

Explanatory Notes for Resolution One

That the current Rule 3(c) and 58(d) is hereby amended with the purpose to allow General Meetings to be held physically or virtually, in the manner set out in the annexure hereto entitled “Resolution One – Proposed Amendments to the Rules” or in such other manner as this SGM may approve in whole or in parts with or without amendments and the General Committee be empowered to compile the amended Rule as approved by this SGM for submission to the Registrar of Societies for sanction

The experience of the 2021 AGM showed that on-line / electronic meetings are effective. This mechanism provides greater access to members as demonstrated by the increased number of those who voted. With over 3,000 voting members, the Club can only accommodate a small proportion.

As technology and member preferences evolve, the Committee should have the flexibility to organise meetings in a manner which best suits the membership.

Explanatory Notes for Resolution Two

That the current Rule 34, 37(d) and 56(b) is hereby amended with the purpose to reverse the resolutions passed at the AGM on 24 April 2021 so that (i) the number of General Committee Members (other than the President, Deputy President, Chairman of Games Control Board and Finance Member) be reinstated to 08 members and (ii) there will be no 03 year limit imposed on the term of a Sub-Committee, in the manner set out in the annexure hereto entitled “Resolution Two – Proposed Amendments to the Rules” or in such other manner as this SGM may approve in whole or in parts with or without amendments and the General Committee be empowered to compile the amended Rule as approved by this SGM for submission to the Registrar of Societies for sanction.

To recap, the rule changes passed at the 2021 AGM on 24 April 2021; the first change reduces the number of General Committee Members (who are not the President, Deputy President, Chairman of Games Control Board or Finance Member) from eight (08) to six (06) members. The second change limits the term of a Sub-Committee Chairman to three (03) years.

The stated rationale for these changes were:

“The purpose is to reduce the number of Committee Members. There are seven (07) Sub-Committees and by reducing the number of each elected member will chair a Sub-Committee including the Deputy President and be responsible for the direction of the Sub-Committee. The President and Committee can set KPI's and the Chairperson will be accountable for these. If everyone has a responsibility the Committee as a whole will work better and achieve more.

To move Committee Members around to add their expertise in more fields. It is hard to find competent Committee Members and there is a tendency for a member to continue chairing a Sub-Committee after long after he or she has made their mark. Three (03) years is considered a reasonable length of time to input one's ideas and see if they work. To keep Committees fresh and active.”

First, the combination of the changes do not address a fundamental issue of renewal and refreshment of the Committee. Indeed, the changes will hamper that process. Committee Members are elected and those who are better known in the Club will tend to receive the most votes. Reducing the number of Committee Members will provide fewer chances for fresh prospective candidates to be elected.

Reducing the number of General Committee Members to 06 members does not help governance in several ways. Not all Committee Members should have to chair a Sub-Committee. Some General Committee Members play a valuable role in serving on multiple Sub-Committees to ensure effective communication between them. It is very helpful for General Committee Members to sit on a Sub-Committee for a period before taking over the Chairmanship; this provides continuity and builds on experience.

How any General Committee organises itself should, in principle, not be too prescriptive. The General Committee should be free to place the most capable people on each Sub-Committee. The General Committee is not elected based on ensuring that there the right mix of competencies and interests. The General Committee then has to determine who is best able to chair a Sub-Committee based on a range of factors including experience. The need to rotate each Sub-Committee chairperson every three (03) years is not helpful. Further, limiting the number of General Committee Members to six (06) does not help in having the right competencies available; there would simply be fewer people to choose from.

Explanatory Notes to Resolution Three

That the current Rule 57 is hereby amended with the purpose of revising the requirements of tabling resolutions at an Annual General Meeting, in the manner set out in the annexure hereto entitled “Resolution Three – Proposed Amendments to the Rules” or in such other manner as this SGM may approve in whole or in parts with or without amendments and the General Committee be empowered to compile the amended Rule as approved by this SGM for submission to the Registrar of Societies for sanction.

The Club Rules do not specify any details around the submission of member's resolutions except that 10 days' notice is required. The practice has been that a member can put up a resolution at an Annual General Meeting on the basis of two signatures from a voting member.

If members call for a Special General Meeting, there is a requirement for at least 50 voting members to sign a requisition to call a Special General Meeting with at least 75% of these voting members who signed to be attending the Special General Meeting.

As such, there is a stark difference between the practices for member's resolutions for an Annual General Meeting and at a Special General Meeting.

A members' club should have a mechanism for members to participate in governance, beyond the election of a committee. However, there needs to be some control to prevent frivolous or impractical member's resolutions. Further, resolutions need to be tested with broad levels of discussion with members including with Club Management Team and the General Committee. Such discussions have been constrained with meetings being held electronically/ on-line.

The proposed additional rule will ensure that, with 20 voting members proposing a member's resolution, it does have a broad level of support. Further, with at least 15 of those members who signed attending the meeting, it will demonstrate that there is a commitment to the member's resolution.

Explanatory Notes to Resolution Four

That in accordance with Rule 37, the Committee is permitted to incur an expenditure of up to S\$800,000/- (eight hundred thousand dollars) for the replacement of all external timber windows, doors, and window frames at the Club.

1. Background

- The existing external timber windows and doors are in dilapidated condition.
- Due to the age of the timber windows and doors, they are beyond repair.

2. Estimated maximum cost of replacement of external timber windows and doors

Supply, delivery, installation, and painting:	\$800, 000/-
Total :	<u>\$800, 000/-</u> (excl. GST)

Note: The cost of these replacements is not known at this stage. A formal tender exercise will be undertaken and, it is expected, completed in December. However, it is very likely that the total costs will exceed the capital expenditure amount (\$300,000) which requires members' approval. In order to avoid the expenses and disruption of having another General Meeting, this resolution is being included in this meeting's agenda.

3. Conditions of the existing external timber windows & doors

- Wet rot is noted on a number of timber windowsills.
- Given the age of the timber windows and doors, they are beyond repair.
- Some parts of the timber are rotted and in danger of falling apart.
- The windowsill at the handicap lift shaft is at an advanced stage of deterioration and patch repairs were carried out. However, this is not a long-term solution.
- Some windows are sagging and cannot be closed completely. Warm air leaks in and this affects the air conditioning efficiency.
- Should the windows/doors not be replaced in good time, and in the event any parts may break and fall, it would cause injury to people / damage to property.

Explanatory Notes to Resolution Five

The Committee be authorised to apply for In Principle Approval for the renewal of the lease of the Club Building and Padang Field.

1. Background

Our lease on the Club House and our share of the Padang expires in September 2026.

The Singapore Land Authority (SLA) have offered the us opportunity to apply for In Principle Approval (IPA) for the renewal of the lease.

2. In Principle Approval

Upon applying for IPA, SLA will start a process of getting consent from various government agencies for the continuation of the lease.

During this process, they will also provide us with the terms for renewing the lease. Currently, we do not know and SLA will not tell us what these terms will be.

3. Other

Savills (Singapore) Pte Ltd have been appointed to provide valuation services to support our lease renewal negotiations.

We are in the process of appointing an architect to advise on the possibilities for a limited development of the property. We need to assess what our needs are over the next 30 years and, if feasible, build appropriate extensions to our clubhouse.

4. Members' Engagement

It is the General Committee's intention to keep members informed and engaged throughout the renewal process. Of course, members will have to approve all significant expenditures.