

Honorary Secretary
Singapore Polo Club
80 Mount Pleasant Road

RESOLUTION FOR THE ANNUAL GENERAL MEETING MARCH 2020

In accordance with Rule 36a, 37b and 40a., I submit the following resolution to be considered and voted upon at the forthcoming Annual General Meeting.

I propose that the Constitution, be amended to provide for alterations and additions to **Rule 31 Powers of the Committee**.
I attach the current Rule 31 and the proposed amended Rule 31 together with the remarks/reasons for the proposed changes.

At the AGM in March 2018, I proposed an amendment to Rule 49 which the then Committee disallowed to be considered at that AGM.

The Committee's reason then was that the provisions of "**Rule 49 Exclusion of Liabilities**" are unenforceable as it contradicted the Unfair Contracts Act.

I had made no proposed changes to the provision of the current Rule 49 that purported to exclude liability. In fact the Rule 49 is titled "**Exclusion of Liabilities**" and no Committee has ever previously raised any objection to this Rule, which remains current to this day.

The reasons given for preventing my proposed amendments being considered had nothing to do with the proposed amendments.

However, since that Committee considered the provision for Exclusion of Liabilities unenforceable, I propose the following amendments to Rule 31.

	Existing Rule	Proposed Amendment to Rule	Comments
1	<p>Rule 31 – Powers of the Committee</p> <p>1. The Committee is empowered:</p> <p>a. To control all facilities of the Club and to decide upon the extent to which these facilities should be made available and on what conditions and, in particular, at any time and from time to time by notice to reserve the whole or any part or any of the Club's buildings, premises or sporting amenities for any purposes whatsoever for such period or periods and subject to such conditions and limitations as to entry, whether by Members or any other person or class of persons and whether upon terms of payment of otherwise, as the Committee may think fit.</p>	<p>Rule 31 – Powers of the Committee</p> <p>1. The Committee is empowered:</p> <p>a. To remain unchanged.</p> <p>b. To remain unchanged.</p> <p>c. To remain unchanged.</p> <p>d. To remain unchanged.</p> <p>e. To remain unchanged.</p> <p>f. To authorize all purchases for use by the Club and all expenditure on any Equestrian, Sporting or other social activity or <u>investment</u>; provided that</p>	<p>Rule 31 is proposed to be changed to provide for:</p> <p>Change to Rule 31. 1.f. to remove any ambiguity that any expenditure "in addition to the ordinary expenditure for the running of the Club" regardless of whether it is for any purpose Equestrian, Sporting or other social activity including "investment" requires the Committee to seek the agreement of the membership by resolution at a General Meeting. This is proposed to close the opportunity for a Committee to insist it has expended club funds on "investment" which they may contend is not covered by the current Rule.</p>

<p>b. To have the sole right to make Bye-Laws, and to alter and repeal such Bye-laws, for all matters affecting the affairs of the Club and not dealt with in this Constitution and for the proper control of Polo and of all other facilities and activities in the Club authorised by it; including the introduction of Guests, the conduct of Tournaments, Gymkhanas and other Sports, Games and Entertainment involving the use of the Club name or facilities or Clubhouse amenities, and for the proper control of all matters pertaining to the management of the Club’s grounds and the conduct of Members; provided that no such Bye-Laws shall be inconsistent with this Constitution. All alterations or additions to the said Laws shall be posted on the Club Notice Board and dispatched to Members at least seven clear days before they become effective and shall be binding on all Members unless and until altered or repealed by the Committee or by the Members in General Meeting.</p> <p>c. To decide all questions relating to the management of the Club and all questions arising out of, or not covered by, any Rule or Bye-Law in accordance with Rule 2b.</p> <p>d. To control the finances of the Club and to do all such things as may be necessary to achieve the objects of the Club.</p> <p>e. To operate bank accounts on such conditions as the Committee deems fit and to borrow sums not exceeding 50% of the Members’ funds as reported in the last published Audited Balance Sheet of the Club; provided that the book value of any assets pledged as security for such borrowings shall not exceed the total amount borrowed, except with the approval of Members in General Meeting.</p> <p>f. To authorize all purchases for use by the Club and all expenditure on any Equestrian, Sporting or other social activity; provided that the Committee shall not be empowered to spend more than S\$300,000 in any one year in addition to the ordinary expenditure for the running of the Club and provided that any single item or project which is proposed requiring in excess of S\$150,000 each shall be</p>	<p>the Committee shall not be empowered to spend more than S\$300,000 in any one year in addition to the ordinary expenditure for the running of the Club and provided that any single item, or project or investment which is proposed requiring in excess of S\$150,000 each shall be referred for approval to a General Meeting of Members convened in accordance with this Constitution.</p> <p>g. To remain unchanged.</p> <p>h. To remain unchanged.</p> <p>i. To remain unchanged.</p> <p>j. To remain unchanged.</p> <p>k. To remain unchanged.</p> <p>l. To ensure that all nominations for election to Charter Polo Playing Membership satisfy the criteria set out in Rule 11a.</p> <p>m. To remain unchanged.</p> <p>2. To remain unchanged</p> <p>3. Indemnity:</p> <p>a. Every member of Committee or Sub-Committee shall be indemnified out of the assets of the Club against all losses or liabilities which may be sustained or occur in or about the carrying out of his duties as a Committee or Sub-Committee member or otherwise in relation thereto, and no such member shall be liable for any loss, damage or misfortune which may happen and or be incurred by the Club in the execution of his duty or in relation thereto.</p> <p>The indemnity shall not apply to such member :</p> <p>(i) where it is determined that the member had acted fraudulently, dishonestly or in excess of his authority and or contrary to or in defiance to the Constitution.</p> <p>(ii) in respect to any dispute in the relation to the interpretation or application of the Constitution.</p> <p>(iii) in opposing his removal from Committee or Sub-Committee whether by Committee or by a General Meeting.</p> <p>(iv) where the member refuses, without reasonable</p>	<p>Change to Rule 31. 1.I. To ensure that all nominations for election to Charter Polo Playing Membership... add “election to” since the Rule 11.a now provides for election to CPPM.</p> <p>Change to Rule 31. by the addition of sub-rule 3</p> <p>Every member of Committee or Sub-Committee gives his time, energy, expertise and experience voluntary for the good of the Club.</p> <p>Unfortunately there may be outcomes from genuine, honest contributions made in the interest of the Club that are detrimental to the Club or place an unintended liability on the Club.</p> <p>This proposed amendment is to protect the Committee and Sub-Committee members except for instances where there is fraud, dishonesty or when one exceeds his authority.</p> <p>The Committee and Sub-Committee members deserve and may need the protection of the Club therefore this amendment has been proposed.</p> <p>Further, to deter a culture of members threatening the Club or Committee Members, or one another, with litigation, it is proposed that any and all disputes should, in the first instance, be resolved at mediation.</p> <p>In an instance of a dispute with the Club. Committee, Committee Member or Sub-Committee Member, if after mediation a member persists to civil court proceedings he/she shall be removed from any position on Committee and/or Sub-Committee, etc. and be disqualified for nomination for any position on Committee, Sub-Committee, etc.</p>
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<p>referred for approval to a General Meeting of Members convened in accordance with this Constitution.</p> <p>g. To determine the charges to Members for all aspects of the Club’s activities and administration.</p> <p>h. To co-opt to the Committee up to a maximum of two Members who may in the Committee’s opinion be of use in the management of the Club. Any Member so co-opted shall have an equal right in the Committee with Members elected at the Annual General Meeting or subsequently appointed to fill vacancies on the Committee. The Committee shall be empowered to fill vacancies which may occur therein during its tenure of office or in consequence of no election having been made at an Annual General Meeting; provided that any persons appointed by the Committee shall not cause the composition of the Committee or the qualifications of the incumbents of the offices therein to be inconsistent with this Constitution.</p> <p>i. To appoint and remove the staff of the Club and to fix the amount of their remuneration.</p> <p>j. To appoint such person or persons or firm, as the Committee may think fit, to be the General Manager of the Club (hereinafter referred to as the General Manager). The General Manager shall, subject to general direction of the Committee and to the policies which the Committee may set, administer and conduct the affairs of the Club and supervise the Club’s clerical staff, and such assistants as may be authorised by the Committee, to help him in the performance of his duties and shall keep the accounts of the Club under the direction of the Treasurer (but always with the right of reference direct to the Committee); and shall prepare the financial statements of the Club at the end of each financial year; which statements shall, after approval by the Treasurer and the Committee and after audit be printed and circulated amongst Voting Members with the notice of the Annual General Meeting.</p> <p>The General Manager shall act on behalf of the</p>	<p>grounds to be represented by solicitors approved by the Club. (v) where the member refuses settlement or compensation of any action to which indemnity has been given and where the Club is prepared to accept liability.</p> <p>b. All disputes, controversies or differences arising out of or in connection with the Constitution or any matters or decisions of the Committee or Sub-Committee or any differences or disputes between members, shall be, in the first instance, submitted to the Singapore Mediation Centre for resolution by mediation in accordance with the Mediation Procedure for the time being in force or as may be mutually agreed to by the parties. The parties agree to participate in the mediation in good faith and undertake to abide by the terms of settlement reached.</p> <p>c. If after mediation, any member who sues the Club and / or any individual Committee and/or Sub-Committee Member shall automatically be removed from any position on Committee and/or Sub-Committee and disqualified for nomination for any position on Committee and/or Sub-Committee and remain so removed or disqualified for the duration of the court proceedings, including the duration of all the interlocutory proceedings, until the matter is determined.</p>	<p>This is because the member suing the Club, Committee, etc., the plaintiff, would be determined to defeat the Club and at the same time, as a Committee Member, etc. would be obliged to defend the Club.</p> <p>Clearly an untenable position of conflict.</p> <p>On the question as to whether a member having sought mediation, continues to litigation and the case is then found in his/her favour (the member bringing the suit) he/she may then sue the Club for <u>wrongful</u> removal or disqualification, there can be no “<i>wrongful removal or disqualification</i>” as the member agreed to these conditions under contract by submitting to the Constitution.</p>
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<p>Secretary as authorised by the Secretary or by the Committee; the latter's instructions to be over-riding.</p> <p>k. To invite persons to become Patrons or Honorary Members of the Club.</p> <p>l. To ensure that all nominations for Charter Polo Playing Membership satisfy the criteria set out in Rule 11a.</p> <p>m. To select teams to represent the Club in Polo Matches or Tournaments, or in any other Sporting Activities authorised by the Committee.</p> <p>2. The power conferred on the Committee to make appointments to any office or position or to extend any invitation to any person to enter a particular category of membership shall, unless the contrary intention appears, be construed as including a power to dismiss or suspend any person so appointed or to withdraw any invitation so extended at the sole discretion of the Committee.</p>		
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I request you to send, as soon as possible, by electronic means and at the latest **include this notice in the Notice of the Annual General Meeting to each member eligible to vote, and post a copy on the Club Notice Board** all in accordance with Rules 37b and 40a.

Thank you.

Proposer: 
 Member No. L1348

Seconder: 
 Member No. J1371

RECEIVED
6 2 MAR 2020
 BY: Car 2/03/2020
 3.45pm

Part Rule 37 b: "... If such notice has been received by the Secretary before the Notice of the Annual General Meeting has been posted or issued electronically by him, he shall include such notice(s) in the Notice of the Annual General Meeting..."