3 Where applicable, to appoint auditors for the ensuing term.
 - 14.6.4 Where applicable, to approve or remove Full Members.
 - 14.6.5 Where applicable, to approve the list of nominations received and to hold the election for Board Members.
- 14.7 No business other than that stated in the notice and agenda for the AGM shall be transacted at the General Meeting.
- 14.8 General Meetings may be conducted, wholly or partly, by electronic means. Members must at least be allowed to contemporaneously observe the proceedings of such meetings by audio and video means (e.g. "live" webcast) and to cast their vote electronically where required. Details on the arrangements for meetings to be conducted by electronic means shall be provided to members in the notice of the meeting.

15 EXTRAORDINARY GENERAL MEETINGS

- 15.1 An Extraordinary General Meeting (EGM) may be convened at any time by order of the Board or on receipt of a written requisition by at least one-third (1/3) of the Full Members on SBSA's membership register. Such requisition shall state the business that is to be transacted at the requested EGM.

- 15.2 The Board shall convene the EGM within one (1) month of receiving the requisition. Full Members who requisitioned the EGM may proceed to convene the EGM if one is not convened by the Board and shall provide the relevant notice and agenda for the meeting to the Full Members.
- 15.3 At least fourteen (14) days' notice shall be provided to Affiliates, through email and SBSA's official website, specifying the place, date and time of the EGM along with the resolutions to be passed at the meeting.

16 ATTENDANCE AND QUORUM FOR GENERAL MEETINGS

- 16.1 All members of SBSA shall be eligible to attend General Meetings. Each Full Member is entitled to have one (1) authorised delegate to attend a General Meeting and to speak and vote on its behalf at such meetings. Each Associate Member is entitled to have one (1) authorised representative to attend a General Meeting.
- 16.2 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 Secretary General at least three (3) days before the date specified for the General Meeting.
- 16.3 The Board may also invite various others including SBSA's auditors, legal advisers and observers from SBSA's stakeholders for General Meetings. Such invitees shall not participate in the proceedings of the General Meetings and may only address the meeting if deemed necessary by the Chairman or with the consent of the authorised delegates present at the meeting.
- 16.4 At least a quarter (1/4) of the voting members (i.e. Full Members) or thirty (30) voting members, whichever is the lesser, present at a General Meeting shall form a quorum.
- 16.5 In the event of there being no quorum at the commencement of a General Meeting, the meeting shall be adjourned for half-an-hour and should the number then present be insufficient to form a quorum, those present shall be considered a quorum, but they shall have no power to amend or make addition to the existing Constitution.

17 VOTING AT GENERAL MEETINGS

- 17.1 Only authorised delegates of Full Members who are above the age of twenty-one (21) shall be eligible to vote at General Meetings and for the election of Board Members.
- 17.2 Each authorised delegate shall have one vote. Board Members shall have no voting rights at General Meetings unless he is an authorised delegate of a Full Member.
- 17.3 Voting by proxy is not allowed at all General Meetings.
- 17.4 All resolutions, with the exception of special resolutions, shall be approved by a simple majority (i.e. more than half of the member present and entitled to vote). All special resolutions shall be approved by at least two-thirds (2/3) of the members present and entitled to vote.
- 17.5 Electronic voting shall be allowed for general meetings conducted by electronic means. Electronic voting can be by a physical or digital show of hands or by an online poll.

18 GOVERNING BOARD

- 18.1 SBSA shall be governed by a Board between Annual General Meetings. The Board shall have all the powers necessary to manage the affairs of SBSA other than those matters reserved for the Annual General Meeting's approval.
- 18.2 The Board shall have nine (9) elected Board Members, an Athlete Commission Chairman, and between three (3) to five (5) appointed Board Members.
- 18.3 More than half of the Board shall be comprised of Singapore citizens.

19 NOMINATION AND ELECTION

- 19.1 All nominations for the Board election must reach the SBSA office at least seven (7) days before the AGM, and any nominations received thereafter shall be invalid.
- 19.2 All nominations shall be submitted in writing via prescribed forms and along with the required supporting documents as may be determined by the Board.
- 19.3 All nominations must be proposed by a Full Member and seconded by another Full Member.
- 19.4 Nomination forms shall include a declaration by the nominee of any personal or business interest that may be of concern to SBSA or its members.
- 19.5 Nominated candidates must fulfil all the eligibility conditions in Articles 21 (Board Members) and 22 (Elected Board Members) respectively.
- 19.6 The voting eligibility of Full Members, their authorized delegates and the nominated candidates for the Board election shall be verified and confirmed by a panel comprising two (2) or more independent members from the Board.
- 19.7 The list of eligible nominees shall be published in SBSA's official website and emailed to all Members at least five (5) days before the AGM where the election is to be held.
- 19.8 The election shall be conducted or supervised by an independent member of the Board.
- 19.9 Election will be by secret ballot and the result shall be based on a simple majority of the votes cast.
- 19.10 Any tie in votes that affects the outcome of the election shall be resolved through a subsequent round(s) of voting. If the tie involves more than two (2) candidates, the candidate with the lowest number of votes shall be eliminated after each round.
- 19.11 If a tie persists after two (2) successive rounds of voting involving the same candidates, the Chairman who is presiding over the election shall decide to either exercise a casting vote, where the Chairman had been so empowered by the members, or draw lots to resolve the tie.
- 19.12 The counting of the votes shall be overseen and verified by two (2) or more scrutineers from the members present at the AGM who are not contesting the election and/or the representatives from SBSA's auditors and/or legal advisers who are present at the AGM.

20 KEY OFFICE BEARERS

- 20.1 The Board shall elect from among themselves key office bearers, who will minimally be the President, Deputy President, Secretary General, Treasurer and Assistant Treasurer following an AGM where an election is held or whenever a vacancy arises.
- 20.2 The President, Deputy President and Secretary General shall be Elected Board Members who are Singapore citizens, and shall be elected by the Elected Board Members.
- 20.3 The Treasurer should preferably have a recognized accounting qualification and / or appropriate practical experience.
- 20.4 The President should have served and made positive contributions to the sport of Baseball, Softball and Baseball5 and/or SBSA as an ex-athlete, official or elected Board member, or should be a prominent individual of good standing within the sport and / or community.

21 BOARD MEMBERS

- 21.1 Board members shall at least be twenty-one (21) years of age and shall be Singapore citizens or Permanent Residents.
- 21.2 Board members shall not be Individuals who are disqualified from serving on the Board of charities or companies pursuant to the Charities Act 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).
- 21.3 Board members shall not be serving a suspension or ban from World Baseball Softball Confederation or other regulatory authority.
- 21.4 Board members shall be persons of good character with the relevant experience and credentials.
- 21.5 Board members shall neither be a paid employee of SBSA nor have a family member who is a paid employee of SBSA.
- 21.6 No more than three (3) of the Board members shall be family members, and such relationships must be declared upfront in the nomination and before the Board election.
- 21.7 Any change of Board members shall be notified to the Registrar of Societies and the Commissioner of Charities within two (2) weeks of the change.

22 ELECTED BOARD MEMBERS

- 22.1 An Elected Board Member shall be an authorised delegate or representative of an Affiliate Member or an Individual Member of SBSA who is duly elected by the voting members at an AGM.
- 22.2 Elected Board Members shall act in the best interest of SBSA and not do anything to bring the SBSA into disrepute.
- 22.3 The Board may at any time appoint a suitable person to fill a position vacated by an Elected Board Member for the remaining term of office for the vacated position.

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

23 APPOINTED BOARD MEMBERS

23.1 The Elected Board Members will appoint between three (3) to five (5) other Board members to ensure an appropriate balance and diversity of skills, experience, ethnicity and gender within the Board.

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

23.3 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 SBSA.

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

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

24 BOARD TENURE

24.1 The term of office of Elected Board members shall be four (4) years. However, at the first election following the adoption of this Constitution, five (5) of the Elected Board Members will be elected for a four (4) year term and four (4) of the Elected Board Members with the lowest votes will be elected for a two (2) year term of office to allow for staggered terms of office for Elected Board Members.

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

24.3 Counting from the year 2024, Board Members may serve a maximum tenure of eight (8) consecutive years on the Board and, upon reaching this tenure limit, shall only be eligible for re-election or re-appointment to the Board after a lapse of at least two (2) years. While these Members are serving the required lapse of at least two (2) years, they may be appointed as Advisor and/or Patron under Clause 31.

24.4 A Board Member may only hold the appointment of Treasurer for a maximum of four (4) consecutive years and may only be considered for re-appointment as a Treasurer after a lapse of at least two (2) years.

25 BOARD ROLE AND POWERS

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

- 25.1.1 Provide stewardship and trusteeship on behalf of members and be responsible for ensuring that SBSA remains viable and effective in the present and for the future.
- 25.1.2 Provide strategic leadership, set objectives, and ensure that the necessary plans, policies, programs and resources are in place for SBSA to meet its objectives.
- 25.1.3 Ensure all legal and statutory obligations are met and all constitutional and governance requirements are complied with.
- 25.1.4 Establish a framework of prudent and effective controls which enables risk to be assessed and managed, including safeguarding of SBSA's assets and the public funds it receives.
- 25.1.5 Set SBSA's values and standards and ensure that obligations to members and other stakeholders are understood and met, and address all disciplinary issues that arise.
- 25.1.6 Be responsible for the appointment of the CEO and other senior management employees of SBSA and provide them with clearly documented roles, responsibilities and accountabilities.
- 25.1.7 Review management and Board performance periodically.
- 25.1.8 Manage conflict of interest and take appropriate measures to ensure that SBSA is protected against any personal or business interests of Board members and employees of SBSA.
- 25.1.9 Identify and sufficiently engage the key stakeholder groups of SBSA and seek their views and feedback on SBSA's strategies and policies.
- 25.1.10 Consider financial sustainability, social issues and environmental factors as part of its strategy and policy formulation.
- 25.1.11 Raise funds for SBSA and approve any expenditure from the funds and / or reserves of SBSA for SBSA's activities, subject to clause 25.1.12.
- 25.1.12 Decisions that involve the acquisition and disposal of immovable properties or assets, and expenditures above \$0.25M – excluding the utilization of grants, donations and sponsorships meant for specified purposes – should be approved at a General Meeting by a special resolution.

26 DUTIES OF OFFICE BEARERS

- 26.1 The President shall chair all General and Board meetings. The President shall also represent SBSA in all matters with outside persons.
- 26.2 The Deputy President shall assist the President and deputise for him in his absence.

- 26.3 The Secretary General shall ensure that all records of SBSA, except financial, are kept safely and shall be responsible for their correctness. He shall ensure that the minutes of all General and Board meetings are recorded correctly. He shall also ensure that an up-to-date Register of Members is maintained at all times.
- 26.4 The Treasurer shall:
- 26.4.1 Be responsible for the funds of SBSA.
 - 26.4.2 Keep an account of all monetary transactions and shall be responsible for their correctness.
 - 26.4.3 Report on the financial status of SBSA at Board meetings and present audited financial reports at AGMs.
 - 26.4.4 Not hold office in the Audit Committee.
- 26.5 The Assistant Treasurer shall assist the Treasurer and shall deputise for the Treasurer in his absence, and shall not hold office in the Audit Committee.
- 26.6 All cheques, electronic or online payments for withdrawals from the bank shall be co-signed by the Treasurer or Assistant Treasurer, and either the President or the Deputy President.
- 26.7 All other Board Members shall assist in the management of SBSA and perform duties assigned by the Board from time to time.

27 BOARD MEETINGS

- 27.1 A Board Meeting shall be held at least once every two (2) months after giving at least seven (7) days' notice to Board Members.
- 27.2 A Board Member who is absent for three (3) consecutive Board meetings without any reasonable excuse accepted by the Board shall be deemed to have withdrawn from the Board.
- 27.3 At least half of the Board members must be present to form a quorum and for the meeting proceedings to be valid. This will include Board members who participate in the meeting via telephone or video conferencing.
- 27.4 Voting at Board meetings shall be by show of hands unless the meeting decides otherwise by a majority vote for a secret ballot. All Elected Board Members and Appointed Board Members who qualify as independent members shall have one (1) vote each at Board meetings.
- 27.5 Board Members who are not present at a meeting may write in prior to the meeting or call in during the meeting to vote on resolutions or required decisions circulated prior to the meeting.
- 27.6 The Chairman of the Board meeting shall have a casting vote (i.e. second vote) in the event of a tie in the votes.

28 CIRCULAR RESOLUTIONS

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

29 BOARD COMMITTEES

- 29.1 The Board may appoint Board Committees comprised of SBSA members and/or independent experts to assist the Board in the management and administration of SBSA.
- 29.2 The Board may delegate to such Board Committees such powers as it deems necessary.
- 29.3 The Board shall minimally appoint the following Board Committees with the appropriate terms of reference:
- 29.3.1 Audit Committee
 - 29.3.2 Selections Committee
 - 29.3.3 Appeals Committee
 - 29.3.4 Disciplinary Committee
- 29.4 The Audit Committee, Selections Committee, Appeals Committee and Disciplinary Committee shall comprise of at least three (3) persons appointed by the Board. Each of these four (4) Board Committees shall be headed preferably by an independent Board member and shall have no more than two-thirds (2/3) of its members from the Board.

30 ATHLETES COMMISSION

- 30.1 SBSA shall establish an Athletes Commission (AC) with the view to providing a process to promote open communication with the athletes.
- 30.2 The AC shall comprise of no more than five (5) elected members, who are either past or present national Baseball, Softball and Baseball5 athletes, including the Chairman who must be a former National Baseball, Softball and Baseball5 athlete.
- 30.3 The Chairman and members of the AC shall be elected by National athletes who have represented Singapore in international Baseball, Softball and Baseball5 competitions within the past twenty-four (24) months.
- 30.4 The term of office of the AC members and their term limits, if any, shall follow that of the Board.

30.5 The Chairman of the AC shall be appointed as a Board member with voting rights and shall represent the AC in the Board until the expiry of his term as Chairman of the AC.

31 ADVISORS AND PATRONS

31.1 The Board may appoint Advisors and/or Patrons who may or may not be a Member of SBSA to advise the Board in such matters as and when the Board deems necessary.

31.2 The Advisors and Patrons so appointed shall have no voting rights in the Board.

31.3 Patrons may be invited by the President and/or the Board to chair a General Meeting of SBSA in which case the Patron shall have no voting rights.

32 CHIEF EXECUTIVE OFFICER

32.1 The Board may appoint a Chief Executive Officer (CEO) or an equivalent to lead the SBSA management and secretariat staff.

32.2 The CEO shall hold office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, determined by the Board.

32.3 The exercise of the CEO's powers and authorities, and the performance of the CEO's duties, shall always be subject to the control of the Board.

32.4 The role of the CEO will be to implement the strategies, plans and policies approved by the Board and to be responsible for the management and direction of SBSA and its finances.

32.5 The CEO shall attend all SBSA meetings including General Meetings and Board meetings, subject to a determination otherwise by the Board. The CEO shall not have a vote at these meetings but may speak on any matters where required.

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

33 AUDIT AND FINANCIAL YEAR

33.1 A firm of Public Accountants and Chartered Accountants shall be appointed as auditors at each AGM for the next financial year and shall be eligible for reappointment.

33.2 The auditor shall be changed at least once every 5 years, whether to another auditor from the same auditing firm or company or to another auditor from a different auditing firm or company.

33.3 The auditors may be required by the President to audit SBSA's accounts for any period within their tenure of office at any date and make a report to the Board.

33.4 The auditors will be required to audit each financial year's accounts and present a report upon them to the AGM.

33.5 SBSA's financial year shall be from 1st April of each year to 31st March the following year.

34 POLICIES AND BY-LAWS

- 34.1 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 SBSA as it deems fit.
- 34.2 Such by-laws, policies, regulations, procedures and practices from time to time in force shall not be inconsistent with the provisions of this Constitution.
- 34.3 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.
- 34.4 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.

35 CONFLICT OF INTEREST

- 35.1 Board members shall act in the best interests of SBSA, and the Board shall set clear policies, procedures and take appropriate measures to declare, prevent and address any conflict of interest that may arise.
- 35.2 Whenever a member of the Board is in any way, directly or indirectly, has an interest in a transaction or project or other matter to be discussed at a meeting, the member shall disclose the nature of his interest before the discussion on the matter begins. The Board Member concerned shall then offer to withdraw and leave the meeting and not participate in the discussion or vote on the matter. The Board shall decide if this should be accepted.

36 ANTI-DOPING & PREVENTION OF COMPETITION MANIPULATION

- 36.1 SBSA shall recognise the right of all its athletes to participate in clean sport and is committed to ensuring the sport is doping-free and is free of any manipulation of competitions.
- 36.2 All affiliates, members, athletes, participants, staff and other individuals, who are subject to the jurisdiction of SBSA are bound by and agree to abide by all World Anti-Doping Code-compliant anti-doping rules applicable to the sport and to comply with the Olympic Movement Code on the Prevention of Manipulation of Competitions.

37 SAFE SPORT

- 37.1 SBSA shall be committed to ensuring the safety and wellbeing of Baseball, Softball and Baseball5 athletes and practitioners in Singapore and shall take all necessary measures to protect them from all forms of harassment and abuse.
- 37.2 All affiliates, members, athletes, participants, staff and other individuals, who are subject to the jurisdiction of SBSA 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.

38 DISPUTE RESOLUTION

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

39 PRESS RELEASE

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

40 TRUSTEES

- 40.1 If SBSA at any time acquires any immovable property, such property shall be vested in trustees subject to a declaration of trust.
- 40.2 The trustees of SBSA shall:
- 40.2.1 Not be more than four (4) and not less than two (2) in number.
 - 40.2.2 Be elected by a General Meeting of members.
 - 40.2.3 Not effect any sale or mortgage of property without the prior approval of the General Meeting of members.
- 40.3 The office of the trustee shall be vacated:
- 40.3.1 If the trustee dies or becomes of unsound mind.
 - 40.3.2 If he is absent from the Republic of Singapore for a period of more than one (1) year.
 - 40.3.3 If he is guilty of misconduct of such a kind as to render it undesirable that he continues as a trustee.
 - 40.3.4 If he submits notice of resignation from his trusteeship.
- 40.4 Notice of any proposal to remove a trustee from his trusteeship or to appoint a new trustee to fill a vacancy must be given by posting it on SBSA's notice board and / or on SBSA'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.
- 40.5 The address of each immovable property, name of each trustee and any subsequent change must be notified to the Commissioner of Charities.

41 VISITORS AND GUESTS

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

42 PROHIBITIONS

- 42.1 The funds of SBSA shall not be used to pay the fines of members who have been convicted in court of law.
- 42.2 SBSA shall not engage in any trade union activity as defined in any written law relating to trade unions for the time being in force in Singapore.
- 42.3 SBSA shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.
- 42.4 SBSA 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.

43 CESSATION OF CHARITY STATUS

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

44 DISSOLUTION

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

45 AMENDMENTS TO CONSTITUTION

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

46 **MATTERS NOT PROVIDED FOR**

- 46.1 In all matters not provided for in this Constitution or 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.