

August 1, 2023

PRELIMINARY NOTICE OF ANNUAL GENERAL MEETING¹

Dear Member,

The American Club's (the "Club's") 2023 Annual General Meeting ("AGM") will be held on **Wednesday, November 8, 2023, at 6:30 pm**, at the Club's premises at 10 Claymore Hill, Singapore 229573. An Eligible Voter (or, in place of the Eligible Voter, his or her spouse) who did not cast his or her votes by absentee ballot before the AGM may do so in person at the AGM. The AGM will also be live-streamed online for Members to observe the proceedings if they wish.

The following matters will be considered at the AGM: (1) approval of the Minutes of the Annual General Meeting held on November 9, 2022, (2) receipt of the Annual Report and approval of the accounts for the preceding fiscal year ending June 30, 2023, (3) appointment of Auditors for the ensuing fiscal year ending June 30, 2024, (4) election of General Committee Members, and (5) any other business properly presented before the meeting.

(1) Eligibility to Vote & Voting by Absentee Ballot

Eligible Members who have been admitted into the Club and whose names have been entered into the Register of Members in accordance with Article 14(d) of the Constitution by the date that the List of Eligible Voters is delivered to the Club Secretary pursuant to paragraph 5.1.1 of the Bylaws are eligible to vote at the AGM. The List of Eligible Voters for the AGM will be delivered to the Club Secretary on October 17, 2023.

Pursuant to Articles 20(d) and 20(j) of the Club's Constitution, each Eligible Member or his/her spouse may vote on matters to be considered at the AGM either in-person at the AGM, or in advance of the AGM by absentee ballot. Each Eligible Member is entitled to a single vote on each matter to be considered at the AGM, regardless of the number of persons associated with the Membership who are permitted to use the facilities of the Club in accordance with the Constitution and the Bylaws. Members who are on Absent Status at the time the official notice of the AGM is distributed are not Eligible Members.

Pursuant to Article 20(i) of the Club's Constitution, Eligible Voters may cast their votes by absentee ballot either by submitting a duly completed physical absentee ballot paper form or submitting a duly completed absentee ballot form electronically online. In this regard:

- An email will be sent to all Eligible Members by October 25, 2023, which email will contain a link for Eligible Voters to cast their votes by absentee ballot electronically online. The online absentee ballot voting platform will be open from 12:00 pm SGT on October 25, 2023, to 6:30 pm SGT on November 07, 2023.
- Only Eligible Members who continue to receive a physical paper copy of the official notice of the AGM by mail will receive the physical absentee ballot paper form together with the said notice. Eligible Members who have elected to receive an electronic copy of the official notice will not

¹ Unless otherwise stated herein, capitalized terms used herein are defined in or have the same meaning as used in the Club's Constitution



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receive the physical absentee ballot paper form and may request this at the Club if they wish to cast their vote by submitting a physical absentee ballot paper form instead of electronically online.

- To be valid, an absentee ballot must clearly indicate the Eligible Voter's vote or abstention on each resolution presented. In the case of voting by way of the physical absentee ballot paper form, the duly completed form must be submitted to the Club in the envelope provided, which must bear the signature and membership number of the Eligible Voter, and must be delivered to the Club's Secretary, in care of the office of the General Manager, in-person or by post, not less than twenty-four (24) hours before the date and time the AGM is to be held. In the case of voting by way of electronic submission of the absentee ballot form online, the electronic voting will be carried out in accordance with the "how to vote electronically" instructions accompanying the official notice of the AGM.

(2) General Committee Nominations & Call for Nominating Committee Volunteers

In accordance with Article 19(b) of the Club's Constitution, nominations for the General Committee may be made by the Nominating Committee, and/ or by an Ordinary Member as proposer and twenty-five (25) additional Ordinary Members as seconders. All nominations must be submitted in writing to the Club's Secretary, in care of the office of the General Manager, by no later than **October 13, 2023, 5:00 pm**. Please see **Attachment A – General Committee Candidates** (pages 4-6) for more information.

In connection with the nominations for the General Committee, the Club is seeking volunteers to serve on the Nominating Committee, who will be chosen by lot. If you are interested in volunteering for the Nominating Committee, please refer to **Attachment B – Nominating Committee Volunteers** (pages 7-8) for more information. Please note that pursuant to clause 24.9.2 of the Club's Bylaws, Members who seek to be nominated for the General Committee or who is a relative of a person seeking to be nominated for the General Committee, are not eligible to serve on the Nominating Committee.

If you do not have and require an electronic version of the forms at Attachments A & B, please email agm@amclub.org.sg to request for this.

(3) Proposals for Resolutions for consideration at the AGM & Proposals for Amendments to the Constitution for consideration at the AGM

Pursuant to Article 20(l) of the Club's Constitution, Eligible Members may propose resolutions for consideration at the AGM. Proposed resolutions must be in writing and must bear the signature and membership number of a proposer and seconder, each of whom must be an Eligible Member.

Pursuant to Article 21(b) of the Club's Constitution, Eligible Members may also propose amendments to the Constitution for consideration at the AGM. Proposals must be in writing and bear the membership numbers and signatures of two Eligible Members.

All proposals must be submitted by no later than **September 23, 2023, 5:00 pm**, either (a) in physical paper copy, delivered to the Club's Secretary in care of the office of the General Manager; or (b) in an electronic PDF copy, by email to generalmanager@amclub.org.sg.



In addition to the above-mentioned requirements, please note the requirements of Article 20(l) of the Constitution, which states that “*All proposed resolutions must be in accordance with Robert’s Rules of Order and shall not conflict or contravene with the laws of Singapore, the Constitution, or the Bylaws of the Club*”. Proposed resolutions will be reviewed for compliance with these requirements.

Eligible Members who wish to have their proposed resolutions reviewed by the Rules Committee before the final submission deadline are invited to submit them by September 1, 2023, 5:00 pm. The Rules Committee will endeavor to review all proposed resolutions received by September 1, 2023, within 10 days. Members may elect to consider the Rules Committee’s recommendations (if any) and if Members consider to be necessary, submit a revised proposal (which must also comply with the provisions of Articles 20(l) or 21(b)) before the final submission deadline of **September 23, 2023, 5:00 pm**. Proposed amendments submitted after September 1, 2023, will only be reviewed after the submission deadline and the proposer will not be able to make revisions.

(4) Annual Report (electronic)

In accordance with the Constitution Article 20(f), the electronic form of the Annual Report and Audited Accounts for the fiscal year ending June 30, 2023 (the “E-Report”) will be sent to the email address of the Member as reflected in the Club’s records.

You may update your email address at any time by sending an email to accounts@amclub.org.sg. However, if you would like to receive the E-Report at such updated email address, please inform the Club by sending an email to accounts@amclub.org.sg by no later than **September 1, 2023**.

All Members are welcome and encouraged to attend the AGM. All Eligible Members who are unable to attend the AGM are strongly encouraged to cast their vote by absentee ballot in advance.

The official notice of the AGM will be mailed or emailed (as the case may be, in accordance with the relevant elected mode) to all Eligible Members not less than 14 days prior to the AGM.

If you have any questions, please don’t hesitate to contact us at agm@amclub.org.sg with a copy to generalmanager@amclub.org.sg.

Jennifer Trounson

Secretary
General Committee
The American Club

