

CONSTITUTION OF HOUGANG UNITED FOOTBALL CLUB

DEFINITION

- 1 (a) In these Rules and any Bye-law made hereunder, the following terms shall (unless the context otherwise requires) have the following meanings:
- “Bye-laws” means the bye-laws for the time being in force made by the Committee under Rule 32 including any additions, deletions or any amendments made thereto by the Committee from time to time;
- “Chairman” means the Chairman of the Committee;
- “Committee” means the Committee constituted under Rule 19;
- “Designated zone” means the zone designated by the S-League to the Club at all material times;
- “FAS” means the Football Association of Singapore;
- “General Meeting” means Annual General Meeting or Extraordinary General Meeting of the Club;
- “Club Manager” means the Executive of the Club appointed by the Committee under Rule 25;
- “Member” means all categories of members listed in Rule 5(a) and any and all other categories of members as the Committee may from time to time create under Rule 5(b);
- “S-League” means Singapore Professional Football League Pte Ltd.
- (b) In these Rules, unless the context otherwise requires, anything which falls to be determined or prescribed by the Committee under these Rules shall include an authority given to the Committee to vary such determination or prescription from time to time as the Committee in its absolute discretion deems fit.

NAME

- 2 The Club shall be known as Hougang United Football Club (hereinafter referred to as “the Club”).

PLACE OF BUSINESS

- 3 The Club's place of business shall be at "100 Hougang Avenue 2, Singapore 538856" or such other address as may be decided upon by the Committee and approved by the Registrar of Societies. The Club shall carry out its activities only in places and premises which have the prior written approval from the relevant authorities, where necessary.

OBJECTS

- 4 The objects for which the Club is established are:
- (a) To develop and promote the sport of football in the designated zone in accordance with the laws of the game as laid down or approved from time to time by the Federation International de football Association (FIFA).
 - (b) To secure and maintain membership at all times with FAS and/or with the S-League as per the latter's terms and conditions given at all material times.
 - (c) To participate in football competitions organized by FAS and/or the S-League and to promote, arrange or hold football matches, tournaments or competitions for and behalf of all its members in the interest of the game, and towards its excellence.
 - (d) To enter into arrangements with football clubs outside their designated zone or outside Singapore for teams/events and players to visit each other's zone or territory as may be considered desirable.
 - (e) To strive to secure and maintain a wide membership for the Club with a minimum fan support of a thousand five hundred [1,500] members and nurture and encourage community awareness and participation in all facets of the game.
 - (f) To identify youths of outstanding ability in football and promote their interest and participation for the development of overall football excellence.
 - (g) To advance and safeguard generally the interest of the game of football in its designated zone and to jointly identify and/or secure funding of the Club in accordance with the policies and guidelines as established by the S-League and to employ its funds for this purpose or employ the funds of FAS and/or the S-League as they so direct.

MEMBERSHIP

- 5 (a) There shall be the following categories of members;
- (i) Founder Member;
 - (ii) Honorary Members;
 - (iii) Executive Members;
 - (iv) Ordinary Members;
- (b) The Committee may from time to time with the prior written consent of the Registrar of Societies create new categories of membership on such terms and conditions as the Committee may determine.

FOUNDER MEMBER

- 6 (a) The S-League shall be the only Founder Member of the Club.
- (b) The Founder Member (acting through its Chairman or his delegated nominee) may call on any decisions made or actions taken by the Committee, to be reviewed at a Committee Meeting, and shall at all times be permitted direct access to or shall upon its request be supplied with copies of books of account or any documents whatsoever as maintained by the Club.
- (c) The Founder member (acting through its Chairman or his delegated nominee) shall have the discretion over the name of the Club, appointments of staff, coaches and players (local and foreign), choice of logo, mascot, team colors, jerseys and other aspects relating to the Club submitted by the Committee. The decision on these matters shall not be effected by the Committee without the prior approval of the Founder Member (acting through its Chairman or his delegated nominee).
- (d) The Founder Member shall have the right to appoint any persons to the posts of one [1] Deputy Chairman, four [4] Vice-Chairmen, one [1] Honorary Secretary, one [1] Honorary Treasurer, and/or up to seven [7] other Ordinary Committee Members on the Club's Committee.

HONORARY MEMBERS

- 7 (a) The Committee may invite any person to be an Honorary Member for such period as it deems fit. Honorary Members shall not be required to pay any entrance fee or subscription. An Honorary Member shall enjoy all the rights and privileges of an Ordinary Member except the right to vote and to hold office.
- (b) An Honorary Member may at any time apply to become an Ordinary Member with all the rights and privileges of such a member upon payment of a fee to be determined by the Committee.

EXECUTIVE MEMBERS

- 8 Executive membership is open to the Chairman and other members of the Committee who are appointed under Rule 19 if they are not already Ordinary Member of the Club. Executive members shall not be required to pay any entrance fee or subscription and shall have all the rights and privileges of an Ordinary Member. Such Executive membership shall lapse upon the expiry or earlier termination of his term of appointment to the Committee.

ORDINARY MEMBERS

- 9 (a) Ordinary Membership is open to all individuals resident in the Club's designated zone provided that individuals outside the designated zone may seek membership subject to the approval of the Committee.
- (b) An Ordinary Member shall have the following rights and privileges in accordance with these Rules and Bye-laws in addition to any others provided for under these Rules and the Bye-laws.
- (i) the right to vote at General Meetings and to hold office;
 - (ii) the right of access to and use of the facilities of the Club.
- (c) Only members above eighteen [18] years of age and resident in Singapore shall have the right to vote and to hold office in the Club.
- (d) The Committee may, without assigning any reason, terminate the membership of any Ordinary Member. The aggrieved member shall have the right to appeal against the Committee's decision at a General Meeting of members. The decision of the General Meeting shall be final.

- (e) Save where expressly provided in these Rules, membership in the Club including the rights and privileges thereof shall not be transferable.

PATRONS

- 10 (a) The Committee may in its absolute discretion invite persons of distinction associated with the designated zone to be Patrons of the Club.
- (b) Patrons shall have and enjoy the rights and privileges of an Honorary Member subject or in addition to such other terms as the Committee may determine.

ADVISORS

- 11 The Founder Member may invite any person to be appointed as Advisor or Advisors to the Club who shall enjoy all rights and privileges as a Patron and who shall be notified of all meetings of the Committee and be entitled to attend the same at his sole discretion, and give advice to the Chairman of the Committee and/or the Committee at all material times. The Advisor or Advisors shall also appoint the Chairman of the Committee in consultation with the Founder Member (acting through its Chairman or his delegated representative).

APPLICATION FOR MEMBERSHIP

- 12 (a) A person wishing to join the Club shall submit his particulars to the Honorary Secretary on a prescribed form approved by the Committee.
- (b) The power of admitting Ordinary Members shall be vested solely in the Committee which shall have the power in its absolute discretion and at any time to accept or reject any application for ordinary membership or to restrict the admission of Ordinary Members to any specific number and upon such terms and conditions as the Committee may in its absolute discretion deem fit including the power to vary or rescind such restriction.
- (c) The application shall upon the written acceptance by the Committee become a member of the Club and shall be regarded as having agreed to be bound by these Rules and Bye-laws.
- (d) A copy of the Constitution shall be furnished to every approved member upon payment of the entrance fee.

ENTRANCE FEES, SUBSCRIPTIONS AND OTHERS

- 13 (a) The entrance fees and subscriptions payable by any category of members shall be determined by the Committee.
- (b) The Committee may prescribe entrance fees and subscriptions of varying amounts for the different categories of members and may in its absolute discretion waive any entrance fees or subscriptions or any part thereof payable by any member.
- (c) Subscriptions shall be payable in advance for such period as may be determined by the Committee.
- (d) If a member falls into arrears with his subscription or other dues, he shall be informed immediately by the Honorary Treasurer. If he fails to settle his arrears within four [4] weeks of their becoming due, the Honorary Secretary may order that his name be posted on the Club's notice board that he be denied the privileges of membership until he settles his account. Any member who is in arrears of three [3] months' subscription shall automatically cease to be a member. Such member shall however remain liable for all debts due from him to the Club and the Committee may take legal action against him provided that they are satisfied that he has received due notice of his debts.
- (e) Any additional fund required for special purposes may only be raised from members with the consent of the General Meeting of members.

RESIGNATION OF MEMBERS

- 14 (a) A member may resign his membership by giving to the Honorary Secretary of the Club notice in writing, such resignation to be of immediate effect upon receipt of the notice by the Honorary Secretary of the Club. Such member shall however be liable for all debts due from him to the Club.
- (b) Any person who has resigned as a member may if he so wishes be re-enrolled as a member in accordance with these Rules and the Bye-laws provided he has discharged all his liabilities to the Club. The Committee may in such a case in its absolute discretion waive the entrance fee payable or any part thereof.

SUPREME AUTHORITY

- 15 The supreme authority of the Club is vested in a General Meeting of members presided over by the Chairman or in his absence, the Deputy Chairman of the Club.

ANNUAL GENERAL MEETINGS

- 16 (a) An Annual General Meeting of the Club shall be held in March on a day and time to be determined by the Committee.
- (b) Fourteen [14] days' notice in writing of the Annual General Meeting shall be given to every member of the Club entitled to vote thereat; and the notice shall specify the agenda of the meeting.
- (c) At the Annual General Meeting,
- (i) the Annual Report and Accounts for the previous Financial Year shall be tabled for discussion and adoption;
 - (ii) the election of the Ordinary Members to the Committee as prescribed under Rule 19(a)(vi) shall take place;
 - (iii) a firm of Certified Public Accountants shall be appointed;
- and
- (iv) any other business or resolution of which seven [7] clear days' written notice has been given to the Honorary Secretary shall be transacted.

EXTRAORDINARY GENERAL MEETINGS

- 17 (a) At other times, an Extraordinary General Meeting (hereinafter referred to as the "EGM") must be called by the Chairman (or in his absence, the Deputy Chairman) at the request of not less than twenty-five percent [25%] of the total voting membership or fifty [50] voting members whichever is lesser and shall be called at all times by order of the Committee. The notice in writing shall be given to the Honorary Secretary setting forth the business to be transacted. The EGM shall be convened within two [2] months from receiving this request to convene the EGM. At least one [1] month's notice in writing of the EGM shall be given to every member of the Club entitled to vote thereat, and the notice shall specify the agenda of the meeting.

- (b) If the Committee does not within five [5] weeks after the date of the receipt of the written request proceed to convene an EGM, the members who requested for the EGM shall convene the EGM by giving ten [10] days' notice to voting members setting forth the business to be transacted and simultaneously posting the agenda on the Club's notice board.

PROCEDURE AT ANNUAL AND EXTRAORDINARY GENERAL MEETINGS

- 18 (a) Twenty-five percent [25%] of the total number of members eligible to vote shall constitute a quorum for the Annual General Meeting provided that, if there is no quorum, the meeting shall be adjourned for half an hour, and at such adjourned meeting, those present shall form a quorum, but the adjourned meeting shall not alter, add, modify or amend this Constitution.
- (b) Any member who wishes to place an item on the agenda of a General Meeting may do so provided he gives notice to the Honorary Secretary seven [7] clear days before the meeting is due to be held.
- (c) Decisions at all General Meetings shall be adopted by a simple majority of the votes of the members present and entitled to vote thereat by a show of hands (unless the Meeting is decided by a secret ballot). Where there is an equality of votes the Chairman of the General Meeting, where he is also the Chairman or Deputy Chairman of the committee as the case may be, shall have a casting vote. Provided that the decisions adopted as aforesaid shall not be binding on all members and have no effect if the Founder Member does not concur with the said decisions.
- (d) The General Meeting shall be chaired by the Chairman of the Committee or in his absence, a Deputy Chairman.

MANAGEMENT OF THE CLUB

- 19 (a) The management of the Club shall be entrusted to a Committee consisting of:
 - (i) a Chairman;
 - (ii) one (1) Deputy Chairman;
 - (iii) four (4) Vice-Chairmen;
 - (iv) one (1) Honorary Secretary;
 - (v) one (1) Honorary Treasurer; and

- (vi) seven (7) Ordinary Committee Members.

The Chairman of the Committee shall be appointed by the Advisor or Advisors of the Club in consultation with the Founder Member (acting through its Chairman or his delegated nominee). The appointments of (ii) to (vi) above shall be made by the Founder Member (acting through its Chairman or his delegated nominee) in consultation with the Chairman of the Committee and the Advisor or Advisors, and where any such office is vacated, the Chairman of the Committee in consultation with the Advisor or Advisors of the Club shall be entitled to appoint any person he deems fit to fill the vacancy. The Founder Member (acting through its Chairman or his delegated nominee) may without assigning any reason, terminate the appointment of the Chairman and/or all or any of the Committee Members appointed pursuant to this Rule prior to the expiry of his/her term of office, and thereupon appoint in consultation with the Advisor or Advisors of the Club such members to fill the vacancy.

- (vii) Not more than seven [7] Ordinary Members, elected at the Annual General Meeting from nominations submitted to the Honorary Secretary by Ordinary Members not less than five [5] days to any election of the Committee.
- (b) The Chairman and members of the Committee shall hold office for a period of one [1] year, shall be eligible for re-appointment and reelection.
 - (c) Any person so appointed for any office which is vacated for any reason whatsoever under this Rule shall serve until the next Annual General Meeting. Any change in the Committee shall be notified to the Registrar of Societies within two [2] weeks of the change.
 - (d) The duty of the Committee is to organize the daily activities of the Club and may delegate duties to each of its Ordinary Committee Members.
 - (e) All Committee Members including the Chairman shall act honestly and exercise reasonable diligence in the performance of their duties to the Club in accordance with these Rules as amended from time to time and any Bye-laws made hereunder. All Committee Members shall be deemed agents of the Club.

POWERS OF THE COMMITTEE

- 20 The Committee shall have power, subject to these Rules, to decide any questions relating to the management of the Club and all questions arising out of

or not covered by these Rules in particular but not limited to disciplinary matters governing the Club officers, its servants and members, and;

- (a) To purchase, lease or otherwise acquire any real or personal estate for the purpose of the Club.
- (b) To invest and deal with the monies of the Club not immediately required upon such securities and in such manner as may be from time to time be required and/or as per these Rules.
- (c) To improve, develop, manage, sell, dispose of or surrender all or any part of the property of the Club.
- (d) To apply any monies given by FAS and/or the S-League to the Club for the purpose therein stated and not otherwise unless written consent from FAS and/or the S-League is/are obtained.
- (e) To carry on any trade or business whatsoever which, in the opinion of the Committee can be advantageously carried on in connection with or ancillary to any of the objects of the Club or is calculated directly or indirectly to advance the interests of the Club.
- (f) To enter into such commercial or other transactions in connection with any objects of the Club as may seem desirable to the Committee for the purpose of the Club affairs.
- (g) To apply all moneys and profits accruing to the Club from participation in any business towards the furtherance, promotion and execution of the objects of the Club and no portion thereof shall be paid by way of dividend, bonus or profit to any member of the Club, provided that nothing herein expressed or contained shall prevent the payment in good faith of remuneration or expenses or both to any officer or servant of the Club or to any member for services actually rendered by him or them to the Club.
- (h) To endorse and execute all decisions of the Founder Member (acting through its Chairman or his delegated nominee) and/or any of the decisions made by the committees formed by the Founder Member from time to time, where appropriate / applicable.
- (i) To appoint sub-Committee to be constituted as the Committee thinks fit and to delegate to such sub-Committees such part of its duties or powers as it deems fit. The Chairman and members of such sub-Committees shall be appointed by the Committee.

PROCEDURE AT COMMITTEE MEETINGS

- 21
- (a) At least half the total number of members of the Committee for the time being present shall form a quorum for its proceedings to be valid.
 - (b) Decisions at meetings of the Committee shall be adopted by a simple majority of the votes of the Committee Members present and voting. In the case of an equality of votes the Chairman of the meeting or in his absence the Deputy Chairman who shall act as Chairman shall have the casting vote.
 - (c) The Committee shall meet as and when necessary but in any case not less than once in two months. The Chairman may convene a meeting of the Committee on his own volition and the Chairman shall convene a meeting on the request of any five members of the Committee.

DUTIES OF OFFICE BEARERS

- 22
- (a) The Chairman shall preside at all General and Committee meetings. He shall also represent the Club in its dealings with outside persons.
 - (b) The Deputy Chairman shall assist the Chairman and deputize for him in his absence.
 - (c) The Honorary Secretary shall keep all records, except financial, of the Club and shall be responsible for their correctness. He will keep minutes of all General and Committee Meetings. He shall maintain an up-to-date Register of Members at all times.
 - (d) 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 correctness. Cheques or any other instrument/document for withdrawals from the Bank shall be signed by the Honorary Treasurer and either the Chairman or Deputy Chairman or the Honorary Secretary or any two [2] of them or as determined by the Founder Member (acting through its Chairman or delegated nominee).
 - (e) Ordinary Committee Members shall assist in the general administration of the Club and perform duties assigned by the Committee from time to time.

AUDIT / FINANCIAL YEAR

- 23 (a) The accounts of the Club shall be audited by a firm of Certified Public Accountants approved by the Committee and appointed at the Annual General Meeting. No partners or employees of this firm of Accountants shall be eligible to sit on the Committee or any sub-Committee of the Club.
- (b) The Financial Year of the Club shall be from 1st January through to 31st December of that year.

EXPENDITURE

- 24 The Club shall be solely responsible for all expenses connected with the Club's operations, engagement, dismissal and payment of its officers and servants including the payment of their salaries and all other matters involving the expenditure of money notwithstanding that such expenses and matters may have been incurred or carried out by the Committee and for the authorization of any pre-incorporation expenditure ratified by the Committee and charged against the excess over the minimum funding requirements which may be required by the Club for the S-League.

CLUB MANAGER

- 25 The Committee shall appoint as an Executive an experienced and competent Club Manager who shall be responsible to the Committee for the day-to-day management and administration of the affairs of the Club in accordance with the directions of the Committee and subject to these Rules and all the Bye-laws.

TRUSTEES

- 26 (a) If the Club at any time acquires any immovable property, such property shall be vested in the Trustees subject to a declaration of trust.
- (b) The Trustees of the Club shall:
- (i) not be more than four [4] and not less than two [2] in number;
 - (ii) be elected at Annual General Meeting; and
 - (iii) not effect any sale or mortgage of property without the prior approval of the Annual General Meeting of members.

- (c) The office of the Trustees shall be vacated:
 - (i) if the Trustee dies or become a lunatic or of unsound mind.
 - (ii) if he is absent from the Republic of Singapore for a period of more than one [1] year.
 - (iii) if he is guilty of misconduct of such a kind as to render it undesirable that he continues as a Trustee.
 - (iv) If he submits notice of resignation from his trusteeship.
- (d) Notice of any proposal to remove a Trustee from his trusteeship or to appoint a new trustee to fill up a vacancy must be given by posting it on the notice board in the Club's premises at least two [2] weeks before the Annual General Meeting at which the proposal is to be discussed. The result of such Annual General Meeting shall then be notified to the Registrar of Societies.
- (e) The addresses of immovable properties, names of Trustees and any subsequent change(s), must be notified to the Registrar of Societies.

PROHIBITIONS

- 27
- (a) Gambling of any kind, excluding the promotion or conduct of a private lottery which has been permitted under the Private Lotteries Act Cap 250, is forbidden on the Club's premises. The introduction of materials for gambling or drug taking or bad characters into the premises is prohibited.
 - (b) The funds of the Club shall not be used to pay any fines of members who have been convicted in any Court of law.
 - (c) The Club shall not engage in any trade union activity as defined under any written law relating to trade unions for the time being in force in Singapore.
 - (d) The Club shall not attempt to restrict or interfere with trade or make directly or indirectly any recommendation to, or any arrangement with its member which has the purpose or is likely to have the effect of discount, allowance or rebate relating to any goods or services which adversely affect consumer interests.
 - (e) The Club shall not indulge in any political activity or allow its funds and/or premises to be used for any political purposes.

- (f) The Club shall not hold any lottery, whether confined to its members or not, in the name of the Club or its office-bearers, Committee Members unless with the prior written approval of the relevant authorities.
- (g) The Club shall not raise funds from the public for whatever purpose without the prior approval in writing of the Head, Licensing Division, Singapore Police Force and other relevant authorities and without the consent of the Founder Member.
- (h) No member shall borrow in the name of, or pledge the credit of the Club.
- (i) No member shall reprimand a Club servant. If a member has any cause of complaint against a Club servant, he shall bring the same to the Honorary Secretary in writing.
- (j) No member shall give the address of the Club in any advertisement or use the Club's address for his or their own purposes.
- (k) No member, officer or servant of the Club shall take part in any form of football betting.

LIABILITY

- 28
- (a) The Club, its Committee Members and employees shall not be liable for the death of or any personal injury caused to a Patron, Advisor, member or guest or visitor or any other person arising in any way out of his membership of the Club or through his or their use or enjoyment of the Club or its amenities, privileges or facilities or otherwise howsoever caused.
 - (b) The Club, its Committee Members and employees shall not be liable for the loss of or damage to any article or property bought onto the Club's premises by a Patron, Advisor, member or guest or visitor or entrusted to a Club servant.
 - (c) The Club shall indemnify the Committee Members and the Club's officers or employees or other person acting under the directions of the Club against any claim or action in respect of death, personal injury, loss or damage arising from any act which is done in good faith or intended to be done in the execution or purported execution of these Rules or the By-laws.
 - (d) The Club shall be liable for any fall in sponsorship funding which falls under the Club's joint and sole funding responsibility as the S-League may determine from time to time.

VISITORS AND GUESTS

- 29 Residents in Singapore may be admitted into the premises of the Club but they shall not be admitted to the privileges of the Club nor shall they be admitted into the premises more than six [6] times in a calendar year. These visits are to be confined to not more than once in seven [7] days.
- 30 A visitor's Book shall be kept in which shall be entered the names of all visitors and guests, together with the names and signatures of the members nominating them and the dates of their visits. No person shall be a visitor or guest until his name has been entered in this book.

AMENDMENTS TO CONSTITUTION

- 31 (a) Only a General Meeting with the consent of two-thirds (2/3s) of the voting members present shall have full power to make, amend, add to or repeal these Rules but with the exception of Rules 6 and 19 and sub-Rule(b) of this Rule which may only be amended with prior written consent of the Founder Member.
- (b) No such amendment, rescission or addition to these Rules as aforesaid shall come into force until the expiry of seven [7] days after notice thereof has been posted on the Club's notice board and approval in writing of the Founder Member and the Registrar of Societies have been obtained thereto.
- (c) Any amendment, rescission or addition to these Rules in accordance with this Rule shall be binding on all the Members.

BYE-LAWS

- 32 (a) The Committee shall have the power to make, vary or revoke the Bye-laws for the management and regulation of the affairs of the Club and the conduct of its members.
- (b) All Bye-laws shall, until revoked by the Committee, be binding on all members upon the expiry of seven [7] days after the same is posted on the Club's notice board.

INTERPRETATION OF RULES

- 33 The Committee shall subject to these Rules be the sole authority for the interpretation of these Rules and the Bye-laws made hereunder and the decision of the Committee therein shall be final and binding on all members.

DISPUTES

- 34 In the event of any dispute arising amongst members, they shall attempt to resolve the matter at a General Meeting in accordance with the Rules in the Constitution. Should the members fail to resolve the matter, they shall bring the matter to the attention of the Founder Member who shall appoint an arbitrator to determine the questions or disputes, and any such decision shall be final and binding.

DISSOLUTION

- 35 (a) The Club shall not be dissolved, except with the consent of not less than eighty percent [80%] of the voting members of the Club for the time being resident in Singapore expressed, either in person or by proxy at a General Meeting convened for the purpose, and with the concurrence of the Founder Member.
- (b) In the event of the Club being dissolved as provided above, all debts and liabilities legally incurred on behalf of the Club shall be fully discharged and all remaining funds and all proceeds of properties realized shall be donated to approved charities in Singapore.
- (c) A certificate of dissolution shall be given to the Registrar of Societies within seven [7] days of the dissolution.