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14 November 2018

Serangoon Gardens Country Club
22 Kensington Park Road
Singapore 557271

BY EMAIL & POST

Dear Sirs

RESIGNATION OF 9 MEMBERS FROM THE GENERAL COMMITTEE AND RELATED QUERIES

1. We write further to our letters of 8 & 9 November 2018. We understand that the Club has received queries regarding our advice. At your request, we are writing to set out our detailed advice in this matter.
2. To avoid confusion, we will follow the terminology used in the Club's Constitution, where "the Committee" means the General Committee ("GC") of the Club.
3. We are instructed as follows: -
 - a. At the last Annual General Meeting ("AGM"), 13 members were elected to the Committee;
 - b. On 31st October 2018, 1 member resigned from the Committee;
 - c. On 2nd November 2018, 7 members collectively resigned, followed by another member;
 - d. The 4 remaining members are the President, Vice-President, Honorary Secretary and Honorary Treasurer, and they form the Executive Committee; and
 - e. On 8th November 2018, the Club received a letter signed by 100+ members requesting for an Extraordinary General Meeting ("EOGM") of the Club for, inter alia, fresh elections for all 13 members for the Committee.

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4. The various questions that have been asked can be summarized as follows: -
 - a. Whether the Committee can have less than 13 members?
 - b. Whether the Committee has the power to appoint replacements to fill the resulting vacancies in the Committee;
 - c. What is the quorum for a meeting of the Committee?
 - d. What is the Club's obligation upon receipt of the requisition for EOGM?
 - e. What is the quorum for the EOGM.
5. The relevant clauses of the Constitution are set out in Appendix 1.

Whether the Committee can have less than 13 members and whether the Committee has the power to appoint replacements to fill the resulting vacancies in the Committee

6. The following is clear from Clauses 24.1 and 24.2: -
 - a. The Committee shall consist of 6 appointment holders (President, Vice-President, Honorary Secretary, Honorary Treasurer, Assistant Honorary Secretary & Assistant Honorary Treasurer) and not more than 7 Committee Members i.e. a total of between 6 to 13 members;
 - b. All the members of the Committee shall be elected at an AGM;
 - c. All members, whether holding appointments or not, are "*members of the Committee*"; and
 - d. All the members of the Committee shall hold office for a term of two (2) years unless they vacate office before the end of the two (2) years.
7. The following is clear from Clause 24.3: -
 - a. Any member of the Committee may vacate office during his term of office; and
 - b. Should any member vacate his office, the Committee may, at its sole discretion, by appointment fill the resulting vacancy, except that in the case of the President, Honorary Secretary or Honorary Treasurer, the Vice-President, Assistant Honorary Secretary or Assistant Honorary Treasurer will take over.
8. It has been suggested that by virtue of Clause 24.1, the Committee must always have 13 elected members. We take the view that this is incorrect.
9. Although Clause 24.1 sets out the initial number of Committee members (of between 6 to 13) to be elected at the AGM, Clause 24.3 provides for the situation when some members choose to resign after being elected. In such an event, Clause 24.3 states that the Committee has the sole discretion to appoint replacements for the remainder of the term. The Committee may also choose not to do so, which means the Committee will now have fewer than the number that was elected at the AGM. An interpretation that the Committee must always have 13 members and that replacements must all be elected at an AGM is therefore inconsistent with the express wording of Clause 24.3.

10. Alternatively, it appears to have been suggested that the Committee must always have 6 elected appointment holders, and that the Committee has the discretion to appoint replacements only when the 7 members who do not hold appointments resign. In our view, this is also incorrect.
11. This appears to be based on the argument that "*members of the Committee*" refer only to the 7 members not holding any appointment. However, this is incorrect because from Clauses 24.1, 24.2 and 24.3, it is clear that all members, whether holding appointments or not, are "*members of the Committee*",
12. Finally, it has been suggested that this interpretation will mean that if 12 members resign leaving only 1 member, he can hold a meeting of the Committee and appoint 12 replacements. This is not what we had advised.

Resignation of President, Honorary Secretary or Honorary Treasurer

13. Clause 24.3 states that the Committee may, may at its sole discretion, appoint replacements to fill vacancies but not in the case of the President, Honorary Secretary or Honorary Treasurer, where there is a prescribed replacement. We are instructed that in the present case, the President, Honorary Secretary and Honorary Treasurer, together with the Vice-President are still in the Committee. Hence, there is no question of appointing replacements for them. However, should the President, Honorary Secretary or Honorary Treasurer resign, we take the view that the Committee has no power to appoint a replacement of its choice.

Quorum for meeting of the Committee

14. Clause 25.4 states that "*No less than half the members of the Committee shall form a quorum.*"
15. The dispute is over whether "*the members of the Committee*" refer to the Committee members originally elected at the AGM (or the number thereof) or the actual Committee members at any given time. Based on the natural and ordinary meaning of the words, in the absence of any other expression to the contrary, the words "*the members of the Committee*" must refer to the actual Committee members at any given time.
16. This interpretation is supported by the fact that other clauses in the Constitution in the same section on "Meetings of the Committee" assume that all the members of the Committee will be attending the meetings of the Committee. For example, Clause 25.6 states that any member of the Committee who is absent from 3 consecutive meetings will cease to be a member of the Committee. "Members of the Committee" must therefore clearly refer to current members of the Committee and not the members originally elected at the AGM but who have since resigned.
17. Following from this, as we understand that as only the President, Vice-President, Honorary Secretary and Honorary Treasurer are left in the Committee, the quorum for a Committee meeting should be half their number.

Requisition for Extraordinary General Meeting ("EOGM")

18. Clause 30.1 of the Constitution deals with the circumstances when an Extraordinary General Meeting ("EOGM") of the Club may be called.

"The Committee shall call an Extraordinary General Meeting whenever the Committee considers it necessary, and shall be bound to do so on receipt of a requisition signed by not less than one hundred Members who shall state thereon the purpose for which they desire the meeting to be called."

19. The Committee may call an EOGM at any time it considers necessary. Alternatively, not less than 100 members of the Club may submit a signed requisition for an EOGM and in such a case, the Committee "shall be bound" to call the EOGM.
20. In the present case, if the Club has received a requisition signed by 100+ members calling for an EOGM, the Club must proceed to call an EOGM for the purposes stated by the 100+ members. The Club has no discretion. The supreme authority of the Club is always vested in the General Meeting of the members.

Quorum required for the EOGM

21. The quorum for the EOGM is set out in Clauses 31.2 of the Constitution: -

"31.2 In any General Meeting, a tenth of the voting Members present or One Hundred (100) Members whichever is lesser, shall form a quorum provided that if within half an hour from the time appointed for the meeting a quorum is not present, the meeting if convened by the requisition of Members shall be dissolved. In any other case, the Members present shall be a quorum, but they shall have no power to alter, amend or make additions to any of the existing rules."

22. For all meetings, the quorum required is one tenth of the voting members or 100 members, whichever is lesser. If within half an hour from the time appointed for the meeting, a quorum is not present, then whether the meeting can still carry on depends on how the meeting was convened. If the meeting was convened by the requisition of members, then it shall be dissolved (for lack of quorum). If the meeting was convened by the Committee, then the members present shall be a quorum and the meeting may proceed, but they shall have no power to alter, amend or make additions to any of the existing rules.

23. For meetings convened by the requisition of members, there is an additional requirement under Clause 31.3, even if there is a quorum: -

"31.3 Not less than three quarters of the Members who requisitioned for a general meeting must be present at such a meeting requested by them otherwise the President may order that such a meeting be cancelled even though a quorum is present."

24. If less than three quarters of the members who requisitioned for the EOGM are present at the meeting, then the President has a discretion under Clause 31.3 to order that the meeting be cancelled, even though a quorum may be present.

25. To conclude, we advise as follows: -

- a. The Committee can have less than 13 members;
 - b. The Committee can appoint a replacement for any member who resigns (or choose not to appoint any replacement), if the member who resigns is not holding the appointment of President, Honorary Secretary or Honorary Treasurer;
 - c. If the member who resigns is the President, Honorary Secretary or Honorary Treasurer, the Committee has no power to appoint a replacement of its choice;
 - d. The quorum for a meeting of the Committee is based on the number of Committee members at any given time, and not on the original number of Committee members elected at the AGM;
 - e. If the Club has received a requisition signed by 100+ members calling for an EOGM, the Club must proceed to call an EOGM. The supreme authority of the Club is always vested in the General Meeting of the members;
 - f. The quorum for the EOGM is one tenth of the voting members or 100 members, whichever is lesser; and
 - g. Even if there is a quorum present, if less than three quarters of the members who requisitioned for the EOGM are present at the meeting, then the President has a discretion under Clause 31.3 to order that the meeting be cancelled.
26. Finally, we would like to add that we can only advise based on what the Club's Constitution has prescribed.

Yours faithfully



Enclosure

Appendix A – Relevant clauses of the Constitution

24. GENERAL COMMITTEE

24.1 The Club shall be managed by a Committee which shall consist of the following:-

- (a) President
- (b) Vice-President
- (c) Honorary Secretary
- (d) Honorary Treasurer
- (e) Assistant Honorary Secretary
- (f) Assistant Honorary Treasurer
- (g) not more than 7 Committee Members

24.2 All the Members of the Committee:-

- (a) shall be elected by Members at an Annual General Meeting. Any member who has been found guilty by the Disciplinary Committee and suspended for a period exceeding three (3) months shall not be eligible to serve or to be elected or nominated to serve on the Committee, for a minimum period of two years from the end of the period of suspension or such longer period as the Committee may decide;
- (b) shall hold office for a term of two (2) years, unless they vacate office before expiry of such terms of office;
- (c) shall be eligible for re-election except that the President shall not be re-elected to the same position for a third consecutive term and that the Honorary Treasurer and Assistant Honorary Treasurer shall not be re-elected to the same or related position for a third consecutive term;
- (d) shall not be eligible to be elected to or to be nominated to serve on the Committee unless each is a citizen or permanent resident of Singapore; and
- (e) except for the 7 Committee Members under Clause 24.1 (g) above, shall be Founder Members or Life Members, or shall have been Ordinary Members of the Club for at least six (6) months prior to the date of their election.

24.3 Should any member of the Committee vacate office during his term of office, whether by resignation or upon his demise, the Committee may, at its sole discretion, by appointment fill the resulting vacancy until the next election of the Committee EXCEPT in the case of the President, Honorary Secretary, and Honorary Treasurer, the Vice-President, Assistant Honorary Secretary and Assistant Honorary Treasurer shall automatically assume the respective posts vacated.

25. MEETINGS OF THE COMMITTEE

- 25.1 The Committee shall meet as and when necessary but in any case not less than once in every two (2) months.
- 25.2 The Committee may also meet at other times at the discretion of the President, or of the Secretary, or on the requisition of not less than three (3) members of the Committee.
- 25.3 At all Committee meetings, the President, or in his absence, the Vice- President, or in the absence of the President and Vice-President, a member elected from among those present, shall take the chair. The Chairman of the meeting shall have a casting vote.
- 25.4 No less than half the members of the Committee shall form a quorum.
- 25.5 The proceedings of the Committee shall not be deemed to be invalid on the ground that a person not entitled to do so attended or participated in discussions at a meeting of the Committee.
- 25.6 Any member of the Committee who absents himself from three (3) consecutive meetings of the Committee, without providing reasons acceptable to the Committee, shall cease to be a member of the Committee.

30. EXTRAORDINARY GENERAL MEETING

- 30.1 The Committee shall call an Extraordinary General Meeting whenever the Committee considers it necessary, and shall be bound to do so on receipt of a requisition signed by not less than one hundred Members who shall state thereon the purpose for which they desire the meeting to be called.

31. NOTICE OF GENERAL MEETING AND QUORUM

- 31.1 Notice of every General Meeting setting forth the agenda for discussion at such General Meeting shall be sent to each Member resident in Singapore fourteen clear days before the date of the meeting by post or circular and shall be posted on the Club Notice Board for the same period.
- 31.2 In any General Meeting, a tenth of the voting Members present or One Hundred (100) Members whichever is lesser, shall form a quorum provided that if within half an hour from the time appointed for the meeting a quorum is not present, the meeting if convened by the requisition of Members shall be dissolved. In any other case, the Members present shall be a quorum, but they shall have no power to alter, amend or make additions to any of the existing rules.

- 31.3 Not less than three quarters of the Members who requisitioned for a general meeting must be present at such a meeting requested by them otherwise the President may order that such a meeting be cancelled even though a quorum is present.
- 31.4 The President, or in his absence, the Vice-President, or in the absence of the President or Vice-President, a Member of the Committee shall take the chair.
- 31.5 The Chairman shall have the power to exclude a Member from the meeting if the latter misbehaves or disrupts the meeting.