IN THE HIGH COURT OF THE REPUBLIC OF SINGAPORE

[2017] SGHC 323

Originating Summons No 218 of 2017

In the matter of Section 35(2) of the Societies Act (Cap 311, 2014 Rev Ed)

And

In the matter of the Singapore Recreation Club

Between

Shepherdson, Terence Christopher

… *Plaintiff*

And

Singapore Recreation Club

… *Defendant*

GROUNDS OF DECISION

[Unincorporated associations and trade unions] — [Friendly societies] — [Offences]

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Shepherdson, Terence Christopher
v
Singapore Recreation Club

[2017] SGHC 323

High Court — Originating Summons No 218 of 2017
Woo Bih Li J
15 August; 3 November 2017

20 December 2017

Woo Bih Li J:

Introduction

1 The plaintiff, Shepherdson Terence Christopher ("S") is a member of Singapore Recreation Club ("SRC"). As a result of his conduct at the 2016 Annual General Meeting of SRC ("the 2016 AGM"), he was suspended by SRC for one year and ordered to pay a fine of $1,000. He filed this action to set aside that decision and to claim damages.

Background

2 I set out below the persons and committees involved in the matter:

S/No	Abbreviation	Description
(a)	CC	The Complaints Committee.
(b)	DC	The Disciplinary Committee.
(c)	MC	The Management Committee.
(d)	RMSC	The Rules and Membership Sub-Committee.
(e)	S	The plaintiff.
(f)	Sarbjit	Dr Sarbjit Singh (current President of the MC).
(g)	Shawn	Shawn Chua – member of SRC. First complainant. Since deceased.
(h)	Maxwell	Maxwell Norbert Fernando – member of SRC. Second complainant.
(i)	Elizabeth	Paul Elizabeth – member of SRC. Third complainant.
(j)	Kertar	Kertar Singh – Chairman of the CC.
(k)	Amarjeet	Amarjeet Singh – Chairman of the DC.
(l)	Shareef	Shareef Jaffar – General Manager of SRC.
(m)	Vigneshweri	Vigneshweri Jaikumar – Legal & Corporate Services Executive of SRC.
(n)	Fabian	Fabian Chan. A member of the MC who recused himself from hearing S' appeal.
(o)	Ronald	Ronald Wee. A member of the MC who recused himself from hearing S' appeal.
(p)	Peng Kee	Tay Peng Kee. A member of the MC who

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S/No	Abbreviation	Description
		recused himself from hearing S' appeal.

3 The 2016 AGM was held on 16 April 2016 at the Raffles City Convention Centre ("RCCC").

4 After a quorum was reached, Sarbjit began to address the meeting as chairman of the meeting. At that time, he was also Vice-President of the MC. However, S interrupted him by raising a point of order. His point was that the voting booth should be opened immediately after a quorum was reached. On this point, he was relying on Rule 35(e)(ii) of SRC's Constitution and also the Notice calling for the 2016 AGM. In other words, he wanted members to be allowed to cast their votes (for those matters which were to be subject to voting at the 2016 AGM) without having to wait for Sarbjit to conclude his speech. However, Sarbjit disagreed and was of the view that the voting booth could be opened after he had concluded his speech. He told S to sit down. There was an altercation between Sarbjit and S and some other members were involved too. Consequently, S left the hall where the 2016 AGM was being held and Sarbjit continued with his speech. The voting booth was opened after Sarbjit concluded his speech. I will say more about Rule 35(e)(ii) later.

5 On 20 April 2016, 22 April 2016 and 25 April 2016 respectively, Shawn, Maxwell and Elizabeth each sent a written complaint to SRC about S' conduct at the 2016 AGM.

6 On 26 April 2016, SRC wrote to inform S about Shawn's complaint. On 29 April 2016, SRC wrote to S to inform him of the complaints of Maxwell and Elizabeth and said that the gist of their complaints was similar to that of Shawn.

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7 On 5 May 2016, S sent an email to SRC to request a copy of the complaints of Maxwell and Elizabeth. Although S said in his first affidavit that he was not given a copy of Shawn's complaint, he apparently did not ask for a copy of that complaint.

8 On 6 May 2016, S sent a letter to SRC to respond to the three complaints.

9 On 10 May 2016, SRC sent two emails to S. One reiterated that the gist of Maxwell's and Elizabeth's complaints was similar in nature to certain paragraphs of SRC's letter to S dated 26 April 2016. The other informed S that his letter of explanation dated 6 May 2016 would be shown to the CC when it was appointed. S' request for copies of the two complaints by Maxwell and Elizabeth was not acceded to.

10 On 10 July 2016, Shawn passed away. SRC took the position that his complaint was to be treated as withdrawn.

11 On 29 August 2016, SRC wrote to S to inform him:

(a) that the CC would convene at 7pm on 30 August 2016 to consider the two remaining complaints;

(b) S was not required to attend before the CC; and

(c) the CC would review S' explanation letter.

12 The CC issued a report dated 30 August 2016 ("the CC Report") in which the CC recommended that the complaints be referred to a disciplinary

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committee and also recommended that S be charged for boisterous and unruly conduct which was prejudicial to the interest of SRC.

13 On 29 September 2016, the RMSC considered the CC Report and nominated Amarjeet as Chairman of the DC and two other persons as members of the DC with Amarjeet.

14 On 10 October 2016, the MC approved the nominations of these three persons as members of the DC.

15 In the meantime, Sarbjit submitted a statement dated 5 October 2016 to the RMSC about S' conduct at the 2016 AGM ("Sarbjit's statement").

16 On 12 October 2016, SRC wrote to S to inform him of the outcome of the hearing by the CC and the date of the inquiry by the DC, which was 2 November 2016. This letter also said that two charges had been recommended against S and set out the charges.

17 The first charge was for disorderly and boisterous behaviour by shouting at the top of his voice when Sarbjit was delivering his opening address at the 2016 AGM, which behaviour was in breach of Rule 30(b)(vi) of SRC's Constitution.

18 The second charge was for deliberately heckling Sarbjit when he was delivering his opening address at the 2016 AGM and continuing to heckle even though S was repeatedly warned not to disrupt, which conduct was in breach of Rule 30(b)(xiii) of SRC's Constitution.

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19 The DC hearing was held in the Boardroom of SRC on 2 November 2016. S attended the hearing. He also wrote a letter dated 2 November 2016 to the DC raising various issues.

20 SRC said that at the hearing on 2 November 2016, the complaints of Maxwell and Elizabeth were displayed on a television screen and also read out to S. Various witnesses were called including Sarbjit, Maxwell, Elizabeth and S.

21 On 8 November 2016, the DC issued its written report. The DC found S guilty of both charges and recommended that S be fined $1,000 on the first charge and be suspended for 12 months on the second charge.

22 On 16 November 2016, SRC wrote to S to notify him of the DC's decision and that he had 14 days to appeal against that decision to the MC.

23 On 28 November 2016, S' lawyers M/s Karuppan Chettiar & Partners wrote to SRC to state that S was appealing against the decision of the DC and to state the reasons for the appeal.

24 On 12 December 2016, the MC held a meeting to consider the appeal. Four members of the MC recused themselves from the meeting, leaving seven members to continue with their deliberation. I will flag out here that the recusal of some of the members of the MC eventually became an especially important point which I will elaborate on later. Suffice it to say for now that the remaining seven members eventually decided to uphold the decision of the DC.

25 On 14 December 2016, SRC wrote to inform S of the MC's decision.

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26 On 28 February 2017, S commenced the present action.

The arguments and the court's conclusions

27 S' action was heard by me on 15 August 2017 and 3 November 2017. Various arguments were raised for S but S' arguments were narrowed to five points in the further submissions of S dated 30 October 2017. Even then, one of the five points was withdrawn during oral submissions at the second tranche of the hearing, leaving four points. They were:

(a) The two charges were invalid because the CC had recommended that one charge be preferred but the DC proceeded to press two charges against S instead.

(b) The two charges were invalid because under the relevant rules, S' conduct had to be committed within the premises of SRC whereas the 2016 AGM was held at RCCC, which was not the physical premises of SRC.

(c) The members of the DC were biased against S.

(d) The MC did not give S a fair hearing when it excluded three members of the MC, in addition to Sarbjit, from the MC's deliberation of S' appeal against the decision of the DC.

28 The first two points required a consideration of the circumstances which led to the pressing of two charges, instead of one, against S.

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29 As mentioned above, the CC had recommended that one charge be pressed against S for boisterous and unruly conduct which was prejudicial to the interest of SRC.

30 After the DC was appointed, Vigneshweri informed Amarjeet orally on 11 October 2016 that he had been appointed as Chairman of the DC and the names of the other two members of the DC. Amarjeet was also informed that he could collect a hard copy of a set of documents from the clubhouse.

31 Later that same day, Amarjeet went to the clubhouse and collected a set of documents from Vigneshweri, comprising:

(a) the three complaints (as Shawn's complaint was also included even though it was treated as withdrawn);

(b) S' letter dated 6 May 2016 in response to the complaints;

(c) the CC Report; and

(d) Sarbjit's statement.

32 Vigneshweri also played a video recording of S' conduct at the 2016 AGM for Amarjeet. After watching the video and considering the documents, Amarjeet was of the view that the complaints disclosed possible breaches of two rules of SRC's Constitution, *ie*, Rule 30(b)(xiii), which had been recommended by the CC, and Rule 30(b)(vi), which had not been recommended by the CC. These two rules state:

> 30. DISCIPLINARY ACTION
>
> …

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> (b) A Member committing any of the following acts within the Club premises and its precincts, and outside the Club premises if such member is in the capacity as an Official and/or Representative of the Club, shall be subject to disciplinary action:-
>
> …
>
> vi) Abusive, disorderly and/or boisterous behaviour;
>
> …
>
> xiii) Any conduct which in any way brings disrepute and is prejudicial to the interest of the Club or its Members.

33 Amarjeet was of the view that the first charge against S should be for abusive, disorderly and/or boisterous behaviour, which occurred when S was shouting loudly when Sarbjit was trying to deliver his opening address at the 2016 AGM.

34 He was also of the view that the second charge against S should be for conduct which brings disrepute or prejudices the interest of SRC or its members and this occurred when S heckled Sarbjit at the 2016 AGM when Sarbjit was trying to deliver his opening address at the 2016 AGM.

35 Amarjeet then spoke to Kertar, the Chairman of the CC, on the telephone and informed Kertar of his views. Kertar agreed with Amarjeet's views.

36 Amarjeet then called one member of the DC who concurred with his views. Amarjeet also asked Vigneshweri to contact the third member of the DC (as Amarjeet did not have the contact details of that person) to seek that member's views. That member also concurred with Amarjeet's views that two charges should be pressed against S.

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37 That is how two charges, instead of one, came to be pressed against S.

38 S' first point was that it was for the MC and not for the DC to decide on the charges to be pressed against S. He relied on Rules 30(i), (j) and (p) which state:

> (i) If the Complaints Committee is of the view that a disciplinary inquiry be held, it will refer the matter to the Committee which will appoint a Disciplinary Committee to hold a disciplinary inquiry to investigate into the complaint.
>
> (j) When a disciplinary inquiry has been directed to be held, the Member shall be served a notice of inquiry which shall:-
>
> > i) Specify the charge or charges against the Member; and
> >
> > ii) State the date, time and place at which the inquiry will be held.
>
> …
>
> (p) The Disciplinary Committee shall not be bound by any formal rules of evidence and/or procedure. At the inquiry, the Member shall be informed of the case against him and shall be given the opportunity to adduce such evidence as may be appropriate to answer the charge(s) against him, including calling his own witnesses and cross-examining the complainant and any witnesses who may give evidence at the inquiry. The Disciplinary Committee may, at any stage of the proceedings, amend the charge(s) against the Member if it is of the view that there are sufficient grounds for doing so. In such a case, the Member shall be entitled to recall or further cross-examine any witnesses who have given evidence at the inquiry.

39 S submitted that the correct process was as follows:

(a) the CC reports its findings to the MC;

(b) it is for the MC to appoint the DC; and

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(c) the MC notifies the member concerned of the charge(s) and the date, time and place of the inquiry.

40 Therefore, it is for the MC to endorse a charge and notify the member concerned of the same. While Rule 30(p) empowers the DC to amend the charge, this power is exercised during the inquiry and not before the commencement of the inquiry. The DC cannot be both the prosecutor and the judge at the same time.

41 The SRC submitted that as Rule 30(p) allows the DC to amend a charge at any stage of the proceedings, this provision also empowers the DC to frame the charge at the outset.

42 Secondly, as a club, SRC should not be bound by formal rules of procedure. Indeed, Rule 30(p) expressly states that the DC "shall not be bound by any formal rules of evidence and/or procedure".

43 Thirdly, it was the long-established practice of SRC for a DC to frame the charges. In the past, the MC did not endorse any charge against a member. Relying on the decision of the High Court in *Hilborne v Singapore Island Country Club* [1996] 1 SLR(R) 654, SRC submitted that the court should have regard to a club's long-established practice in interpreting the rules of the club's Constitution. While the Court of Appeal overruled the decision of the High Court because the club in that case did not adduce evidence of an established practice, the Court of Appeal did not preclude the interpretation of club rules using established practices of the club.

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44 Fourthly, SRC submitted that no one was playing the role of prosecutor in the inquiry by the DC. Therefore, it was not correct to say that the DC was playing the role of prosecutor and judge.

45 SRC also submitted that in the case of another club, the Singapore Island Country Club ("SICC"), it was the disciplinary committee who framed the charges. Therefore, there was nothing inherently wrong with a disciplinary committee framing the charges. SRC also indicated that it was caught by surprise by this first point of S as the point was not taken earlier and hence, SRC did not adduce evidence about SICC's rules and practices.

46 Fifthly, if the reason why the DC could not frame the charges was that by framing them, it was acting as prosecutor and it could not be both prosecutor and judge, then this same objection would apply to the MC, which heard the appeal against the decision of the DC. Thus, if the MC were the correct party to frame the charges, as contended by S, then the MC would, according to S' submissions, also be both prosecutor (in having framed the charges) and judge (in hearing the appeal).

47 I was of the view that the arguments of SRC, leaving aside the reference to SICC's practice, were more persuasive and that the DC could frame the charges.

48 I should also mention that it crossed my mind whether Amarjeet should have discussed the intended charges with Kertar. It seemed to me that the DC should be acting independently of the CC and that it might have been inappropriate for him to have done so. However, as the point was not taken by S, I say no more on this.

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49 Another point also crossed my mind. SRC took the position that it need not forward a copy of the two complaints to S. The SRC considered it sufficient to summarise the gist of the complaints to S and later read them aloud and flash them on a screen at the inquiry before the DC. I would caution against merely giving the gist of the complaints because the gist may be an inaccurate summary of the complaints. Also, reading the complaints aloud or flashing them on a screen at the hearing is not the same as giving a copy in advance to a respondent like S before the hearing. If SRC was concerned that giving a copy of a complaint to a respondent would encourage retaliation or litigation by the respondent against the complainant and thus result in more acrimony, it is doubtful that withholding the copy would help much if the respondent was really minded to take a step against the complainant. However, as the point was no longer pursued by S at the hearing before me, I also say no more on it.

50 I come now to S' second point. S' argument was that his conduct was committed outside SRC's premises at B, Connaught Drive, Singapore 179682. Since each of the charges was based on the premise that his conduct was committed within SRC's premises, the charges were invalid.

51 SRC's argument was that it was open to the DC to interpret the meaning of "premises" to include not only the physical premises of the club but any premises in which the club's business was being conducted. Furthermore, the MC had eventually agreed with this interpretation. Under Rule 40(a) of the Constitution, the MC is the sole authority for the interpretation of the Constitution and its decision shall be final and binding on members.

52 In any event, S' second point was asking the court to consider the merits of the DC's decision. Since S was not proceeding on the basis that the court

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should review the merits of that decision, I was of the view that the second point also failed. On a separate point, it is for SRC to consider whether there should be a definition of "premises" in the rules of SRC's Constitution to expressly cover a similar situation in future.

53 On S' third point, various allegations were initially advanced about the manner in which the DC conducted the inquiry but S did not press them at the second tranche of the hearing before me. Instead, his focus on the bias of the DC was related to his argument that the DC could not frame the charges and I have addressed that point already.

54 I come now to S' fourth point. When the MC convened on 2 November 2016 to consider S' appeal, four members of the MC recused themselves from participation in the consideration of the appeal. They were Sarbjit, Fabian, Ronald and Peng Kee. As mentioned, this left seven other members of the MC who eventually considered and dismissed the appeal.

55 S alleged that Sarbjit had recused himself and it was also Sarbjit who asked that the other three recuse themselves at the outset. Sarbjit had decided to recuse himself as he was a witness before the DC. For Fabian, Sarbjit's reason was that Fabian had made a complaint against S before. For the other two, Sarbjit had said that they should recuse themselves because they were in S' team which stood for office in the elections at the 2016 AGM. They would have been biased in favour of S. To S, the reason for the other two to be recused was absurd because the seven members of the MC who remained to consider his appeal were themselves members of Sarbjit's team which likewise stood for office in the 2016 AGM. If that was good reason to recuse Ronald and Peng Kee, then it would have applied to the other seven as well.

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56 SRC's response was as follows:

(a) S was an interested party in the complaints whereas Sarbjit was an interested party only in so far as he was a witness in the DC inquiry. He was not the complainant.

(b) Ronald and Peng Kee were not just members of S' team which stood for election, they were close to him.

(c) The other seven members of the MC had not stood together formally as a party and after the election, they should be trusted to act independently.

(d) No one forced Ronald and Peng Kee to recuse themselves. They agreed to do so.

(e) In any event, the decision of the MC would still have been the same as the seven would have outvoted the two if the two had decided not to recuse themselves.

57 I was of the view that Sarbjit was not a disinterested person in the DC inquiry.

58 First, he was the very person with whom S had an altercation at the 2016 AGM. Accordingly, he was not just a neutral witness giving evidence at the inquiry.

59 Secondly, Sarbjit was also complaining about S' conduct when he appeared at the DC inquiry. For example, he said at that inquiry that "[S] persisted in a very rude and boisterous manner to interrupt … approximately for

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three times, without even seeking permission".[1] Sarbjit also said, "I think it was clear to me [S] and two other members were clearly trying to deliberately prevent members from listening to my opening address. … I would say they were trying to disrupt the meeting, you see, to prevent orderliness."[2]

60 Quite clearly, Sarbjit was not a disinterested witness. Therefore, although technically, he was not one of the complainants, he was in substance just as directly interested as Maxwell and Elizabeth were in the complaints, if not more so. The court does not look at one's label only but the substance of one's interest.

61 As for SRC's second point, SRC referred to a part of the transcript of the MC meeting on 2 November 2016 to consider S' appeal. In that part of the transcript, Shareef, who was the General Manager/Secretary of SRC, said, "Anyone who has been either a witness or who have very close personal working relationship or is close to the person, all right, I think you should excuse yourself."[3] SRC argued that, taking into account that context, Ronald and Peng Kee were asked (by Sarbjit) to recuse themselves not just because they were members of S' team standing for election at the 2016 AGM but also because they were close to S.

62 I did not accept this argument for various reasons.

63 First, SRC had referred selectively to a portion of the transcript only. Following from what Shareef had said, Sarbjit himself added, "Or you have

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1 Sarbjit's 1st affidavit dated 21/4/17 p 217

2 Sarbjit's 1st affidavit dated 21/4/17 p 218

3 Plaintiff's Bundle of Documents ("PBD") p 212

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some kind of alleged bias …".[4] In other words, Sarbjit was not confining the reasons for an MC member to recuse himself to what Shareef had said.

64 Secondly, and more importantly, it is telling that Sarbjit himself drew a distinction between Ronald and Peng Kee in para 55 of his first affidavit of 21 April 2017. He described Ronald as a close friend of S. Furthermore, Ronald had stood for election with S. He then referred to Peng Kee and said that Peng Kee had "similarly stood for election as a member of the MC with [S] at the AGM". There was no suggestion in Sarbjit's affidavit that Peng Kee was close to S even though his affidavit would have been drafted sometime after the MC meeting to consider the appeal and with the benefit of legal advice from SRC's solicitors.

65 Thirdly, S said in his second affidavit of 23 May 2017 that Sarbjit's teammates (on the MC) would likewise have been biased against S if Ronald and Peng Kee were biased in S' favour. Sarbjit had a chance to meet this allegation in the next affidavit which he executed on 13 June 2017. At para 26 thereof, he repeated that Ronald and Peng Kee were part of the same team as S and that Ronald had also worked very closely with S on the SRC's MC for many years. Therefore, it was clear to me that the only reason why Sarbjit asked Peng Kee to recuse himself was because Peng Kee was on the same team as S that stood for election at the 2016 AGM. It was too late for SRC's counsel to suggest something different from the affidavits which were filed to support SRC's case.

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4 PBD p 212

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66 As regards SRC's third point, that the other seven members had not stood together for election formally as a party and should be trusted to act independently after the election, I accepted that it did not necessarily follow that anyone who had run together with Sarbjit as a team in the elections should be excluded from hearing the appeal. However, the benefit of this argument should then have been similarly applied to Ronald and Peng Kee in so far as the objection was that they were part of S' team standing for election. It was not.

67 By parity of reasoning, Sarbjit should then have raised the same point for the other seven members. While that might have created a conundrum in terms of who should hear the appeal, that is not the point. Besides, there was an alternative. Adopting SRC's third point, Sarbjit should not have used the mere fact that Ronald and Peng Kee had stood as a team with S for elections to ask these two to recuse themselves from hearing the appeal.

68 I come now to the fourth point raised by SRC, *ie*, that no one forced Ronald or Peng Kee to recuse themselves. However, Sarbjit, as Chairman of the MC, had raised the point that they would have been biased in favour of S as they had stood for election as part of S' team and it was clear that he was of the view that they should recuse themselves. As he had taken that position and the two had accepted that position, it was too late for SRC to suggest otherwise.

69 The result was that the remaining seven members of the MC were all those who had stood for election as part of the same team as Sarbjit. This was similar to one of his own objections to Ronald and Peng Kee. The principle is that no man should be a judge in his own cause (see, for example, *Sim Yong Teng and another v Singapore Swimming Club* [2015] 3 SLR 541 at [41]). The bias in such a situation is obvious. Whether or not that principle should be

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extended to a friend or an associate of a person who has a direct interest in the cause depends on the facts. I reiterate that although it could have been argued that the other seven members would not have been biased in favour of Sarbjit or against S as they had stood informally only as a team with Sarbjit in the elections, the point is that Sarbjit had acted on the basis that Ronald and Peng Kee would have been biased in favour of S because they had stood informally for election as a team with S. The other seven members of the MC appear to have agreed with Sarbjit's assessment of the situation as they were content for Ronald and Peng Kee to recuse themselves. In the circumstances, it was not open to SRC to take a contrary position for the seven. In my view, the inconsistency constituted apparent bias, if not actual bias, against S.

70 As for SRC's fifth argument that the seven MC members would have outvoted Ronald and Peng Kee in any event, that is a telling argument. It suggests that the seven would have outvoted these two persons regardless of what views these two might have expressed. That suggests bias. In any event, the point is that the process is tainted even if the outcome might have been the same. The two should have been allowed to attend and participate with the seven or, at the very least, Peng Kee should have been allowed to do so.

71 In the circumstances, I granted S' application to declare the suspension and fine null and void and set them aside. I also ordered SRC to pay damages to be assessed by the Registrar of the Supreme Court. Costs of the action are to be determined by me, if I am available, after the assessment of damages. Costs of the assessment of damages and interest are to be determined by the Registrar. Hopefully, the question of damages can be resolved without further litigation.

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Observations

72 This sad episode arose because S was of the view that the voting booth must be opened immediately after a quorum was reached and the meeting was called to order. On the other hand, Sarbjit was of the view that as chairman of the 2016 AGM, he could decide when the voting booth was to be opened. In the arguments before me, both S and SRC relied on Rule 35(e)(ii) of the Constitution which states:

> 35. GENERAL MEETINGS
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> …
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> Proceedings at General Meetings
>
> (e)
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> ..
>
> ii) All proceedings at the General Meetings shall be regulated by the Chairman or any one authorised by him. Voting on any resolution, motion, proposal and the election of office-bearers may commence after a quorum is reached. No member shall be prevented from voting before the discussion on any matter has concluded.
>
> …

73 Unsurprisingly, SRC (and Sarbjit) relied on the first sentence which empowered the chairman to regulate the proceedings at any general meeting while S argued that the chairman's power to regulate was subject to the next two sentences which in turn meant that voting must be allowed immediately after a quorum is reached.

74 Although it was not necessary for me to reach a decision on this point, I offer my opinion (but not a ruling) in the hope that it will provide some guidance to SRC.

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75 It seems to me that the power of the chairman to regulate the proceedings is subject to the next two sentences in Rule 35(e)(ii).

76 While the second sentence in Rule 35(e)(ii) uses the words "may commence", the third sentence says, "No member shall be prevented from voting before the discussion on any matter has concluded." Therefore, while the second sentence suggests some discretion, the third sentence suggests that it is mandatory to allow members to vote immediately after a quorum is reached. Furthermore, it seems to me that the word "discussion" should be interpreted purposively to include the address of the chairman of the meeting. In other words, the purpose of the provision is to ensure that members can vote without waiting for any "discussion" to be concluded and that "discussion" includes the chairman's address. It does not make sense to distinguish a chairman's address from a "discussion" on the basis that technically the address is not a "discussion" as a chairman's address could take even more time than a "discussion". Furthermore, what would happen if another member wanted to make a speech to commend or criticise the chairman's speech? Could it be argued that he was not engaged in calling for a "discussion" but merely making a statement? As another example, what if Sarbjit had decided to allow the accounts of SRC to be presented first before opening the voting booth? Could it be said then that the mere presentation of accounts was akin in nature to the address of the chairman of the meeting and therefore not a discussion for the purpose of the rule?

77 Furthermore, the fact that the second and third sentences are found in SRC's Constitution suggests that it was of importance that members be allowed to vote immediately after a quorum is reached and not have to wait thereafter.

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If a chairman had unrestricted power to regulate meetings and, in doing so, postpone the voting, this would have undermined the second and third sentences in the Constitution read together.

78 Therefore, I am inclined to the view that S' interpretation of the rule was the better one. Having said that, if a chairman has made a ruling in response to a point of order being taken, then the proceedings should, generally speaking, continue on the basis of that ruling and any further challenge should be taken elsewhere. Otherwise chaos may well result as appears to have been the case at the material time at the 2016 AGM. A mistake or incorrect ruling does not justify rude conduct in response. However, I do not offer any opinion as to whether S was in fact guilty of rude conduct or any other kind of conduct then.

79 I add that it is open to SRC to settle this issue for the future, one way or the other, by amending Rule 35(e)(ii) to make the position clear.

Woo Bih Li
Judge

Ganesh S Ramanathan (Karuppan Chettiar & Partners) for the plaintiff;
Foo Soon Yien and Thaddeus Oh (Bernard & Rada Law Corporation for the defendant.

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