

**MINUTES OF 2<sup>nd</sup> EXTRAORDINARY GENERAL MEETING (EOGM) OF THE SINGAPORE RECREATION CLUB HELD ON SUNDAY 24 MARCH 2024, 2PM, AT THE SINGAPORE RECREATION CLUB, B CONNAUGHT DRIVE, SINGAPORE 179682**

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**PRESENT**

**MANAGEMENT COMMITTEE MEMBERS**

Mr Chang Yeh Hong	Club's President and Chairman of EOGM
Mr Eric Tan	Vice President
Mr Wee U-Jin	Finance Member
Mr Thomas Tay	GCB Chairman
Mr Dayal Khemlani	Committee Member
Mr Ajitpal Singh	Committee Member

**ABSENT**

Mr Clarence Chong	Committee Member
Mr Tan Lam Siong	Committee Member
Mr Leslie Netto	Committee Member
Mr Jagindar Singh	Committee Member
Mr Ranjit Singh	Committee Member

**IN ATTENDANCE**

Mr Tay Kuan Yong Desmond	General Manager/Secretary
Ms Cheryl Tan	CKA Design
Mr Melvin Lim	CKA Design
Mr Alvin Ng	NG3 Consultants
Mr Li Zi Qi	Resource Design

**ATTENDANCE**

The quorum was to be determined by those who were present onsite.

As per Rule 35(e) of the Constitution, the EOGM shall commence once a quorum of 150 voting members is reached. As of 1.55pm, 260 voting members were present at the meeting. Hence, the quorum was met for the meeting to commence. In attendance were also 51 non-voting members.

**PRELIMINARIES**

The meeting was called to order at 2:00pm by Mr Desmond Tay ("Mr Tay"), who welcomed members to the 2nd Extraordinary General Meeting ("EOM"). He reminded all members to observe the house rules of the meeting.

President Mr Chang Yeh Hong ("Mr Chang") granted permission to 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 provided that all proceedings at the General Meeting shall be regulated by the Chairman or anyone authorised by him.

The Notice of Meeting stating the Agenda, Voting Procedures and Standing Orders, was sent out to members on 8 March 2024. In the interest of time, these were taken to have been read and understood.

## **Agenda 1**

### **PRESIDENT'S ADDRESS**

- 1.1 In his opening address, Mr Chang stated the purpose of the EOGM was to pass the proposed Transformation resolution.
- 1.2 SRC has been established for over 141 years. Considering how social trends, demographics and leisure preferences have evolved, it is necessary for the Club to transform to stay vibrant, and to cater to the needs of existing members while attracting new generations at the same time.
- 1.3 The proposed Transformation resolution outlines a series of strategic initiatives that form the roadmap for the future of SRC. These are designed with the following objectives:
- 1.4 **ONE, to modernize the Club's facilities and amenities and enhance safety and comfort**
  - This is given the current state of the 27-year-old building which is worn and corroded. Dilapidated infrastructure is costly to upkeep and poses safety concerns. It is common to see falling ceilings, and thankfully, no one injured; and
- 1.5 **TWO, to enhance membership value**
  - The membership value is expected to increase progressively to \$20,000 and above with the transformation in place, and this will benefit members who wish to sell their memberships.
- 1.6 Mr Chang noted that some members might be apprehensive towards these changes. He acknowledged that many questions have been received and addressed. Members were referred to the FAQs posted on the Club's social media platforms for regular updates.
- 1.7 Mr Chang assured members that the Transformation would benefit not just the new and younger members, but also the senior members, and the overall impact of the change would be mitigated. To this end, two resolutions will be tabled at the upcoming AGM:
- 1.8 **FIRST, Veteran Membership**
  - The Veteran Membership allows an Ordinary member aged 65 and above with 25 years of consecutive membership to transfer the membership to a child, child-in-law, grandchild, spouse, sibling, niece, or nephew at no cost. Veteran Member continues to enjoy all facilities without monthly subscription or MSS.
  - This is to show appreciation to veteran members who would still be able to enjoy membership benefits, in addition to the camaraderie and activities of the Club, without

potential financial burden. At the same time, it ensures the continued vibrancy of the Club as new members join.

#### 1.9 **SECOND, Resignation of Membership**

- This resolution empowers the Management Committee to determine a final settlement for a resigned membership. It proposes a streamlined resignation process with a potential buy-back option. It also offers flexibility for those whose needs have changed by allowing members to exit their membership without the burden of ongoing subscription fees, MSS, and other associated costs.

1.10 In seeking members' mandate, Mr Chang emphasizes that the Transformation resolution is to build upon the rich history and strong tradition of SRC. This resolution is about securing the Club's future for generations to come.

1.11 As he urged members to vote in favour of the resolution, Mr Chang thanked The Transformation Task Force, The Transformation Tender Committee, The Management Committee, and the administrative team for their hard work over the past 18 months in putting together the Transformation Proposal.

### **Agenda 2**

#### **PRESENTATION OF THE TRANSFORMATION PLAN**

The Transformation Plan ("The Plan") was shared with members during the Town Hall Meeting on 25 February 2024. It is also posted on the SRC's website and shared via the Club's social media platforms. The Plan also forms Exhibit A of the Resolution. A video clip of The Plan was presented to members.

### **Agenda 3**

#### **TO ADOPT A 3-DAY VOTING PERIOD**

3.1 As regards the 3-day voting period, Saleem Akhtar (82701) stood to comment that the Club did not have the right to change the constitution at will, and members' approval was required. Referring to the quorum requirement, he opined that the voting period should only be for the day of EOGM and members present, not for the entire membership to vote over 3 days, and a decision would be taken thereof. In response, Mr Chang assured members that legal advice had been sought, and it was deemed acceptable.

3.2 Proceeding with the agenda item, in rule 31 d) iii), the 3-day voting procedure has been issued in the Notice of Meeting. The 3-day voting procedure was adopted by:

- Proposer: Michael John Rodrigues (85268)
- Secunder: Jeffrey A Symons (89730)

3.3 Thereafter, Mr Chang declared the voting booths open.

3.4 Mr Tay reminded members that voting booths would close at 8pm on the same day, and issuance of voting slips at the Registration Counter would cease at 7.45pm. Voting would continue for the next 2 days, 25 and 26 March, from 8am to 8pm. Thereafter, vote counting would take place, followed by the announcement of final results.

#### Agenda 4

##### TO DECIDE ON RESOLUTION WHICH IS TABLED BY THE MANAGEMENT COMMITTEE IN RELATION TO THE TRANSFORMATION PLAN

4.1 This Extraordinary General Meeting of the Singapore Recreation Club thereby considers and resolves that:

- a) A plan for the addition and alteration to the Clubhouse (with specifications) attached herein as Exhibit A ("**A&A Works**") be approved and that the Management Committee be authorised to carry out the A&A Works as planned in such manner as the Management Committee in their absolute discretion shall determine from time to time;
- b) The Management Committee be authorised to expend up to a maximum sum of S\$16,620,231 (Singapore Dollars sixteen million six hundred and twenty thousand two hundred and thirty-one) for the A&A Works in accordance with Exhibit A;
- c) The Management Committee be authorised to negotiate and sign any contracts with any third party for and on behalf of the Club to carry out the A&A Works under such terms and conditions as determined by the Management Committee in their absolute discretion, and to do such acts as may be necessary including without limitation, the right to make any changes to the A&A Works and the plan at Exhibit A as recommended or required for any safety, regulatory or aesthetic purposes;
- d) Every Ordinary Transferable, Lady Transferable and Corporate Transferrable member of the Club ("**Transferable Members**") shall be required to contribute to the cost of carrying out the A&A Works attached herein as Exhibit A, by paying a special levy amount of \$3,000.00 (inclusive of GST) ("**Special Levy**") under through either one of the two options stated in Exhibit B which is attached herein, with option 2 being the default option ("**Option 2**") and option 1 being an express opt-in option only ("**Option 1**");
- e) Any Transferable Member wishing to use Option 1 shall be required to sign an opt-in form as attached herein as Exhibit C;
- f) All Transferable Members who have paid the Special Levy in full shall thereafter either be given food and beverage credits of \$1,650.00 under Option 1, or food and beverage credits of \$1,350.00 under Option 2, as detailed in Exhibit B ("**F&B Credits**"). There shall

be no pro-rated F&B Credits given to a Transferable Member if the Special Levy is not paid in full. The Club shall be entitled to retain any part payment of the Special Levy and shall not be required to refund any part payment by reason of any cessation or termination of membership;

- g) The Management Committee shall be authorised to unilaterally convert Option 1 expressly opted in by such Transferable Member previously to the default Option 2 if such Transferable Member fails to pay such lump sum payment within 30 days of the date of the Club's letter requesting for such lump sum payment;
- h) The monthly payment under Option 2 shall be deemed as a monthly due pursuant to Rule 26(a) of the Constitution. The Club shall be authorised to apply Rule 26 of the Constitution in the event that a Transferable Member does not pay any monthly payment by the due date; and
- i) The Management Committee shall be authorised to refuse any request by any Transferable Member in respect of any transfer or resignation if the Special Levy is not paid in full by such Transferable Member.
  - Proposer: Mr Chang Yeh Hong (83021)
  - Seconder: Mr Tan Huat Lim Eric (88936)

4.2 As regulated by the Chairman or anyone authorised by him pursuant to Rule 35(d)(ii) of the Constitution, but subject to Rule 37 of the Constitution, this proposed resolution requires a simple majority (at least 50.1%) voting in favour for the resolution to be passed.

4.3 The resolution contained 3 exhibits:

- Exhibit A – FUTURE, which provides a sneak preview to how the Club will be shaped for the next 30 years. It outlines how the different levels of the clubhouse will be transformed with new and improved facilities and amenities.
- Exhibit B – SRC TRANSFORMATION FUNDING PROPOSAL, which was sent along with a letter to members on 8 March, containing two options to meet the Funding Requirement of \$16,620,231.
- Exhibit C – OPT-IN FORM FOR OPTION 1 FOR THE PAYMENT OF THE SPECIAL LEVY.

## **Agenda 5**

### **TO DISCUSS LETTERS ON THE TRANSFORMATION PLAN IN WHICH SEVEN (7) CLEAR DAYS' NOTICE HAS BEEN GIVEN IN WRITING TO THE GENERAL MANAGER/SECRETARY**

There were 125 emails, letters and feedback that were received as of the closing date of 15 March 2024 (FRI), 6pm. All questions have been addressed via email to all members before the EOGM. These FAQs are readily available to members on the relevant social media platforms.

## **CLOSING**

Mr Tay thanked members for attending the 2<sup>nd</sup> EOGM of the 126<sup>th</sup> Management Committee. The total attendance recorded as follows:

- 321 voting members and
- 65 non-voting members.

Voting results of the resolution will be announced on 26 March 2024 (TUE) after the count is concluded and the result is certified by the independent scrutineer and external auditor.

The meeting will be adjourned.

**The End**