

CONSTITUTION AND RULES  
OF  
THE SINGAPORE KENDO CLUB

1. NAME

This sports club shall be known as "THE SINGAPORE KENDO CLUB".

2. PLACE OF BUSINESS

Its place of business shall be at 163-D Upper East Coast Road, Singapore 455264.

3. OBJECTS

Its objectives are:

- 3.1 To promote the sport of Kendo and inculcate qualities of humility, patience, tolerance and self-discipline; and
- 3.2 To promote health by developing physical fitness through the spiritual and physical perfection of Kendo.

4. MEMBERSHIP

- 4.1 Membership shall be open to any individual.
- 4.2 There are no restrictions on the number of members in the Club.
- 4.3 A person wishing to join the Club should submit his/her name to the Honorary Secretary in the appropriate prescribed form. Membership applications will be decided by the Committee which shall not be obliged to give any reasons to an applicant in the event that his/her application is rejected.

5. Membership shall be classified into five categories:

- 5.1 Membership shall be classified into three categories:
  - 5.1.1 Ordinary Membership
  - 5.1.2 Associate Membership
  - 5.1.3 Junior Membership
- 5.2 An Ordinary member shall be a Singapore citizen who has attained 21 years of age and shall have the right to vote and hold office after 1 year of joining the club.
- 5.3 An Associate member shall be a non-Singapore citizen who shall not have the right to vote or hold office.
- 5.4 A Junior member shall be a person below 21 years of age and shall not have the right to vote or hold office.

6. PATRON

Any individual who is a keen enthusiast of Kendo and who has assisted the Club financially or otherwise may be invited to become a Patron of the Club. A Patron shall enjoy all the privileges of membership but shall not have the right to vote or hold office.

## 7. SUBSCRIPTIONS

- 7.1 Members are required to pay subscription, registration, and all other administrative fees for which amounts shall be determined by the Committee and which may be revised from time to time depending on the needs of the Club.
- 7.2 Any changes shall be proposed by the committee and shall require a resolution approved by not less than half of the ordinary members present at a general meeting.
- 7.3 From time to time, the Club may also require special subscriptions from its members for particular purposes, provided that those purposes fall within the objectives set out at paragraph 3 of this Constitution. Any special subscription shall be proposed by the Committee and shall require a resolution approved by not less than half of the Ordinary members present at a general meeting.
- 7.4 The income and property of the Club whensoever derived shall be applied towards the promotion of the objects of the Club 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 the Society or to any of them or to any person claiming through any of them.

## 8. NON-PAYMENT OF SUBSCRIPTIONS

- 8.1 If a member does not pay his or her subscription after it has fallen due, the Committee may impose a late payment fee. In addition:
  - 8.1.1 within one week of the subscription falling due, the Committee may issue the member a notice of late payment;
  - 8.1.2 within one week from receipt of the notice of late payment referred to in 8.1.1, the President may order that the member be denied the privileges of membership until payment is made;
  - 8.1.3 after three months have elapsed from receipt of the notice of late payment referred to in 8.1.2, he or she will automatically cease to be a member

## 9. MANAGEMENT

The management of the Club is vested in a general meeting of the members presided over by the President.

## 10. GENERAL MEETING

- 10.1 An annual general meeting will be held each year within 6 months from the end of Financial Year.
- 10.2 An extraordinary general meeting may be called by the President:
  - 10.2.1 on the request in writing of at least one third of the ordinary members with voting rights; or
  - 10.2.2 by order of the Committee

## 11. NOTICE OF MEETING

- 11.1 At least two weeks' notice shall be given of an annual general meeting. At least ten days' notice shall be given of any extraordinary general meeting
- 11.2 Members shall be notified of the agenda for any general meeting at least four days in advance of the meeting.
- 11.3 A member who wishes to place an item on the agenda for any general meeting shall inform the Honorary Secretary at least one week before the meeting is due to be held.

## 12. AGENDA FOR ANNUAL GENERAL MEETING

The following items shall be considered at the annual general meeting:

- 12.1 The Chairman's Report.
- 12.2 Confirmation of the previous year's minutes and of any extraordinary general meeting held since the last annual general meeting.
- 12.3 Confirmation of the previous year's accounts.
- 12.4 The election of office-bearers for the following year, where applicable.

## 13. QUORUM FOR GENERAL MEETING

At least one quarter of the total Ordinary members of the Club must be present at a general meeting to form a quorum and for its proceedings to be valid.

In the event that a quorum is not established, the general meeting shall be adjourned to the same day in the following week at a place and time to be notified to the members at least four days in advance. In the event that the number of Ordinary members present at the adjourned meeting is still less than one quarter of the total Ordinary members of the Club, those Ordinary members present shall be considered a quorum, but they shall not have any power to alter, amend or add to the provisions of this Constitution.

## 14. MANAGEMENT COMMITTEE

- 14.1 The Management Committee consisting of the following shall be elected at the annual general meeting:
  - 14.1.1 President.
  - 14.1.2 Vice President.
  - 14.1.3 Honorary Secretary.
  - 14.1.4 Honorary Treasurer.
  - 14.1.5 Two Ordinary Members.
- 14.2 Names for the above offices shall be proposed and seconded at the general meeting and election will follow on a simple majority vote of the Ordinary members present at the general meeting.
- 14.3 All officers shall be elected for a 2-year term. All officers may be re-elected for successive terms, except for the Honorary Treasurer who may not be re-elected for a successive term. Any changes in the Committee

shall be notified to the Registrar of Societies and the Commissioner of Charities within two weeks of the change.

14.4 An Ordinary member shall not be eligible for election to any position on the Management Committee if he or she holds any management position in any Kendo club, organisation or society which is affiliated to the Club (“Affiliate Club”). An Ordinary member shall not be eligible for election to the position of President and Treasurer if he or she has any commercial or monetary interests or dealings in relation to any Affiliate Club.

14.5 An Ordinary member who has held:

14.5.1 the position of Honorary Treasurer on the Management Committee for a total period of 4 years (whether continuous or not) from date of incorporation;

14.5.2 any other position on the Management Committee for a total period of 8 years (whether continuous or not) from date of incorporation;

shall henceforth cease to be eligible for election to that same position on the Management Committee. For the avoidance of doubt, the Ordinary member in question shall remain eligible for election to any other position on the Management Committee.

## 15. MEETING

15.1 The Chairman at all General and Committee Meetings shall be the President. Should the President be absent the chairman shall be a Vice-President, failing him, a member elected by the Meeting.

15.2 Each person entitled to attend and vote shall be entitled only to 1 vote, even though he may attend in more than 1 capacity.

15.3 Unless specifically provided otherwise in these Rules, all resolutions at a General Meeting shall be passed on a majority vote of members present and voting. In the event of a tie, the Chairman of the meeting shall have a second or a casting vote.

## 16. DUTIES OF COMMITTEE

16.1 The duty of the Committee is to organize and supervise the day to day activities of the Club and to make decisions on matters affecting its running when the general meeting is not sitting. It may not act contrary to the expressed wishes of the general meeting.

16.2 The Committee has the power to issue a single payment not exceeding (i) \$20,000 at any one time where the payment exceeds \$20,000, this will need to be justified during EOGM and AGM. Any expenditure above \$1,000 at any one time must be noted and recorded in the minutes of the relevant Committee meeting.

16.3 Whenever a member of the Committee has in any way, directly or indirectly, an interest in a transaction or project or other matter to be discussed at a meeting, the member shall fully disclose the nature of his interest before the discussion on the matter begins. The member concerned should offer to withdraw from the meeting and not participate in the discussion or vote on the matter. The Committee shall decide if the member should recuse himself from discussions and voting on the matter.

- 16.4 A Committee member shall not hold any management position in any Affiliate Club for the whole duration of his or her term on the Committee. The President also shall not have any commercial or monetary interests or dealings in relation to any Affiliate Club for the whole duration of his or her term on the Committee.
- 16.5 In the event that a Committee member breaches the restrictions at paragraph 16.4, the Committee member shall be deemed to have withdrawn from the Committee and a successor may be co-opted by the Committee to serve until the next annual general meeting.

## 17. CO-OPTED COMMITTEE MEMBERS

The President, the Vice President and the Hon. Secretary may co-opt any other member or members to assist them in their duties but such member or members shall not hold office on the committee or vote at committee meetings although they may attend such meetings.

## 18. OFFICE BEARERS

- 18.1 The duties of the office bearers are as follows:
- 18.1.1 The President shall be the Chairman at all general and Committee meetings. He or she shall also represent the Club in its dealings with external parties.
- 18.1.2 The Vice President shall carry out the President's duties in the latter's absence.
- 18.1.3 The Honorary Secretary shall keep all records of the Club (except financial records) and shall be responsible for their accuracy and completeness. He or she will keep the minutes of all general and Committee meetings.
- 18.1.4 The Honorary Treasurer shall keep all funds and collect and disburse all moneys on behalf of the Club and shall keep an account of all monetary transactions and shall be responsible for their accuracy and completeness. He or she is authorized to expend up to \$1,000 per month for petty expenses. He will keep no more than \$1,000 in the form of cash and all money in excess of this amount will be deposited in a bank to be named by the Committee. All cheques for withdrawals from the bank will be signed by (i) the President, or in his absence the Vice-President or the Secretary and (ii) the Treasurer.
- 18.1.5 The duties of the two other Committee members shall be set and determined by the President having regard to the Club's needs at the time.
- 18.2 Any member of the Committee who is absent from three consecutive meetings without satisfactory explanation shall be deemed to have withdrawn from the Committee, and a successor may be co-opted by the Committee to serve until the next annual general meeting

## 19. AUDIT

19.1 A firm of Public Accountants and Chartered Accountants shall be appointed as Auditors at each Annual General Meeting for a term of one year and shall be eligible for reappointment.

19.2 They:

- a) Will be required to audit each year's accounts and present a report upon them to the Annual General Meeting.
- b) May be required by the President to audit the Society's accounts for any period within their tenure of office at any date and make a report to the Committee.

19.3 The club's financial year will be from April to March.

## 20. TRUSTEES

20.1 If the Club at any time acquires any immovable property, the property shall be vested in Trustees subject to a declaration of trust.

20.2 The Trustees shall not effect any sale or mortgage or encumber the property without the prior approval of no less than half the Ordinary members present at a general meeting.

20.3 The number of Trustees shall not be greater than five or less than two. Each Trustee shall be appointed by a resolution approved by not less than half of the Ordinary members present at a general meeting.

20.4 Any Trustee may at any time resign his trusteeship. If a Trustee dies or becomes a lunatic or of unsound mind or moves permanently or is absent from the Republic of Singapore for a period of one year, he or she shall be deemed to have resigned his trusteeship. If a Trustee is guilty of misconduct of such a kind as to render it undesirable that he or she continue as a trustee, the Trustee may be removed from his or her trusteeship by a resolution approved by not less than half of the Ordinary members present at a general meeting, provided that at least 2 weeks' notice was given of the proposal to remove the Trustee. The result of such a meeting shall be notified to the Registrar of Societies and the Commissioner of Charities.

20.5 The address of each immovable property, name of each Trustee and any subsequent change must be notified to the Registrar of Societies and Commissioner of Charities.

## 21. VISITORS AND GUESTS

Where the Committee has given its approval, non-members may be allowed to visit the premises and training venues of the Club.

## 22. PROHIBITIONS

22.1 Gambling of any kind, excluding the promotion or conduct of a private lottery which has been permitted under the Private Lotteries Act Cap 250, is forbidden on the Society's premises. The introduction of materials for gambling or drug taking and of bad characters into the premises is prohibited.

- 22.2 The funds of the Society shall not be used to pay the fines of members who have been convicted in court of law.
- 22.3 The Society 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.
- 22.4 The Society shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.
- 22.5 The Society shall not hold any lottery, whether confined to its members or not, in the name of the Society or its office-bearers, Committee or members unless with the prior approval of the relevant authorities.
- 22.6 The Society 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.

## 23. DISCIPLINE

- 23.1 Training: No training may be carried out except under the supervision of an instructor approved by the Club.
- 23.2 Conduct: Whether in a dojo (training hall) or at any other place, the conduct of a member must be beyond reproach.
- 23.3 Responsibility: The most senior member present at each training is responsible for maintaining discipline.
- 23.4 Membership: A member must be a practicing kendoka i.e. he must attend practices at least once a month. If a member finds that he or she is unable to attend training due to heavy work commitments, studies or other personal reasons, the member should inform the Committee as soon as possible and seek permission to be absent from trainings for the period in question. Any member who does not attend trainings for three consecutive months without obtaining permission from the Committee may have his or her membership terminated. Such termination of membership will take effect upon the Committee issuing a written notice of termination of membership to the member. For the avoidance of doubt, any member whose membership is terminated pursuant to these provisions shall not be entitled to any refund or repayment of subscriptions previously paid to the Club.

## 24. AMENDMENTS TO RULES

No alterations, deletions or additions to the rules and provisions in this Constitution shall be made except by way of a resolution approved by not less than two thirds of the Ordinary members present at a general meeting. Further and in any case, such alterations, deletions or additions shall not come into force without the prior approval of the Registrar of Societies and the Commissioner of Charities.

## 25. INTERPRETATION

In the event of any question or matter arising out of any point which is not expressly provided for in the rules, the Committee shall have the power to exercise its discretion provided that the exercise of discretion is reasonable and within the objectives set out at paragraph 3 of this Constitution.

26. DISPUTES

In the event of any dispute arising amongst the members regarding the Club and/or matters concerning the Club, the members involved in the dispute shall engage in good faith discussions and attempt to reach an amicable settlement. If no settlement is reached after 3 months from the date when the dispute arose, the members may submit their dispute to the Courts of the Republic of Singapore for determination.

27. DISSOLUTION

27.1 The Club shall not be dissolved except by way of a resolution approved by not less than three quarters of the Ordinary members of the Club present at a general meeting convened for this purpose.

27.2 In the event of dissolution, the Club's funds shall be applied towards all debts and liabilities legally incurred on behalf of the Club and any remaining funds will be donated to charitable organization(s) with similar objectives in Singapore which is (are) registered under the Charities Act as the members of the Club may determine at the general meeting, unless otherwise allowed by the Commissioner of Charities.

27.3 A certificate of the Club's dissolution shall be given within 7 days of the dissolution to the Registrar of Societies and Commissioner of Charities.