IN THE APPELLATE DIVISION OF THE HIGH COURT OF THE REPUBLIC OF SINGAPORE

[2025] SGHC(A) 23

Appellate Division / Civil Appeal No 96 of 2024

Between

Neo Tiam Ting

… *Appellant*

And

Singapore Vehicle Traders Association

… *Respondent*

In the matter of Originating Application No 611 of 2024

Between

Singapore Vehicle Traders Association

… *Applicant*

And

Neo Tiam Ting

… *Respondent*

JUDGMENT

[Unincorporated Associations and Trade Unions — Friendly societies — Meetings — Power of chairman to adjourn meeting]
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1, 25 September 2025

11 November 2025 Judgment reserved.

See Kee Oon JAD (delivering the judgment of the court):

Introduction

1 This is an appeal by Mr Neo Tiam Ting ("Mr Neo") against the decision of a Judge of the High Court (the "Judge"), in *Singapore Vehicle Traders Association v Neo Tiam Ting* [2025] SGHC 96 (the "GD"), to grant a declaration sought by the Singapore Vehicle Traders Association (the "SVTA") in the following terms:

> It be and is hereby declared that the purported election of the 27th Term Executive Committee of the Singapore Vehicle Traders Association held on 6 June 2024 was of no legal effect and is therefore null and void.

2 Mr Neo was elected as the President of the SVTA for its 26th term of office, running from 2022 to 2024. He was re-elected, unopposed, as its President for its 27th term of office, running from 2024 to 2026.

3 The SVTA brought HC/OA 611/2024 ("OA 611") under s 35(2) of the Societies Act 1966 (2020 Rev Ed), seeking a declaration that the alleged election of the SVTA's Executive Committee (the "Exco") during a meeting on 6 June 2024 was not held in accordance with the SVTA's constitution (the "Constitution"), and thus the election of a slate of candidates during the said meeting was null and void.

Background to the dispute

4 On 27 February 2024, the SVTA's Exco holding office for the SVTA's 26th term running from 2022 to 2024 (the "26th Term Exco") commenced arrangements for the 51st Annual General Meeting (the "51st AGM"). These arrangements included the formation of a subcommittee called the Elections Committee ("EC") and the appointment of its members for the overseeing of the SVTA's upcoming elections, pursuant to Art 24(viii) of the Constitution. The purpose of the 51st AGM was to elect a President and 20 members to form the Exco for the SVTA's 27th term of office (the "27th Term Exco"). The 27th Term Exco was to hold office for a two-year term from 2025 to 2026, as per Art 20 of the Constitution.

5 On 4 April 2024, the 26th Term Exco gave notice to the SVTA's members that the 51st AGM would be held at 4.30pm on 6 May 2024, with the key issues on the agenda being the election of the 27th term President and the 27th Term Exco. Importantly, the EC took the view that the votes for these elections would be cast and counted in accordance with what the Judge described as the "narrow view", which prohibited proxies from voting on behalf of a firm or company. Here, "proxies" refer to any representative who is not a partner or director of the member firm or company that appointed them (GD at [17]–[20]). The narrow view also stipulated that "[a] member cannot

represent more than one vote". This meant that any proxy could not vote on behalf of more than one member. Mr Neo took the opposing view that the representative can be any person, regardless of whether that person is a partner or a director of the member, and that the representative should be allowed to vote on behalf of more than one member. The Judge referred to this as the "wide view" (GD at [7]). For purposes of this appeal, the question of which view ought to be adopted is only relevant to the election of the 27th Term Exco and not Mr Neo's election as the President, as he was elected unopposed. We add that "proxy" and "representative" were used interchangeably.

6 Two emergency meetings were held by the 26th Term Exco, one on 26 April 2024 and another on 2 May 2024, to determine whether the elections for the 27th Term Exco should proceed on the basis of the narrow view or the wide view. Mr Neo only attended the first emergency meeting and refused to attend the second. At both of the emergency meetings, the majority of the 26th Term Exco voted in favour of applying the narrow view to the election of the 27th Term Exco. On 3 May 2024, the EC issued a notice effectively communicating to members that the narrow view would be adopted for the election of the 27th Term Exco.

The 51st AGM and election in May

7 The 51st AGM took place on 6 May 2024 (the "May Meeting"). At this meeting, Mr Neo maintained that the wide view should apply, whilst the EC took the opposing view. After extensive debate, the issue of which view to adopt was put to a vote before the members, upon which a majority of those present voted in favour of applying the narrow view. Presumably, the votes were then cast in accordance with the narrow view. The EC then invited the members to

begin voting on the election of the 27th Term Exco on the basis of the narrow view.

8 Before the voting commenced, Mr Neo was informed by the representatives of some of the members that they had not been issued voting slips. Mr Neo thus attempted twice to declare an adjournment of the 51st AGM and the election. The EC disregarded his attempts and directed members to continue to vote, which prompted Mr Neo to leave the meeting premises soon thereafter.

9 The voting ended at 9.15pm, and the 19 candidates who had received the most votes were elected to form the 27th Term Exco. The remaining members in attendance then dispersed. The election held at this May Meeting will be referred to as "the May Election", and the members elected to form the 27th Term Exco at this meeting as the "May Exco".

Events after the May Meeting

10 On 7 May 2024, the EC informed members that the May Exco had been elected as the 27th Term Exco. Three days later, Mr Neo informed members that the results of the May Election were void because the EC had breached the Constitution by applying the narrow view. Mr Neo also stated in this notice that he would be reconvening the 51st AGM to resolve uncompleted items on the agenda, namely the proposed amendments to the Constitution and the election of the 27th Term Exco.

11 On 22 May 2024, Mr Neo issued a letter on the SVTA's letterhead which gave notice to members that: (a) the 51st AGM would be reconvened at 3.30pm on 6 June 2024; (b) that the agenda for the meeting would include the

election of the 27th Term Exco; and (c) that the votes would be cast and counted in accordance with the wide view.

12 On 29 May 2024, the May Exco informed its members that: (a) Mr Neo, even as the undisputed President, did not have the power to convene an AGM as he claimed to have done on 22 May 2024 or to hold another election for an Exco in June as he proposed to do; (b) the 27th Term Exco had already been duly elected during the May Meeting; (c) it was therefore unnecessary for members to attend the proposed meeting in June; and (d) that any decisions made at the meeting, including any purported election, would be void.

The meeting and election in June

13 Mr Neo purported to reconvene the 51st AGM on 6 June 2024 (the "June Meeting"). During this meeting, Mr Neo conducted a vote with the members present in accordance with the wide view. Mr Neo then informed members by email and notified the Registry of Societies that the SVTA's 27th Term Exco had been duly elected at the June Meeting.

14 The election held at this June Meeting will be referred to as the "June Election", and the members elected to form the 27th Term Exco as the "June Exco".

Procedural history

15 Subsequently, on 25 June 2024, the law firm of Messrs R. S. Solomon LLC ("RSS") was instructed to commence OA 611, naming Mr Neo as the respondent in that action. By OA 611, the SVTA sought a declaration that the purported election of the June Exco was not properly held and that the results

of the election be declared null and void. The warrant to act appointing RSS as the SVTA's solicitor was signed by one Mr Lim Ah Poh ("Mr Lim").

16 On 17 July 2024, in HC/SUM 2033/2024 ("SUM 2033"), Mr Neo applied to strike out OA 611 in its entirety on the basis that the persons who purportedly gave instructions for the commencement of OA 611 had no legal authority to do so in the name of SVTA. This was because they were elected at the May Meeting, and the May Election was allegedly of no legal effect. In his submissions for SUM 2033, Mr Neo maintained that he had already adjourned the May Meeting before the election was completed, on the basis that the voting process at the May Meeting was unconstitutional because the EC did not allow persons who represented more than one member to represent others, even if they had letters of authority from the others to do so. The May Exco was thus not properly elected and did not have the power to commence an action in the SVTA's name.

17 On 16 August 2024, an Assistant Registrar heard and dismissed SUM 2033, chiefly on the basis that the determination of whether the action should be struck out turned on the question of the validity of the appointment of the May Exco – which was one of the very questions to be decided in OA 611. Dissatisfied with the Assistant Registrar's decision, Mr Neo appealed against the dismissal of SUM 2033 to the Judge in HC/RA 159/2024 ("RA 159"). On 1 November 2024, the Judge dismissed Mr Neo's appeal against the Assistant Registrar's decision to refuse to strike out OA 611. He did so on broadly the same basis as the Assistant Registrar.

The decision below

18 The Judge subsequently heard substantive arguments in relation to OA 611 on 21 and 25 November 2024. On 25 November, the Judge delivered his decision on OA 611 and granted the declaration sought by the SVTA.

19 In sum, the Judge decided that the wide view ought to be preferred and consequently found that Mr Neo had correctly exercised his power to adjourn the 51st AGM at the May Meeting. It followed that the events which took place at the May Meeting after Mr Neo's departure, *ie*, the May Election, had no legal effect and the results of the May Election were thus null and void (see generally, GD at [46]–[71]). However, the Judge then went on to hold that despite his "intermediate finding" that the results of the May Election were null and void, it was for a "future court that considers the validity of the May Election to determine the effect of [his] finding that its results are null and void" as it was "not a matter before [him] in connection with any final relief" (GD at [87]).

20 The Judge then proceeded to find that although Mr Neo had validly adjourned the 51st AGM at the May Meeting, he had no power to reconvene the 51st AGM after the May Meeting had ended. He opined that Mr Neo should have fixed the date of the reconvened meeting before the May Meeting ended. Consequently, the June Meeting could not be said to have been validly convened by Mr Neo when he issued the notice to the SVTA's members on 22 May 2024. The events during that meeting, namely the June Election and the nomination of the June Exco, therefore had no legal effect (see generally, GD at [75]–[86]).

21 The Judge thus granted the declaration sought in OA 611 and ordered Mr Neo to bear the costs of OA 611 fixed at $13,000. This included the costs of RA 159, which the Judge had reserved to the hearing of OA 611. Disbursements

were to be agreed or fixed by the court, but this has yet to be resolved at the time of the hearing of this appeal.

22 On 2 January 2025, Mr Neo filed HC/SUM 30/2025 seeking a stay of enforcement. The Judge dismissed this application on 10 February 2025, with costs fixed at $5,000 all in to be paid by Mr Neo to the SVTA.

The parties' cases

23 On appeal, the parties focused their submissions on the Judge's finding that the election of the June Exco had no legal effect.

24 Mr Neo argued that the Judge erred in finding that he lacked the power to reconvene the meeting on 6 June 2024 simply because he did not fix the date to reconvene the 51st AGM before he had validly suspended the meeting on 6 May 2024. In his letter to the court dated 18 September 2025 pursuant to a pre-hearing Case Management Conference we convened on 1 September 2025 (the "CMC"), Mr Neo's solicitors confirmed that the *primary* issue on appeal was "whether [Mr Neo] had validly resumed or reconvened SVTA's [51st AGM] on 6 June 2024 as the Court below had found in favour of [him] on all of the other issues". Specifically, he pointed out that the Judge concurred with him that: (a) the May Election was not conducted in accordance with the Constitution; (b) Mr Neo had the power to suspend the 51st AGM at the May Meeting; and (c) he lawfully exercised his power to suspend the 51st AGM. On appeal, Mr Neo also revisited his submission regarding Mr Lim's lack of authority to sign the warrant of authority for RSS to act for the SVTA.

25 In response, the SVTA generally aligned itself with the Judge's findings. It agreed with the Judge that Mr Neo's power (as President) to preside can only be exercised during a meeting of the SVTA. This meant that once the 51st AGM

was adjourned by Mr Neo on 6 June 2024, he was precluded from exercising his power to preside, which extends to his power to reconvene the 51st AGM.

Our decision

26 Notwithstanding that Mr Neo's solicitors have identified only one primary issue for determination in this appeal, in our judgment, the following issues ought to be addressed:

(a) Whether the May Election was null and void.

(b) Whether Mr Neo had the power to adjourn the 51st AGM and validly exercised that power.

(c) Whether Mr Neo lacked the power to reconvene the 51st AGM after he had adjourned the 51st AGM.

The validity of the May Election

27 We begin with the Judge's finding that the May Election was invalid. On appeal, both Mr Neo and the SVTA agree that the wide view is in line with the Constitution and should therefore be adopted. Hence, it is common ground that the May Election was invalid as it was conducted in accordance with the narrow view, in breach of the Constitution. Instructed counsel for the SVTA confirmed as much to us at the hearing on 25 September 2025. She accepted that the wide view is the correct view *and* that the May Election, which was conducted in accordance with the narrow view, was therefore void for being in breach of the Constitution. Notably, the parties' common position on the validity of the May Election also engages a related preliminary point, namely, whether the SVTA was properly authorised to instruct RSS to act in OA 611.

28 In this regard, we briefly address the Judge's observation that the validity of the May Election was "an intermediate issue that [he] must consider in dealing with the Association's sole substantive prayer for relief", but that his determination on its validity was simply an "intermediate finding" that "does not, in itself, lead to the grant of any final relief" and it "will be for any future court … to determine the effect of [his] finding" (GD at [40]–[42] and [87]). With respect, it was incongruous for the Judge to make these remarks. It would appear that the Judge's determination as regards the May Election was indeed a finding, as the Judge himself seems to suggest by framing it as a necessary precursor to his determination on the declaration sought by the SVTA. It should follow that the ordinary principles of *res judicata* ought to apply. This is consistent with *Lee Hiok Tng (in her personal capacity) v Lee Hiok Tng and another (executors and trustees of the estate of Lee Wee Nam, deceased) and others* [2001] 1 SLR(R) 771, where the Court of Appeal affirmed that where a point has been actually decided by the court, it is *res judicata* in the strict sense (at [23]). It was therefore not correct to refer to his finding as an intermediate finding only or to suggest that it was for a future court to determine its effect.

29 We note that the Judge did not make a ruling or finding on the issue of whether RSS was improperly instructed to act for SVTA and hence whether OA 611 was invalidly commenced for want of authority. This was despite his determination that the May Election was invalid and that the question of want of authority was raised in SUM 2033 and RA 159 as well as in the hearing of OA 611 too. We are of the view that RSS was validly appointed, and OA 611 was validly commenced.

30 However, we first address the Judge's observation during the hearing of RA 159 that since the SVTA's name was simply used as "shorthand" for all the members of the SVTA, there was no prejudice in allowing the commencement

of OA 611, even if the May Election was in fact not valid, as personal costs orders could be made against individual members. A finding by the Judge that the May Election was invalid would mean that the May Exco lacked the requisite authority to appoint RSS on the SVTA's behalf. In Re *Goodwealth Trading Pte Ltd* [1990] 2 SLR(R) 691, Yong Pung How CJ found that various applications and motions that were sought purportedly on the company's behalf by lawyers who were not properly appointed at a company's board meeting ought to be dismissed for want of *locus standi* in the proceedings (at [12]). Similarly, the fact that the SVTA's name was simply used as "shorthand" for its members cannot, by itself, cure the improper appointment of RSS by a body (*ie*, the May Exco) which lacked the requisite power to do so. This would be the case notwithstanding the fact that it remained possible for personal costs orders to be made against individual members of the SVTA.

31 At the hearing of the appeal before us, instructed counsel for the SVTA clarified that only three members in the May Exco were not previously also members of the 26th Term Exco. Indeed, in comparing the list of members who formed part of the 26th Term Exco against the list of members elected at the May Election, only three names in the latter do not feature in the former. This is significant, as the appointment of RSS was done at an emergency meeting, dated 27 May 2024, where all members of the May Exco (save for Mr Neo, as President) were present. At that meeting, the May Exco resolved to engage RSS as the SVTA's independent legal representative. Further, Mr Lim, *ie*, the SVTA member who purported to sign RSS's Warrant to Act as Acting President, was a member of both the 26th Term Exco and the May Exco as well.

32 The undisputed fact, therefore, is that a majority of the May Exco, which authorised the appointment of RSS, was also part of the 26th Term Exco. Article 21(i) of the Constitution provides the following:

> The **outgoing Executive Committee shall not relinquish its duties until the Executive Committee-elect have taken office**. Within 3 working days from the date of election, the outgoing Executive Committee shall handover to the newly elected Executive Committee all books, accounts records and all other documents whatsoever.
>
> [emphasis added]

33 In light of the Judge's determination on the invalidity of *both* the May Election and June Election, and our agreement with such a determination (see [53] below on our views on the June Election), it would mean that a 27th Term Exco had not in fact been properly elected. As such, pursuant to Art 21(i) of the Constitution, this would in turn mean that the 26th Term Exco, as the outgoing Exco, has not relinquished its duties. Consequently, as of 27 May 2024 – *ie*, the date the resolution to appoint RSS was passed – the 26th Term Exco had the authority to appoint RSS. Since there is a significant overlap between the members of the 26th Term Exco and the May Exco, the fact that the resolution was ultimately passed by the May Exco would, in effect, suggest that it would have been similarly passed by the 26th Term Exco (as the body with the requisite authority).

34 In light of the foregoing, we are of the view that there was, in fact, a majority consensus from the properly authorised body for RSS to be appointed. Thus, RSS was validly authorised to commence OA 611 on behalf of SVTA and possessed the required standing to represent the SVTA in the present proceedings.

35 We turn next to consider the main substantive contentions against the Judge's decision in the present appeal.

Mr Neo's exercise of his power to adjourn the May Meeting

36 The Judge found that Mr Neo had the power to suspend the 51st AGM at the May Meeting, and that he had exercised that power legitimately (GD at [58] and [71]). Although the Judge and the parties appeared to have used the terms "suspend" and "adjourn" interchangeably, we shall generally only use the latter term in this Judgment for consistency.

37 In *Chan Sze Ying v Management Corporation Strate Title Plan No 2948 (Lee Chuen T'ng, intervener*) [2021] 1 SLR 841 ("*Chan Sze Ying*"), the Court of Appeal held that "in the absence of an authorising rule or statute, the chairperson [*ie*, the individual presiding over the meeting] has no power to adjourn a meeting without the consent of the majority of the attendees". The only exception to this rule is that under certain circumstances, the chairperson of a meeting has a common law power to adjourn on an exceptional and residual basis (at [40]). Put another way, unless an association's constitution explicitly permits or authorises the meeting's presiding officer to unilaterally adjourn a meeting, without the consent of the majority of attendees, no such power exists simply by virtue of the presiding officer's role. The narrow exception would be when exigent circumstances enable the residual common law power to be invoked.

38 In the present case, it is not disputed that there is no specific rule in the Constitution which empowered Mr Neo to unilaterally adjourn the 51st AGM or the May Meeting. The question then turns to whether Mr Neo was able to show that, as the presiding officer of the 51st AGM under Art 25 of the Constitution, he was entitled to avail himself of the residual common law power to adjourn a meeting, on the basis that the present circumstances fell under exceptional circumstances which gave rise to the aforementioned power.

39 The Judge found that exceptional circumstances which could give rise to Mr Neo's common law power to suspend did arise in the present case as "it was, in the circumstances, not possible to ascertain the wishes" of those at the meeting (GD at [55]). Support for this reason can be found in *Byng v London Life Association Ltd* [1990] 1 Ch 170 ("*Byng*"). In that case, the court affirmed that a chairman has "an exceptional and residual discretion to adjourn without the consent of the meeting" when he is unable to ascertain the wishes of the meeting (at p 195).

40 In *CepatWawasan Group Bhd v Datuk Lo Fui Ming & Ors* [2005] 2 MLJ 57 ("*CepatWawasan*"), the Malaysian Court of Appeal, in reviewing the decision in *Byng*, made the following observations on when it could be said that it was not possible for the meeting's wishes to be ascertained (at [15]):

> **[T]he consent of the meeting to an adjournment must be obtained, if it is possible to discover whether or not it agrees to an adjournment** … Even though the chairman has a 'fundamental common law duty to regulate proceedings so as to enable those entitled to be present and to vote to be heard and to vote', and he believes that that objective cannot be attained unless the meeting is adjourned to some other time or date or place, **he can adjourn the meeting without the consent of the meeting only if it is not possible to discover the wishes of the meeting. If it is possible to ascertain the wishes of the meeting, the chairman must act according to them**, so that if the meeting does not consent to an adjournment, the meeting must proceed, **even though there may be risks of whatever nature in proceeding**. **The wisdom in proceeding or not proceeding is a matter to be left entirely to the meeting if its wishes can be ascertained**.
>
> [emphasis added]

41 In that case, an extraordinary general meeting was convened to address, among other things, the removal and appointment of certain directors. On the morning of the meeting, the company was served an injunction restraining some of the members from exercising voting rights. The chairman of the meeting thus

adjourned the meeting, pending the disposal of the application for the injunction, without seeking a motion to adjourn. He did so as he was apprehensive about how the injunction might compromise the validity of any decision to proceed or adjourn (at [1] and [18]).

42 The Malaysian Court of Appeal ultimately held that despite the chairman's apprehension and uncertainty, the chairman's decision to adjourn the meeting without the attendees' consent was not justified. The court observed that it could not be said that it "was not possible to obtain the consent of the meeting" such that the chairman was conferred the power "to adjourn without the consent of the meeting" (at [18]). The court went on to clarify that a chairman would lack the inherent power to adjourn without the meeting's consensus, even if the adjournment was decided upon in good faith and was for a period that is no longer than is necessary, as long as it was not impossible to obtain a resolution to adjourn (at [21]–[22]).

43 In the present case, the basis on which the Judge relied to find that the wishes of the meeting could not be ascertained was that holding a vote to determine if there should be an adjournment would be "circular" and "would raise once again the very question of whether the narrow view or the wide view ought to apply". This was the very question the members were grappling with before Mr Neo sought to adjourn the meeting. Moreover, since the 27th Term EC was proposing to count votes on the premise of the narrow view, any resolution to adjourn the meeting would likely have been counted on that basis, which would have incorrectly excluded members that were entitled to vote (GD at [55]). We respectfully disagree.

44 The situation described by the Judge does not, in our judgment, mean that it was impossible for Mr Neo to ascertain the wishes of those present at the

May Meeting. First, the Judge appears to have presumed the outcome of a potential vote on a resolution to adjourn. It was nonetheless not impossible that if voting on a resolution to adjourn had taken place, regardless of whether the wide view or narrow view was taken, the same result might have been obtained. Second, and more importantly, even if one assumes that such a vote on a resolution would have proceeded on the basis of the "incorrect" narrow view, it does not follow that the situation became one where the wishes of those at the meeting could not be ascertained. It is true that a vote in accordance with the narrow view may have wrongly infringed on certain members' voting rights. However, as the court in *CepatWawasan* noted, if the meeting's wishes can be ascertained, and they do not consent to an adjournment, "the meeting *must* proceed, *even though there may be risks* of whatever nature in proceeding" [emphasis added]. The risk in this case was that the wrong approach to counting votes would likely have been adopted.

45 To further illustrate this point, we would contrast the present case with that of *Byng*, which was an instance where the court did find that it had become impossible to obtain the consent of the meeting, and it was thus impossible for the chairman to ascertain the wishes of the meeting. In *Byng*, the court noted that the venue of the meeting had inadequate space, which rendered it impossible for all those entitled to attend to take part in the debate and to vote. In contrast, no such practical or physical restrictions existed which made it impossible for those present at the May Meeting to participate in any debate or discussion or vote on an adjournment. In fact, as was recorded in the minutes for the May Meeting and observed by the Judge (at [29] of the GD), "the Election Committee and majority of members present chose to follow the prescribed AGM and Election rules issued on 4 April 2024 [*ie*, to adopt the narrow view]".

46 This clearly shows that it *was* possible for Mr Neo to have sought a resolution to adjourn the 51st AGM, though such a resolution would likely have been unsuccessful. If this was indeed the eventual outcome, it would have reflected the wishes of the meeting. It may not have reflected Mr Neo's wishes but it could not be said that Mr Neo was unable to ascertain the wishes of those at the May Meeting. In the words of the court in *CepatWawasan* (at [15]), the chairman is bound to act in accordance with the wishes of the meeting since "[t]he wisdom in proceeding or not proceeding is a *matter to be left entirely to the meeting if its wishes can be ascertained*" [emphasis added]. This is so even if the decision to proceed comes with certain concomitant risks.

47 We make another observation on this point. The adjournment of the May Meeting by Mr Neo did not resolve the reason for the adjournment, *ie*, the differences with respect to the narrow view or the wide view were likely to continue. Hence, at the reconvened meeting, the same issue as to the approach to vote counting could have arisen, though it ultimately did not, as the faction in support of the narrow view did not attend, or in any event raise this issue. That said, Mr Neo would not have known of this development when he adjourned the May Meeting.

48 Accordingly, it is our view that Mr Neo adjourned the May Meeting to try to get his way, *ie*, to have the election conducted along the wide view. However, such an exercise of the power of adjournment was not a valid exercise of Mr Neo's power.

49 Before leaving this issue of Mr Neo's power to adjourn the May Meeting, we note that Mr Neo has not taken the position that he *could not* call for voting on an adjournment resolution because the May Meeting had become too unruly or disorderly. This is despite the fact that Mr Neo has sought to

characterise the May Meeting as one that was highly unruly and that he was faced with an "aggressive faction of members" who were determined to shout him down and press on with the elections without regard for the Constitution.

50 That said, even if Mr Neo did try to rely on any unruliness or disorder at the May Meeting, this would likely not have qualified as an exceptional circumstance justifying a unilateral decision by Mr Neo to adjourn on the facts. As mentioned, a vote on the adjournment could have been taken.

51 Accordingly, Mr Neo should have put the question of adjourning the May Meeting to a vote. If the members voted, based on the narrow view, not to adjourn and also to proceed to elect the 27th Term Exco, Mr Neo could have then proceeded to seek a court order or declaration that that election was invalid on the basis that the votes ought to have been cast in accordance with the wide view. The parties would then have returned to the status quo but with the benefit of the court ruling upon which another general meeting could then have been convened. Instead, Mr Neo took the unilateral steps we have mentioned.

52 In light of the foregoing, we respectfully disagree with the Judge's finding that Mr Neo validly exercised his power of adjournment as the President of the SVTA. On the facts, Mr Neo lacked any valid reason to unilaterally adjourn the May Meeting as he was unable to show that any exceptional circumstances had arisen to warrant the exercise of such a power.

Mr Neo's power to reconvene the May Meeting

53 Having found that Mr Neo failed to validly adjourn the 51st AGM at the May Meeting, this would mean that he could not have validly reconvened it on 6 June 2024. The June Election, conducted at the June Meeting, was thus invalid. This would be dispositive of Mr Neo's appeal against the Judge's

declaration in OA 611. Nevertheless, we make some provisional observations on the Judge's determination that Mr Neo lacked the power to reconvene the 51st AGM at the June Meeting.

54 In *Shackleton on the Law and Practice of Meetings* (Madeleine Cordes *et al*) (Sweet & Maxwell, 16th Ed, 2023), the learned authors observed that although no new notice is generally necessary for the resumption of an adjourned meeting, "where [a] meeting has been adjourned *sine die* [*ie*, indefinitely] … the date and place of the reconvened meeting will need to be advised to members" (at [6-18]). As such, assuming Mr Neo had validly exercised the power to adjourn the May Meeting, it may arguably have been permissible for him to have done so without stipulating the date for reconvening the meeting at that time, as that would have been akin to an adjournment indefinitely. He would need to simply issue a notice advising members of the SVTA on the date and place of the reconvened meeting.

55 On the other hand, there remained another hurdle for Mr Neo to address, even if generally he was entitled to adjourn the May Meeting without stipulating a date on which the 51st AGM would reconvene. According to Art 34 of the Constitution, the power to convene an AGM is vested *solely* in the Honorary Secretary of the SVTA. Indeed, the Judge was of the view that since the power to convene an AGM is "vested in, and only in, the Honorary Secretary of the Association", it would follow that the power to reconvene a validly suspended AGM would be similarly vested (at [78]). Thus, on this basis, only the Honorary Secretary could fix the date to reconvene the 51st AGM subsequently, and not Mr Neo.

56 Ultimately, we do not have to arrive at any definitive conclusion on this issue. As mentioned above (at [53]), it is unnecessary for the determination of

this appeal given our finding that the June Election was invalid since Mr Neo did not validly adjourn the May Meeting.

Costs and observations

57 Before concluding, we make a few observations regarding the approach taken by the parties to this action. As illustrated above (at [24]), up until as late as one week before the hearing of this appeal, the parties maintained an overly narrow focus on the validity of the June Election and the appointment of the June Exco. The failure to address other crucial issues, such as the validity of the May Election, compounded the difficulties for the Judge as well as the parties. In our view, the Judge should have been asked to also decide on the validity of the May Election and the consequences of such a decision. Even though neither party specifically sought such a ruling, this was clearly a point which featured within the Judge's contemplation; when he heard RA 159, the issue regarding the validity of the May Election was raised. The Judge took pains to urge both parties to put *all of the issues* before the court so that they can be resolved in a single set of proceedings without the need for successive litigation. Unfortunately, this was not done.

58 Furthermore, it only became clear as the hearing of the appeal progressed that the SVTA now accepts that the wide view should be adopted and that it is bound by the Judge's "intermediate finding" that the May Meeting was invalid. In light of this acceptance, the parties are in agreement both on the approach to be taken to counting votes in future elections, and on the need to appoint a new Exco for the SVTA's 27th Term. In fact, on the basis that *both* the May Election and the June Election were invalid, this would mean that, pursuant to Art 21(i) of the Constitution (see above at [32]), the 26th Exco remains extant as it has not relinquished its duties and can organise a new

election for the 27th Term. The end result is that Mr Neo was not successful in seeking to affirm his position regarding the adjournment of the May Meeting and the convening of the June Meeting but he was correct about the wide view.

59 It also only became clear during the hearing of the appeal that there were in fact subsequent attempts to conduct a new election. We were informed that, after the Judge's determination of OA 611 on 25 November 2024, but before the Judge issued his grounds of decision on 22 May 2025, 30 members of the SVTA had requisitioned an Extraordinary General Meeting on 15 May 2025, where six resolutions were put to a vote. These resolutions called for, amongst other things, Mr Neo's removal as President and a re-election of the President and Exco for the SVTA's 27th Term. Subsequently, on 13 June 2025, a re-election was conducted in accordance with the wide view, upon which a new President and Exco were elected. Unfortunately, the validity of this latest election is apparently the subject of a separate dispute.

60 It is thus only right, in our judgment, that the parties' respective responsibility for the present state of affairs be borne out in appropriate costs orders. In *Khng Thian Huat and another v Riduan bin Yusof and another* [2005] 1 SLR(R) 130, V K Rajah JC (as he then was) held that "fairness dictated that the appropriate order of costs ought to be determined by reference to the totality of the circumstances, taking into account, in particular, the parties' conduct both prior to and during these proceedings" (at [24]). Similarly, in *Singapore Shooting Association and others v Singapore Rifle Association* [2020] 1 SLR 395, the Court of Appeal held that the appropriate order as to costs would be no order as to the costs of the proceedings *both* on appeal and in the proceedings below. This was because the litigation choices by both parties "reflected appallingly" on both of them (at [183]).

61 It should be clear that the aforementioned series of events reflects that this entire case was not well managed and that the actions by both parties contributed to the ongoing impasse and added to the complications that have arisen. Both parties should thus be made to bear their share of the responsibility for the current state of affairs. As such, we are of the view that each party should bear their own costs, both in the proceedings below and on appeal. As regards the former, this would include both the costs order of $13,000 made in respect of OA 611 and RA 159, as well as the costs of $5,000 ordered in respect of HC/SUM 20/2025.

Conclusion

62 We therefore dismiss the appeal, albeit for reasons which do not entirely coincide with those stated in the GD.

63 On costs, we reverse the orders made below and order that the parties are to bear their own costs and disbursements both of the hearing below and of the appeal. The usual consequential orders are to apply.

Woo Bih Li
Judge of the Appellate Division

Debbie Ong Siew Ling
Judge of the Appellate Division

See Kee Oon
Judge of the Appellate Division

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