

MINUTES OF ANNUAL GENERAL MEETING (AGM) OF THE SINGAPORE RECREATION CLUB HELD ON SATURDAY 27 APRIL 2024, 10AM, AT THE SINGAPORE RECREATION CLUB, B CONNAUGHT DRIVE, SINGAPORE 179682

PRESENT

MANAGEMENT COMMITTEE (MC) MEMBERS

Mr Chang Yeh Hong	Club's President and Chairman of EOGM ("Mr Chang")
Mr Eric Tan Huat Lim	Vice President
Mr Wee U-Jin	Finance Member ("Mr Wee")
Mr Thomas Tay Hwee Hong	GCB Chairman
Mr Clarence Chong Shao Tang	Committee Member
Mr Jagindar Singh	Committee Member
Mr Netto Leslie	Committee Member
Mr Tan Lam Siong	Committee Member
Mr Dayal Khemlani	Committee Member

ABSENT

Mr Ajitpal Singh	Committee Member
Mr Ranjit Singh	Committee Member

IN ATTENDANCE

Mr Tay Kuan Yong Desmond	General Manager (GM) /Secretary ("Mr Tay")
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ATTENDANCE

The quorum is determined by those who submitted their proxy forms and those present onsite.

As per Rule 35(e) of the Constitution, the AGM shall commence once a quorum of 150 voting members is reached. As of 9.50am, there was a total of 354 voting members present at the meeting. Hence, the quorum was met for the meeting to commence.

PRELIMINARIES

The meeting was called to order at 10 am by Mr Tay, who welcomed members to the Annual General Meeting ("AGM").

President Mr Chang Yeh Hong granted permission for Mr Tay to proceed with the AGM proceedings in the capacity of General Manager and Secretary of the Club, in accordance with Rule 35(e), which provides that all proceedings at the General Meeting shall be regulated by the Chairman or anyone authorised by him.

Mr Chang also declared the voting booths open.

The Notice of Meeting stating the Agenda, Voting Procedures and Standing Orders, was sent out to members on 12 April 2024. In the interest of time, these were taken to have been read and understood.

AGENDA 1: ADOPTION OF STANDING ORDERS

- 1.1 Mr Tay presented members with a list of Standing Orders to be adopted so that the meeting may be conducted in a peaceful and orderly manner:

To the adoption:

- Objection: Suresh Agarwal (88825)
- Proposer: Tay Chin Hean Timothy (80572)
- Seconder: Lum Wai Mun (88805)

The Standing Orders were adopted.

AGENDA 2: ADDRESS BY PRESIDENT

PRESIDENT'S ADDRESS

- 2.1 Opening his address, Mr Chang highlighted how the MC team during their tenure made significant strides and remained steadfast in their mission, which is to revitalise the Club and ensure its long-term viability. A comprehensive manifesto was laid out then to transform SRC into the premier club of choice, focusing on strengthening “Hardware”, amenities and infrastructure and “Heartware”, and rebuilding trust, camaraderie, and goodwill within the community. Mr Chang was pleased that the team delivered on their promises. Not only was accountability, transparency and good corporate governance upheld, the Club’s financial position also achieved operational surplus for two consecutive years.
- 2.2 A key milestone would be the Transformation Resolution that was passed at the recent EOGM aimed at modernising the Club’s facilities and amenities, enhancing safety and comfort, and ultimately enhancing membership value.
- 2.3 However, to realize the transformation required substantial financial resources. The Club’s reserves currently stand at approximately \$10 million and additional funding would be necessary.
- 2.4 At the same time, members’ well-being must not be neglected. The MC is acutely aware that senior members might face financial constraints in meeting the top-up requirement.
- 2.5 To address these needs, two critical resolutions were among the resolutions tabled for this AGM:
- 2.5.1 **Resolution ONE: Veteran Membership**
- Seniors 65 and above who have maintained a continuous membership for a minimum of 25 years would be eligible to either transfer their membership to family members without incurring transfer fee; or sell their membership to a third party with a transfer fee. The transferor would still be able to enjoy the Club’s facilities without having to pay monthly subscription fee, while MSS remained applicable.

2.5.2 Resolution TWO: Resignation of Membership

- Members wishing to resign from SRC membership would be able to tender their resignation without having to pay the transfer fee currently required under the Constitution.

2.5.3 Resolution THREE: Term Membership

- To open up term membership to both Singaporean and non-Singaporean individuals. The purpose is to promote diversity and ensure the Club's sustainability by attracting the younger generation.

2.6 Noting that some of the resolutions were previously tabled at that last AGM but failed to attain two-thirds majority for them to be passed, Mr Chang sought members' support in this AGM, so that they could be implemented. The aim is that no members would be left behind due to financial constraints. The MC remains committed to members' welfare as priority, and these measures were intended to pave the way for a stronger and more inclusive SRC.

2.7 Questions from members:

- 2.7.1 Saleem Akhtar (82701) asked to clarify if this meant seniors do not have to pay transfer fees should they resign from the Club.
- 2.7.2 Tay Sock Kheng (87633) asked to clarify if membership could be sold to a third party as this is not supported in the resolution amendments to the Constitution.
- 2.7.3 In response, Mr Tay suggested that these be addressed when the resolutions are presented.

AGENDA 3: ELECTION OF MEMBERS TO COMMITTEE FOR THE TERM 2024 TO 2026

- 3.1 The Club is due to elect a new Management Committee for the term 2024 to 2026. Candidate nominations close on 29 Apr 2024 (FRI), 6pm.
- 3.2 Candidates running for the following positions are:

For the Post of President

Name	Team
Chang Yeh Hong	12 Good Men
Ong Puay Guan	One-SRC

For the Post of Vice-President

Name	Team
Tan Huat Lim	12 Good Men
Tan Boon Yong Robin	One-SRC

For the Post of Finance Member

Name	Team
Wee U-Jin	12 Good Men
Tong How Heng	One-SRC

For the Post of Chairman, Games Control Board

Name	Team
Tay Hwee Hong	12 Good Men
Tay Peng Kee	One-SRC

For the Post of Committee Member

12 Good Men	One-SRC
Tan Lam Siong	Rashbar Singh
Teo Eu Jin Nicholas	Liew Wing Onn
Dayal Odhermal Khemlani	Ang Teck Loong
Lee Chow Shiong	Janakiraman Ayyappan
Khoo Lai Soon	Kang Chiang Meng Jude Anthony
Ho Seng Fatt	Chew Choon Teck Winston
Koh Mingjie	Surjit Singh
Sim Jiexiang Davian	William Tan Kian Meng

AGENDA 4: TO CONFIRM AND ADOPT THE MINUTES OF THE FOLLOWING MEETINGS

4.1 Minutes to the 135th Annual General Meeting held on 29 Apr 2023 (SAT) were adopted:

- Proposer: Yap Chee Keong Michael (82358)
- Seconder: Symons Jeffrey Alan (89730)

4.2 A letter was received as regards Minutes to the 2nd Extraordinary General Meeting under the 126th Management committee held on 24 Mar 2024 (SUN).

4.2.1 Letter from Saleem Akhtar (82701)

- Member wrote to ask about Minutes' Agenda 3: TO ADOPT A 3-DAY VOTING PERIOD, items 3.1 and 3.2. During the EOGM, Member raised that the MC did not have the authority to move Agenda Item 3. His objection was not put to record in the Minutes. His view remained that two individual proposer and seconder do not represent the entire 4000-over members. He claimed that since Agenda Item 3 was not cleared, Item 4 should be rendered invalid. Further, noting that the voting booths closed at 8pm on that same day, he asked if there were any rolling-over of vote counts.
- In response, Mr Tay confirmed that Member's comments raised during the EOGM were indeed recorded in the EOGM transcript, the prevailing EOGM minutes would not be changed, but that Member's objection would be minuted in this AGM. Mr Chang assured members that all meetings, be it AGM or EOGM, will be conducted according to Constitution Rule 35, with due written notice given on voting procedure. The quorum was

also established for the meeting. There was no rollover and vote counts were separately recorded for the three days.

- Member maintained that as his letter was not fully addressed, he would like to keep it open.

4.3 Minutes to the 2nd Extraordinary General Meeting under the 126th Management Committee held on 24 Mar 2024 (SUN) was thus adopted with objection:

- Objection Proposer: Saleem Akhtar (82701)
- Objection Seconder: Suresh Agarwal (88825)
- Proposer: Leong Chee Chow Henry (86918)
- Seconder: Koh Siew Ching (90949)

AGENDA 5: MATTERS ARISING FROM THE MINUTES

Addressed and recorded above, as per this AGM Agenda Item 4.2.

AGENDA 6: FINANCE CHAIRMAN'S ADDRESS

FINANCE CHAIRMAN'S ADDRESS

6.1 Before getting to the financials, Mr Wee reflected on the manifesto and the commitments made during the 2022 Management Committee election, which were to transform the Club, improve its service delivery, improve its finances, and ensure accountability and transparency.

6.2 Annual Operating Surplus/(Deficit)

6.2.1 Reflecting on the past 7 years of the Club's financial performance, Mr Wee noted a complete turnaround in the operating performance of the Club. Within two years of the current MC's tenure, the Club steered from deficit to surplus. This is testament to the MC's commitment to financial stewardship and growth. Through strategic planning and decisive initiatives, a solid foundation is now laid for future success.

6.3 MSS

6.3.1 The MSS scheme was a key policy that led the resurgence of F&B. It allowed members to contribute to the Club's sustainability as joint proprietors. F&B outlets were upgraded and their offerings improved. Compared to the past 7 years, F&B has significantly changed. It became sustainable partly due to better cost management, better processes and stronger adaptability. The main contributor, however, was the return of absent members. At the same time, Mr Wee recognised that there was still room for service quality improvement.

6.3.2 Inflation, rising labour costs, and changes to the Progressive Wage Model (PWM) limited the Club's ability to hire foreign labour. Through the use of casual labour and keeping in compliance with the PWM, F&B eventually achieved operational surplus in 2022 and 2023.

6.3.3 As regards members' concern over staff costs, staff costs in 2023 did not differ much from the pre-COVID years of 2018 and 2019. To keep in line with the manifesto, the Club needed to employ more manpower to keep up with service delivery of the in-house core F&B outlets. Given the inflationary pressures over the past 5 years, higher F&B material and supplies costs, and 32% increase in utilities, to have achieved F&B surplus was commendable.

6.3.4 As to members' suggestion to tenant out F&B spaces as a more secured source of income, it would not be in the best interest of members if tenants set unreasonably high prices and the Club management does not have complete control over operations.

6.4 **Review of Procurement Process**

6.4.1 A fixed Tender and Procurement Process was established to provide objectivity and transparency. This was through the adoption of a TenderBoard e-Procurement Platform. The Club management is now able to make recommendations with integrity and without fear or bias, while keeping costs regulated in dealing with different F&B suppliers and contractors in all aspects of procurement.

6.4.2 Members should be pleased to note that the Club kept its monthly subscription rates and kept menu prices reasonable over the past two years.

6.5 **Mediation Over Lawsuits**

6.5.1 Between 2015 and 2022 during the tenures of previous MCs, the Club incurred legal expenses amounting to \$1.9 million. Through the adoption of a Conflict Resolution and Mediation Process, a Mediation Panel that comprises mediation professionals was established. The MC sought to address issues with Club members using open dialogues. There has not been a single lawsuit since.

6.6 **Cash Reserves**

6.6.1 When the current MC took office in May 2022, the Club's reserves was \$6.5 million, and it now stands at \$10.5 million. Reserves would grow upon surpluses and sustainable revenue. It was acknowledged that members and non-members would want to use the Club's facilities and find them value worthy. For that, the Club needs to stay relevant with the right level of infrastructure, which could only be achieved with the Transformation. Members were thus urged to support the ongoing plans, and to move the Club forward.

AGENDA 7: TO RECEIVE THE ANNUAL REPORT AND PASS THE ACCOUNTS FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2023

There were 19 emails/letters received pertaining to the accounts as at the closing date 23 April 2024 (TUE), 6pm. The Club had already provided written responses accordingly. These members requested that their correspondences be presented at the AGM. Only members who had written in and who were present at the AGM would be allocated time to seek clarification.

Saleem Akhtar (82701) asked if it would be necessary to present the full details of the correspondences and written responses, to which Mr Chang responded that doing so would be in accordance with the Constitution.

Members were reminded to adhere to the meeting proceedings. Those who raised matters irrelevant to the agenda item would be excluded from record, but might do so during Q&A towards the end of the AGM.

7.1. One email from Wong Lily (8xx82)

- Member's correspondence and the Club's written response were read in her absence.

7.2 Three emails from Ho Kiang Fah (8xx89)

- Member's correspondences and the Club's written responses were read in his absence.

7.3 Three emails from Liu Ming Ching (84037)

- Member's correspondences and the Club's written responses were read in his presence.
- Member commented that at 1.7% of the revenue, the Club could do better with net surplus.
- In response, Mr Tay said it was commendable of the Club to achieve surplus considering F&B has been suffering from deficits in the past and is currently facing inflationary cost pressures.

7.4 Five emails from Lim Kien Jhee (82953)

- Member's correspondences and the Club's written responses were read in his presence.

7.4.1 Member asked for the number of casual workers hired, number of staff days hired, and the average cost per hour.

- In response, Mr Tay advised that the average cost was \$13 per hour in 2022 and \$15 per hour in 2023. This increase was due to the 15% increase in banquet business volume, where 90% of the labour were casual. Casual labour was also hired in other F&B areas.

7.4.2 Member questioned the viability of the business, given that between 2022 and 2023, overheads were at 20% and total salaries increased by 28%. Revenue increased by 15% but that was due to an increase in menu pricing and introduction of MSS. Member was concerned that the surplus before depreciation in 2023 was \$570,000 when the year before, it was almost \$1 million.

- In response, Mr Wee pointed out that the Club is not a business concern where revenue could simply be increased with a price increase. Furthermore, compared to 2023, the year 2022 had a short runway with the economy opening up post-COVID only from May onwards. The use of casual labour was a way to manage labour costs with hiring restrictions in place. It was a means to keep costs in check against operational needs. Labour costs would have gone up by more than 20% if permanent staff were hired instead.

The objective is work on a balanced budget going forward. It is important to maintain a surplus than run at a loss.

7.4.3 Member then asked about the rental offered to Fu Lin Men but was rejected.

- In response, Mr Tay informed members that for an area of 5,500 square feet, the rental offered to Fu Lin Men was \$28,000 per month (i.e. \$4.50 - \$5 per square foot), which was an increase from the previous \$21,000-\$23,000 per month (i.e. \$3.90 - \$4 per square foot).

7.4.4 Member enquired about the restoration and reinstatement funds received from the authorities and agencies as a form of reimbursement to the use of Padang field for Singapore Grand Prix, National Day Parade and DHL event, which totalled \$914,000, versus the amount of \$928,000 spent on enhancement works. He asked if these figures were reflected in the annual report, and why the expenses on reinstatement works were not capitalised.

- In response, Mr Tay informed members that funding from DHL for usage was recognized as rental income, while expenses made to reinstate the court was recognised as ground expenses in the annual report. Under the public event usage contracts with the authorities, they were obliged to reinstate damages made on the ground, and this has been always been treated as operating expenditure rather than capital expenditure in the past because no new assets were created. Such has been the accounting treatment every year as certified by the auditor.

7.5 **One email from Abhijit Das (80809)**

- Member's correspondence and the Club's written response were read in his presence.
- Member was satisfied with the response and his questions were clarified.

7.6 **Two emails from Gurdip Singh (8xx75)**

- Member's correspondences and the Club's written responses were read in his absence.

7.7 **One email from Kang Chiang Meng Jude Anthony (89587)**

- Member's correspondences and the Club's written responses were read in his presence.
- Member had earlier written to raise his concern about the figure of 3,859 first presented on the Club's website as number of resigned members. The Club has since corrected it but did not write to him acknowledging the error.
- In response, Mr Tay affirmed that it was indeed an error, "3859" referred to the number of transactions involving membership transfer and membership sale. The rectification of the error should have been explained to Member. He further clarified that members who terminated their memberships or resigned from the Club with outstanding payments of LLR or transfer fees would still be liable for these charges.

7.8 **One email from Tan Kay Seng Anthony (80987)**

- Member's correspondence and the Club's written response were read in his presence.

- Member claimed that he did not receive the Club's reply. He thought information like the itemised F&B P&L statement should be circulated to members for convenience.
- In response, Mr Tay referred Member to the order of the meeting.
- Member was concerned that the Club was still operating at a loss, referring to the "total comprehensive deficit for the year" of \$844,000 mentioned in the Club's response.
- In response, Mr Wee emphasised that the operating surplus refers to the performance of the F&B outlets in the Club, the \$844,000 mentioned included depreciation. The accounts have been signed off by the auditors.
- Mr Chang suggested that Member discern between operating surplus and net deficit, noting that the latter takes into account depreciation. The Club's Depreciation has been between \$1.8 million to \$2 million every year. If Depreciation was not considered, there would have been an upside of \$1.2 million against \$844,000.

7.9 **Two emails from Thang June (80736)**

- Member was present and requested to skip the reading of her correspondences.
- Member expressed concern over the Club's income not keeping up with escalating costs.
- In response, Mr Tay reiterated that during the COVID season, expenses were cut and the Club managed with minimum labour costs and expenses. When the situation eased in 2022, the Club got back to full operations only from October, leaving the year with a 3-month runway. Year 2023 was the first full operating year post-COVID, and labour cost was \$6.5 million. This was not too different from pre-COVID years of 2018 and 2019, which reported labour costs of \$6.3 million and 6.2 million.

7.10 The Annual Report and Accounts were received and passed:

- Proposer: Koh Kok Leng Napoleon (86321)
- Seconder: Chua Kee Hin (90408)
- Objection Proposer: Lim Kien Jhee (82953)
- Objection Seconder: Liew Wing Onn (83375)

AGENDA 8: TO APPOINT AUDITORS FOR THE ENSUING YEAR

8.1 Tan Kay Seng (80987) enquired about the process of auditor appointment. In response, Mr Tay informed members that three quotations were obtained. The highest quote was \$32,000. Audit Alliance came in with the lowest quote at \$15,000 and was thus proposed.

8.2 Audit Alliance LLP was appointed as the Club's External Auditors for FY2024:

- Proposer: Sunder Ramchandani (80836)
- Seconder: Pay Lye Heng Johnny (86612)

AGENDA 9: TO DECIDE ON ANY RESOLUTION BY GIVING NOTICE IN WRITING OF WHICH FOURTEEN (14) CLEAR DAYS' HAS BEEN GIVEN TO THE GENERAL MANAGER/SECRETARY

9.1 In accordance with the Club's Constitution Rule 35(b), the Club received a total of 14 Resolutions as of 12 April 2024 (FRI), 6pm. Among which 5 were tabled at the AGM.

9.2 **Resolution 1 on Rule 12(b) - Term (Non-Transferable) Membership**

- Proposer: Chang Yeh Hong (83021)
- Seconder: Tay Hwee Hong (88555)

9.3 **Resolution 2 on Rule 14 - Veteran Membership; Rule 31(b) – Management Committee; Rule 35(d) General Meetings; and Rule 6(vi) Ordinary (Transferable)/Lady (Transferable) Membership**

- Proposer: Chang Yeh Hong (83021)
- Seconder: Tay Hwee Hong (88555)

9.3.1 Chiam Toon Jiak (82462) asked if the MC would have the power to elect or convert members to Veteran Membership, and what would happen if a Veteran member's children do not wish to take up a membership transfer.

- Mr Chang reminded members that this is an important resolution that was tabled last year but failed to pass with the necessary two-thirds majority of the votes. He referred to the last tea session he held with all Veteran Members. Feedback solicited then was incorporated into this resolution to now include family members other than those immediate or next-of-kin, and they will also be allowed to sell their memberships in the market.

9.3.2 Ruth Lee Lian Chuan (86007) stood in objection to the Resolution 2. As a Lady Member of 27 years, she found it discriminatory for ladies to have to pay to become a Veteran Member, claiming this as against the international law that Singapore adopted.

- In response, Mr Chang reminded the floor that Lady Members were offered the opportunity to convert their memberships to Ordinary at a token fee of \$1,000 which came with an equivalent amount of F&B credits. However, not all took up the offer. He asserted that SRC does not practise discrimination, and that SRC is governed by the Club's Constitution.
- Member went on that unlike Ordinary Members, as a Lady Member, she does not have voting rights, she is not able to enrol her spouse or children as sub-card members, and they have to pay an entrance fee to enter the Club.
- In response, Mr Chang called on members to carefully consider these resolutions which incorporated tangible solutions and benefits that they could vote to take on, including helping the seniors alleviate their financial burden through the transformation initiative.

9.3.3 Koh Kok Leng Napoleon (86321) asked how many members were eligible for transfer to Veteran membership, and how much Lady Members would need to pay to be eligible for the scheme.

- In response, Mr Tay informed the floor that on record, there were 1,300 members eligible for Veteran Membership. As for Lady Members who wish to convert to Ordinary membership, the conversion fee is \$1,000.

9.3.4 Saleem Akhtar (82701) asked to confirm if the provision for Lady Member conversion is still open.

- In response, Mr Tay affirmed that the provision for such conversion has always been there.
- On a separate note, Member referred to Rule 40 and suggested that the MC be mindful on the use of the word “discretion”, because reasonable use of discretion could also be argued as abuse of discretion.

9.3.5 Tay Sock Kheng (87633) asked to clarify if there is need to pay the transfer fee if a Veteran Member wishes to transfer membership to a family member, as this would be applicable in the case of an Ordinary Member transferring out a membership.

- In response, Mr Tay affirmed there is no need to.

9.4 **Resolution 3 on Rule 25(a) – Resignations**

- Proposer: Chang Yeh Hong (83021)
- Seconder: Tay Hwee Hong (88555)

9.4.1 Saleem Akhtar (82701) asked to clarify if one would be required to pay the transfer fee upon Membership Resignation. Member thought that once a member decides to resign or terminate, his/her membership would cease, it cannot be resold.

- In response, Mr Chang explained that historically with the Constitution, when a member wishes to resign from or terminate his membership, he/she would have to pay a transfer fee. Noting that such a provision is no longer relevant in the current times, this resolution is thus proposed to remove the need to pay. Members may on the other hand, choose to hold on to their membership and sell later should the market price go up.
- However, as to whether the Club would be entitled to resell a resigned membership, Mr Chang could not confirm, but assured members that the Constitution will be adhered to.

9.4.2 Ooi Choon Seng (83015) asked if a member resigns, he/she would still liable for the \$3,000 levy as passed in the last EOGM.

- In response, Mr Chang confirmed that if a member resigns before submitting the levy, then he/she will not be liable for the fee, notwithstanding other bill items that must be settled.

9.4.3 Evelyn Goh Ai Huay (89689) asked if there is a deadline set for the payment of \$3,000 levy.

- In response, Mr Chang mentioned two trigger points. One is if a member chooses to pay \$3,000 upfront in return for \$1,650 worth of F&B credits, the deadline would be 31 May. The other is if a member chooses to pay by monthly instalment for a year. During this time, should the member decide to resign from membership, his/her obligation would cease upon the date of resignation.

9.4.4 Ooi Choon Seng (83015) asked if there is a deadline for a member to resign from the Club if he/she does not wish to make payment by 31 May 2024.

- In response, Mr Tay told the floor there will be no charges if a member resigns before 31 May. But if the member had chosen to pay by instalment, and monthly charges have been debited into his/her account, then the member would be liable for all amounts outstanding at the point of resignation.
- Saleem Akhtar (82701) sought to confirm the resignation deadline as 31 May 2024 if one does not wish to pay. To which, Mr Tay confirmed.

9.4.5 Ong Puay Guan Steven (80409) asked if a member who started with instalment but later decides to make balance payment in full, the member would be given full F&B credits. Also, Member felt a progressive renovation plan could have been proposed, that did not require members to commit \$3,000 upfront payment.

- In response, Mr Chang maintained that F&B credits were intended to incentivise members to pay the \$3,000 upfront, as members have requested. The purpose of upfront collection is to ensure sufficient commitment of cash flows to kick off the project. As to whether the renovation plan should be a progressive one, this matter has already been deliberated at the last EOGM.

9.4.6 Ooi Choon Seng (83015) posed a question to the General Manager who holds a continual capacity within the Club compared to the MC that works on a per-elected-term basis. He asked about the kind of financial implication that would have on the Club's transformation project should there be en-masse resignation from the members.

- In response, Mr Tay could not anticipate the number of members who would resign because of the need to pay the \$3,000 levy. Should there be en-masse resignation, the Club would have to consider the levy and monthly subscription revenue forgone, and whether the memberships could be recycled in the open market to make up for the shortfall.

- To this, Member maintained that a member may stay or resign due to personal reasons, not necessarily due to the \$3,000 levy. However, he urged the upcoming MC to examine why many members might want to resign, particularly those who have been with the Club for decades.

9.4.7 William Ho Soon Beng (84832) asked how absent members would be made aware of the need to pay up the \$3,000 by the specific date, and how they could use the F&B credits.

- In response, Mr Tay's position was that absent members would still be liable for the amount. As for the F&B credits, members have up to 3 years to consume.

9.4.8 Saleem Akhtar (82701) asked if there were en-masse resignations all of a sudden, what would happen to the transformation plan.

- In response, Mr Chang noted that when the resolution was put forward at the EOGM, there were two groups of people. One group saw the future and the vision with the transformation, in anticipation of an increase in their membership value. The other group was less willing. It was a matter that members had to decide, and thus was put to vote according to the Constitution. With the mandate now obtained, it would be left to the creativity and strategies of the next MC to execute the plan.

9.5 **Resolution 4 on Rule 37 – Club Funds**

- Proposer: Chang Yeh Hong (83021)
- Seconder: Tay Hwee Hong (88555)

9.5.1 Chew Choon Teck Winston (87055) thought the editorial amendment put forth in this resolution to replace "Extraordinary General Meeting" with "General Meeting" was a substantive one. Currently, the Constitution provides that the MC could call any general meeting, be it AGM or EOGM, with members having a residual right to convene an EOGM to present resolutions if the MC fails to perform. Should the resolution be passed, it would not be possible for members to convene an EOGM anymore if members have issues with raising of funds.

- Mr Chang clarified that the change is purely editorial to consider both EOGM and AGM as General Meetings. If there were issues with raising funds, an EOGM can still be convened. He assured members that legal opinion has been sought on this amendment.

9.5.2 Yap Chee Keong Michael (82358) shared that after meeting with the current MC team, he became convinced by the leadership and the plans. He urged members to work as one, be constructive, and support the transformation in order for the Club to survive.

- In response, Mr Tay reminded Member to stick to the agenda.

9.5.3 In relation to the foregoing discussion, Chiam Toon Jiak (82462) asked if the resolution could be redrafted to be more specific and made clearer for voting purpose.

- In response, Mr Chang assured members that legal retainer's advice has been sought in the regard, and the term "General Meeting" covers both AGM and EOGM. As it is rightly tabled, it should not be withdrawn. However, members have the right to vote against it if they do not support the resolution.

9.5.4 Following on, Saleem Akhtar (82701) suggested that Mr Chang's assurance be minuted and officially recorded to avoid having to redraft the resolution.

- In response, Mr Tay affirmed that it would be. It is hereby put to record that the term "General Meeting" includes both AGM and EOGM.

9.6 **Resolution 5 – For the Management Committee to be censured with regard to the SRC Transformation at the Padang**

- Proposer: Sunder Ramchandani (80836)
- Seconder: Tan Kay Seng (80987)

9.6.1 Sunder Ramchandani (80836) was of the position that an EOGM should be called for spending in excess of \$100,000, because the MC did not have the power to do so as they did with the Courtyard Enhancement Works expense.

- In response, Mr Tay clarified that Rule 37 of the Constitution does not state that a vote from the general body is required for works that require more than \$100,000. Instead, Rule 37 applies in either situations that involve the raising of funds, borrowing of funds, or capital expenditure by the Club in excess of \$100,000. It was explained earlier that funding of the Courtyard Enhancement Works came from the reinstatement fees provided by the external event organisers of Singapore Grand Prix and National Day Parade, and leasing income arising out of DHL's event. Considering the Padang field was already in a poor condition post-COVID, these events made it worse. The MC managed to secure funding of \$914,000 for the reinstatement, and total spending was \$928,000. Thus, Rule 37 of the Constitution is not applicable in this case. Members were presented with an Advisory On The Courtyard Enhancement Works which explained the necessary.
- Further to the response, Mr Chang added that as prior explained by Mr Tay and Mr Wee, these funds were neither raised nor loaned. The spending was an operating expenditure rather than a capital expenditure, like any regular transaction in the Club that was fully captured in the accounts. He reiterated that Rule 37 of the Constitution as quoted by Member does not apply in this case. Mr Chang also reminded Member that the Club is governed by the Constitution.

9.6.2 Chew Choon Teck Winston (87055) opined that there is a distinction between source of funds and use of funds. Regardless of whether it is to be spent as capital expenditure or operating expenditure, approval should have been sought from members at the EOGM.

- In response, Mr Chang reaffirmed that the Constitution does not provide for that requirement.

9.6.3 Tan Lam Siong (84982), a member of the MC, reminded the floor that members should not disregard the Constitution in such a discussion, emphasising that Mr Tay has clearly explained the circumstances according to the Constitution under which the general body's permission is required to use the funds. In furtherance of the earlier Resolution 4, he referred members to Rule 35 of the Constitution, wherein the definition of General Meeting does include both AGM and EOGM.

9.6.4 Saleem Akhtar (82701) asked to clarify what this particular resolution was asking for with regard to the choice of word "censure".

- In response, Mr Chang explained that it was a motion of censure. The MC has been advised by the legal retainer to put forward for members to understand the reason behind the resolution. He asked that members make their judgement call and vote accordingly if they do perceive the MC had acted wrongfully in using the funds for enhancement works and in treating it as operating expenditure.

9.6.5 Koh Kok Leng Napoleon (86321) would like to move a motion to remove Resolution 5 because it was unconstitutional, irrelevant, frivolous and untenable.

- In response, Mr Chang advised that resolutions when tabled could not be withdrawn. Members should thus vote accordingly.

9.6.6 William Tan Kian Meng (88673), in view of the huge sum of money needed for reinstatement, asked if the Club could have sought for a higher amount, or ploughed part of the amount into the Club's reserves.

- In response, Mr Chang explained that these funds received from external parties were of reimbursement nature for the purpose of reinstatement. Payments received from the organisers were subject to their respective audits as well. He added that for the past 12 years when Singapore Grand Prix used the venue, it was unclear what happened to the reimbursement funds for reinstatement and how those were used. The MC tried to ask for a higher amount knowing that SCC received more because they used Zoysia grass, as opposed to the cow grass that SRC used. It was after much tough negotiation that even got Singapore Tourism Board involved, and much time spent from 2022 through 2023, that the MC agreed to proceed with the lease agreement. Mr Chang asked that members appreciate the Courtyard that is now enhanced and renewed with life. He urged members to look at the merits of the deal rather than accuse the MC of wrongdoings.

9.6.7 Alan Lee (86533) enquired about the status of past lawsuits, and if the Club is facing any new lawsuits.

- In response, and although the question was not relevant to Resolution 5, Mr Chang informed members that there has not been any lawsuit under the tenure of the current MC, and old lawsuits were either closed or in the stage of closure.

9.6.8 Yap Chee Keong Michael (82358) agreed that since Resolution 5 has been tabled, it could not be withdrawn. Members who do not agree with the Resolution should just vote accordingly.

9.6.9 Ooi Choon Seng (83015) asked to know how the Club decides if a resolution proposed and seconded by members would be acceptable for tabling at the AGM. Earlier, Ong Puay Guan Steven (80409) had also asked why his resolutions were rejected.

- In response, Mr Tay informed the floor that any resolutions proposed by members have to be submitted to the General Manager 14 days in advance of the general meeting. All along, proposed resolutions would be sent for review by the legal retainer before tabling at the AGM. For the current AGM, the Club received 14 resolutions, but only 5 were tabled, one was withdrawn by the proposer, while the other 8 were rejected.
- As informed by Mr Tay, there were two possible reasons for rejection. Firstly, the proposed resolution was in breach of the Constitution and/or the By-Laws. Secondly, the proposed resolution would require a review of other provisions in the Constitution to determine if consequential amendments were required to other parts of the Constitution, for which legal advice would be required. For rejected resolutions, the Club would write to members with clear explanation of the reason.
- Mr Tay noted a suggestion from the floor to make available the criteria for tabling resolutions for the benefit of members with well-intentioned proposals.

AGENDA 10: TO TRANSACT ANY BUSINESS OF WHICH SEVEN (7) CLEAR DAYS' NOTICE HAS BEEN GIVEN IN WRITING TO THE GENERAL MANAGER/SECRETARY

10.1 There were 4 emails/letters received pertaining to the General Matters as of 19 April 202 (FRI). The Club has responded accordingly.

10.2 Two emails from Patrick Lam (8XX23)

Member's correspondences and the Club's written responses were read in his absence.

10.3 One email from Steven Goh (8XX50)

Member's correspondence and the Club's written response were read in his absence.

10.4 One email from Timothy Leong Tim Fook (8XX15)

Member's correspondence was read in his absence. He was among the 57% who voted for transformation, and hoped that the minority 43% that opposed would not override the majority.

10.4.1 William Tan Kian Meng (88673) expressed that the minority has the welfare of the Club at heart as well. While agreeing that transformation was needed, he thought that doing it progressively would be more affordable, considering a huge sum of \$16.6 million involved. In the meantime, repairs and maintenance could still be done on a regular basis for safety reasons.

- In response, Mr Chang acknowledged the comments raised, and reminded the floor that these issues have been adequately addressed at previous meetings.

OTHER MATTERS

10.5 Francis Gan Hong Leong (89836) shared that she was in a watchdog group that has 400 members. "Ken" had sent her some questions about the budget and financial report, asking her to ask the MC for answers. She gave him the answers which she posted in the group, but was blocked thereafter. She was disturbed by the behaviours of some in the group. She also claimed that a Mr Steven Ong had been harassing her.

- Mr Chang advised Member to seek out the various channels to address her grievance if need be.
- Ken Lim Kien Jhee (82953) clarified that he had sent Francis Gan some information from the financial report, suggesting that she could find out what happened. He did not expect the amount of detail received when his intention was just to ask for comments.

10.6 Yap Thiam Heng (85470) was pleased to note that most of the Club's legal issues have been settled. He noted that there were different chatgroups with discussions going on, with some getting emotional. He hoped that everyone would understand the importance of selecting the right person for the job intended.

10.7 Loo Kee Sin (83592) urged members who have yet to make their decisions, to vote in support of Resolution 2: Veteran Membership.

10.8 Tony Teo Choon Seng (82866), pertaining to the \$3,000 levy, asked that members consider the F&B credits they would get in return that could be consumed over 3 years, and still be used to meet the MMS requirement. Nothing in the Club would improve if there were no such outlay.

10.9 Lee Ah Sim Alan (82063), also known as Goy, suggested that, instead of the current inconvenient way of physical voting, the Club could consider implementing a voting application for members to vote by using their smartphones to scan the relevant QR codes.

10.10 Koh Kok Leng Napoleon (86321) would like to propose a motion to thank the MC for their dedication and for a job well done. This was evident in the turnaround of the financial performance and the fact that there were no new law suits. He urged members to give them their deserving support.

10.11 Chee Keong Michael (82358) suggested that future general meetings be held in more spacious venues like the Raffles City Convention Centre, the way it used to be, as a form of rewarding members with a better environment and better food, if the budget would allow.

CLOSING

In closing, Mr Tay thanked members for attending the AGM. The total attendance recorded as follows:

- 530 voting members and
- 134 non-voting members.

Voting results of the resolution would be announced immediately after the count is concluded and the results certified by the independent scrutineer.

The meeting ended at 2:34pm.

The End