



THE COMPANIES ORDINANCE (Chapter 622)

**(Company Limited by Guarantee and
not having a Share Capital)**

**ARTICLES OF ASSOCIATION
OF
INDIAN RECREATION CLUB**

PART A

- A1. The name of the Company is “Indian Recreation Club” (hereinafter called “The Club”).
- A2. The registered office of the Club will be situated in Hong Kong.
- A3. The objects for which the Club is established are:-
- (a) To take over the assets, property, effects, benefits and liabilities of the present unincorporated Club known as “Indian Recreation Club”.
 - (b) To promote the games of Cricket, Tennis, Lawn Bowls and other sports and pastimes, and social intercourse among the residents of Hong Kong irrespective of race, nationality or creed.
 - (c) To continue the upkeep and maintenance of the existing Club House and grounds in Hong Kong, and to erect and provide Club Houses, bungalows, matsheds, or other residences, pavilions, lavatories, kitchens, refreshment rooms, workshops, sheds and other conveniences in connection therewith and to furnish and maintain the same, and to permit the same and the property of the Club to be used by Members and other persons, either gratuitously or for payment.
 - (d) To purchase, hire, make or provide and maintain all kinds of furniture, implements, tools, utensils, plate glass, linen, books, papers, periodicals, stationery, cards, games and other things required or which may be conveniently used in connection with the Club Houses and other premises of the Club (wherever the same may be) by persons frequenting the Club, whether Members of the Club or not.

- (e) To buy, prepare, make, supply, sell and deal in all kinds of equipment used in connection with athletic sports, and all kinds of provisions, wines and spirits, tobacco, mineral waters and refreshments required or used by Members of the Club or other persons frequenting the premises of the Club.
- (f) To purchase, take on lease or in exchange, or otherwise acquire any lands, buildings, easements, rights of common or property, real or personal, which may be requisite for the purpose of or conveniently used in connection with the objects of the Club and to sell, demise, mortgage, give in exchange, or dispose of the same, or any part thereof.
- (g) To hire and employ secretaries, treasurers, auditors, clerks, managers, servants, groundsmen, and to pay them, and to others in return for services rendered to the Club, honorarium, salaries, wages, allowances, gratuities and pensions.
- (h) To lend or hire out for public use its grounds, Club Houses, and other premises of the Club (wherever the same may be) either gratuitously or for payment.
- (i) To promote and hold, either alone or jointly with any other associations, club or person athletic sports and meetings, competitions and matches, and to offer, give or contribute towards prizes, medals and awards, and to promote, give or support dinners, balls, dances, concerts and other entertainments.
- (j) To establish, promote, or assists in establishing or promoting, and to subscribe to or become a member of any other association or club whose objects are similar, or in part similar, to the objects of the Club, or the establishment or promotion of which may be beneficial to this Club provided always that such association or club shall prohibit the distribution of its income and property amongst its members to an extent at least as imposed on the Club under or by virtue of Article A4 hereof.
- (k) To invest and deal with the moneys of the Club not immediately required upon such securities, and in such prudent and reasonable manner as may from time to time be determined.
- (l) To borrow or raise, and give security for money by the issue of or upon all or any part of the property of the Club.
- (m) To accept subscriptions, donations and endowments and to make drives for funds as are permitted by Government for the carrying out or advancement of the objects of the Club.
- (n) To make representations to Government or any other authority for land or lease, of any land or property and to obtain any privileges or concessions and to enter into any agreement with Government or such authority for the promotion of the objects of the Club.
- (o) To establish and maintain a “Staff Gratuity Plan” with funds to be contributed by the Club for payment of gratuity to servants of the Club on retirement from

active service, provided that such plan may be revoked as may be determined by the Club.

- (p) To do all such other lawful things as are incidental or conducive to the attainment and furtherance of the above objects.

Provided that:-

- (i) In case the Club shall take or hold any property which may be subject to any trusts, the Club will only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The objects of the Club shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
- (iii) The powers set forth in the Seventh Schedule of the predecessor Ordinance (as defined in section 2(1) of the Companies Ordinance, Chapter 622 of the Laws of Hong Kong) are hereby excluded.

- A4. (1) The income and property of the Club shall be applied solely towards the promotion of the objects as set out in these articles.
- (2) Subject to sub-article (3) below, none of the income or property of the Club may be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever to any member of the Club.
- (3) The requirement under sub-article (2) above does not prevent the payment by the Club:
- (a) of reasonable and proper remuneration to a member of the Club for any goods or services supplied by him or her to the Club;
 - (b) of reimbursement to a member of the Club for out-of-pocket expenses properly incurred by him or her for the Club;
 - (c) of interest on money lent by a member of the Club to the Club at a reasonable and proper rate which must not exceed 2% per annum above the prime rate prescribed for the time being by The Hongkong and Shanghai Banking Corporation Limited for Hong Kong dollars Loans;
 - (d) of rent to a member of the Club for premises let by him or her to the Club: Provided that amount of the rent and the other terms of the lease must be reasonable and proper; and such member must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion; and
 - (e) of remuneration or other benefit in money or money's worth to a body corporate in which a member of the Club is interested solely by virtue of being a member of that body corporate by holding not more than one-

hundredth part of its capital or controlling not more than a one-hundredth part of its votes.

- A5. No addition, alteration or amendment shall be made to or in these Articles of Association for the time being in force, unless such addition, alteration or amendment has been previously submitted to and approved by the Registrar of Companies in writing or its made under a direction given under section 104(2)(b) or 105 of the Companies Ordinance (Cap.622).
- A6. Articles A4 and A5 contain conditions on which a licence was granted by the Registrar of Companies to the Club in pursuance of Section 21 of the former Companies Ordinance and pursuant to section 5 of Schedule 11 to the Companies Ordinance (Cap.622), such licence is regarded as a licence granted under section 103 for the purposes of the said Ordinance.
- A7. The liability of the Members is limited.
- A8. Every Member of the Club undertakes to contribute to the assets of the Club in the event of the same being wound up while he is a Member, or within one year after he ceases to be a Member, for the payment of the debts and liabilities of the Club before he ceases to be a Member, and the costs and expenses of winding up and for the adjustment of the rights of the contributors among themselves, such amount as may be required not exceeding ten dollars.
- A9. If upon the winding up or dissolution of the Club there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed, among the Members thereof, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Club, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Club under any by virtue or Article A4 and this article hereof, such institutions or institutions to be determined by the Members of the Club at or before the time of dissolution, and in default thereof by a Judge of the High Court of the Hong Kong Special Administrative Region having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to the aforesaid provision then to some charitable objects.
- A10. Sufficient accounting records shall be kept of the sums of money received and expended by the Club, and the matter in respect of which such receipt and expenditure take place, and of the property, credits and liabilities of the Club; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Club for the time being, shall be open to the inspection of the Senior Members. Once at least in every financial year, the accounts of the Club shall be examined and the correctness of the financial statements ascertained by one of more properly qualified auditor or auditors.

- A11. The Club shall not form a subsidiary or hold a controlling interest in another body corporate, unless the formation of such a subsidiary or the holding of such a controlling interest has previously been approved by the Registrar of Companies in writing.

PART B

1. In these Articles, unless there is anything in the subject or context inconsistent therewith:-

‘Accounts’ means the financial statements (including the statement of financial position and the statement of comprehensive income) of the Club referred to in Article 26.

‘Annual General Meeting’ means the yearly General Meeting of the Members of the Club.

‘Articles’ means these articles of association as amended from time to time.

‘Bye-laws’ means the bye-laws, rules and other regulations approved and promulgated by the General Committee in accordance with the Articles.

‘Club’ means the Company registered as the Indian Recreation Club.

‘Committee’ means the General Committee of the Club for the time being.

‘Committee Member’ means any member of the Committee for the time being and every such member shall be deemed to be the ‘director’ of the Club for the purposes of the Ordinance.

‘Extraordinary General Meeting’ means a General Meeting of the Members of the Club specially convened as an Extraordinary General Meeting under these Articles.

‘General Meeting’ means a General Meeting of the Members of the Club whether Annual or Extraordinary.

‘Hong Kong’ means the Hong Kong Special Administrative Region.

‘In Writing’ means written or produced by any substitute for writing in a legible form, including photocopies, printing, facsimile, email or other visual representations, or partly written and partly so produced.

‘Life Member’ means a member elected as a life member of the Club pursuant to Article 59.

‘Officers’ means the President, the Vice President, the Secretary and the Treasurer of the Club for the time being.

‘Ordinance’ means the Companies Ordinance, Chapter 622, including the related subsidiary legislation.

‘Office’ means the registered office of the Club for the time being.

‘Report’ means those reports of the Club referred to in Article 26.

‘Secretary’ means the Honorary Secretary of the Club for the time being and the person holding such office shall be deemed to be the ‘company secretary’ of the Club for the purposes of the Ordinance.

‘Special Resolution’ means a special resolution of the Club passed in accordance with Sections 562 and 564 of the Ordinance.

‘Sub-Committee’ means any sub-committee appointed by the Committee under Article 12.

‘Senior Member’ include Life Members.

‘The reporting documents’ means the reporting documents for a financial year as referred to in section 357(2) of the Ordinance.

‘Treasurer’ means the Honorary Treasurer of the Club for the time being.

‘Indian’ means any person of Indian origin or descent notwithstanding any subsequent change of nationality.

‘Malay’ means any person of Malay origin or descent notwithstanding any subsequent change of nationality.

‘Pakistani’ means any person of Pakistani origin or descent notwithstanding any subsequent change of nationality.

‘Member’ includes all categories of members of the Club set out in Article 32.

Words importing the singular number include the plural number, and words importing the plural number include the singular number.

Words importing the masculine gender include the feminine gender.

The Articles of Association and the Bye-laws of the Club shall together form the Rules of the Club.

2. The number of Members shall be fixed by the Club from time to time and the said number of Members may be altered by a resolution of a General Meeting.
3. The Club is established for the objects expressed in Part A of the Articles of Association.

Management

4. The Officers of the Club shall be the President, the Vice President, the Secretary and the Treasurer. They shall be proposed and seconded from and among the Senior Members and be elected by the Members at each Annual General Meeting. Subject to Article 4.1, they shall hold office until the next Annual General Meeting when they shall retire, but shall be eligible for re-election from year to year.
- 4.1 The President shall not be eligible for re-election as President after four consecutive terms, but he may be re-elected to that office after a lapse of one year. The out-going President shall be eligible for election to any one of the other posts in the General Committee.
5. A firm of accountants in Hong Kong may be appointed at an Annual General Meeting to act as Treasurers of the Club provided that the firm of accountants shall not receive any remuneration or other benefit in money or money's worth from the Club. In the event of such an appointment, any representative of such firm who is also a Senior Member of the Club and is deputed by the firm to attend a meeting or meetings of the Committee shall be deemed to be a Committee Member at such meeting or meetings.
6. The management of the affairs of the Club shall be vested in the Committee.
7. (a) The Committee Members shall be fifteen in number and shall consist of the Officers, a Bar Convenor, a House Convenor, a Grounds Convenor, a Cricket Convenor, a Tennis Convenor, a Lawn Bowls Convenor, a Badminton Convenor, a Hockey Convenor, a Social Convenor and two other Senior Members to be elected at each Annual General Meeting by the Members from the Senior Members to be elected at each Annual General Meeting by the Members from the Senior Members present. A Senior Member who is not present at the Annual General Meeting shall only be eligible for election if he has given his consent in Writing to stand for election. Any vacancy on the Committee occurring during the year shall be filled by co-option by the Committee of another Senior Member provided that the Senior Member so co-opted by the Committee shall hold the office up to the date of the next Annual General Meeting and will then be eligible for re-election.

(b) The first Committee consists of Mr. O. Sadick, President; Mr. M. B. Hassan, Vice President; Mr. M. S. F. Din, the Secretary; Mr. K. M. Hassan, the Treasurer; Mr. E. Yusuf, Bar Convenor; Mr. C. F. Ebrahim, Cricket Convenor; Mr. S. A. K. Bux, Tennis Convenor; Mr. S. Bucks, Lawn Bowls Convenor; Mr. A. Ulla, Badminton Convenor; Mr. H. Barma, Billiards Convenor; Mr. A. D. Karamdin, Hockey Convenor; Mr. A. B. Moosdeen, Social Convenor; Mr. A. R. Karamdin, Mr. S. Yusuf and Mr. M. A. Wahab, Committee Members.

(c) The office of any Committee Member shall be vacated:
 - (i) if the Committee Member fails to attend three consecutive meetings of the Committee without a valid reason or misbehaves at a meeting of the Committee, or

- (ii) if the Committee Member becomes bankrupt or makes any composition or arrangement with his creditors, or
 - (iii) if the Committee Member becomes of unsound mind, or
 - (iv) if the Committee Member resigns his office by notice In Writing to the Club given in accordance with section 464(5) of the Ordinance, or
 - (v) if the Committee Member ceases to be a Member of the Club.
8. The Convenors of Bar, House, Grounds, Cricket, Tennis, Lawn Bowls, Badminton, Hockey and Social (or such other branch of the Club's activities as the Committee may decide) shall be elected at each Annual General Meeting directly after the election of the Officers, and before the election of the remaining Committee Members.
 9. At all meetings of the Committee, seven Committee Members shall form a quorum and in the event of an equality in votes the Chairman shall have a casting vote.
 10. On the written requisition of any three Committee Members or such requisition by Members representing at least 5% of the total voting rights of all the Members having a right to vote at General Meetings, the Secretary shall call a special meeting of the Committee.
 11. The President or in his absence, the Vice President, shall take the chair at all meetings of the Committee, and in their absence, the other Committee Members may appoint one of their number to act as Chairman.
 12. The Committee may appoint Sub-Committee for such purpose as may be deemed advisable. Any such Sub-Committee shall consist of at least two Senior Members of the Club. Members of such Sub-Committees must be the Members of the Club.
 13. The Officers of the Club shall be ex-officio members of all such Sub-Committees.
 14. Any Sub-Committee so formed shall conform to all the regulations that may from time to time be made by the Committee for its administration.
 15. Subject to the control of the Committee or to its review, the decisions of any Sub-Committee shall be final in all matters coming within its administration.
 16. The business of the Club shall be managed by the Committee. The Committee shall exercise all such powers and do all such things as may be exercised or done by the Club save such as are, by these Articles or by any Ordinance in force in Hong Kong, required to be exercised or done by the Club in any General Meeting, subject nevertheless to any regulations of these Articles, to the provisions of the Ordinance and to such regulations or provisions, as may be prescribed by the Club in General Meetings; but no regulations made by the Club in General Meetings shall invalidate any prior act of the Committee which would have been valid if such regulations had not been made.
 17. The Committee shall have power to appoint and remove all servants of the Club (not

being the members of the Committee) and to fix the amount of their remuneration; also to purchase all necessary gear, furniture, refreshments, etc. and incur other expenditure for the requirements of the Club.

18. The Committee shall have power from time to time to make, alter and rescind all such Bye-laws as it may deem necessary or convenient for the proper conduct and management of the Club, and in particular, though not exclusively they may by such Bye-laws regulate:-
- (a) The hours of the opening and closing of the Club House or other premises belonging to the Club or any part thereof;
 - (b) The charges to be paid for participation in any games or functions of the Club and for the use or supply of any of the property of the Club;
 - (c) The rules to be observed by Members and visitors;
 - (d) The admission of visitors to the premises and benefits of the Club;
 - (e) The prohibition of particular games in the Club premises entirely or at any particular times;
 - (f) The conduct of Members and visitors of the Club in relation to one another and to the Club servants;
 - (g) The setting aside of any part or the whole of the Club premises and grounds for any particular purpose;
 - (h) The imposition of penalties for the breach of any Bye-laws or any Articles of Association of the Club;
 - (i) The election and expulsion of Members; and
 - (j) Generally all such other matters as are commonly the subject matter of Club rules;

Provided always that no Bye-laws shall be inconsistent with or shall affect or repeal anything contained in these Articles, and that any Bye-laws may be set aside or modified by a Special Resolution of a General Meeting.

19. The Committee shall have power to revise from time to time the entrance fees and/or subscriptions payable by all Members, by such amount and on such terms as it shall in its discretion think fit; provided always that such fees shall be approved in General Meeting.
20. The Committee shall have power to levy on each Member for a particular project or renovation of the Club as the Committee may from time to time determine a sum not exceeding one year's subscription, provided always that the Committee shall first give to the Members 30 days' notice of its intention to do so.
21. The Committee shall adopt such means as it deems sufficient to bring to the notice of

all Members all such Bye-laws, amendments or repeals. All such Bye-laws, so long as they are in force, shall be binding upon all Members, and unless otherwise stated shall become effective from the date of the notice.

22. (a) The Committee must keep accounting records that:-
 - (i) comply with Subdivision 2 of Division 4 of Part 9 of the Ordinance, and;
 - (ii) enable the Directors to prepare financial statements for each financial year in accordance with Subdivision 3 of Division 4 of Part 9 of the Ordinance.

(b) The accounting reference date of the Club shall be 31st day of December in each year and the statement of financial position of the Club shall be signed by the President or the Vice President, and the Treasurer and two Committee Members. The auditors' report shall be attached to the financial statements for each financial year.
23. The accounting records shall be kept at the Office of the Club, or, subject to the provisions of the Ordinance, at such other place or places as the Committee thinks fit, and shall always be open to the inspection of the Committee Members.
24. The Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records of the Club or any of them shall be open to the inspection of Members not being Committee Members, and no Member (not being a Committee Member) shall have any right of inspecting any of the accounting records or document of the Club except as conferred by statute or authorized by the Committee or by the Club in General Meeting.
25. The Committee shall from time to time in accordance with the applicable statutory requirements, cause to be prepared and to be laid before the Club in Annual General Meeting such reporting documents as are required by the Ordinance.
26. A copy of the reporting documents which is to be laid before the Club in Annual General Meeting shall not less than 21 days before the date of the meeting be sent to every Member of the Club provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Club is not aware.
27. The Committee shall cause minutes to be made in books provided for the purpose:-
 - (a) of all appointments of the Officers;
 - (b) of the names of the Committee Members present at each meeting of the Committee and of the names of the Members present at each meeting of Sub-Committees;
 - (c) of all resolutions and proceedings at all meetings of the Club, and of the Committee and of Sub-Committees,

and every Committee Member present at any meeting of the Committee and every Member present at any meeting of Sub-Committees shall sign his name in a book to be

kept for that purpose.

28. If at any time the Club in General Meeting shall pass a resolution authorizing the Committee to borrow money for the purposes of the Club, the Committee shall be empowered to raise such sums of money at any one time or from time to time at such rate of interest and in such form and manner and upon such security as shall be specified in such resolution, and thereupon the Committee shall, in manner provided by Article 31 hereof or in such other manner as circumstances may require or as the Committee shall think fit, make all such dispositions of the Club property or any part thereof and enter into such agreements in relation thereto as the Committee may deem proper for giving security for such loans and interest. All Members of the Club, whether voting on such resolution or not, and all persons becoming Members of the Club after the passing of such resolution and all others who may by virtue of these Articles be entitled to the privileges and to the use of the property of the Club, shall be deemed to have assented to the same as if they have voted in favour of such resolution and shall be bound thereby.
29. The Treasurer shall receive all entrance fees, subscriptions, amount due on bills and all other moneys coming to the Club. His receipt shall be the only valid discharge and he shall pay into a bank, to be named by the Committee, all moneys received by him.
30. All cheques shall be signed jointly by any two of the Treasurer, Secretary, President and Vice President of the Club.
31. The Secretary shall cause the seal of the Club to be kept, and he shall affix the seal, with the authority of the Committee and in the presence of at least two Committee Members, to all instruments requiring to be sealed, and all such instruments shall be signed by the two Committee Members present and by the Secretary.

Membership

32. The membership of the Club shall comprise:-
 - (a) Life Members
 - (b) Senior Members
 - (c) Ordinary Members
 - (d) Subscriber Members
 - (e) Lady Members
 - (f) Lady Subscriber Members
 - (g) Student Members
 - (h) Student Subscriber Members
 - (i) Family Members
 - (j) Sports Members
 - (k) Junior Sports Members
 - (l) Honorary Members
 - (m) Visiting Members
33. Admission of Members shall be in the hands of the Committee. Applications for

Membership must be made in writing signed by the candidate and by his proposer and seconder and shall be on the form which the General Committee shall determine. The Proposer and the Secunder must be a Senior Member. On election the applicant shall pay an entrance fee and advance subscriptions as the Club in General Meeting shall from time to time prescribe.

34. The subscriptions for all categories of Members shall be as the Club in General Meetings shall from time to time prescribe.

Senior Members

35. All Members who are on the list of Voting Members on the date of incorporation of the Club shall be Senior Members.

(a) An Ordinary Member who has been a Member for 5 continuous years next preceding the date of his application shall be eligible to apply to become a Senior Member.

(b) Any Ordinary Member regardless of the number of years he has been a Member shall be eligible to be elected a Senior Member in a General Meeting provided that the election of such Member shall have been proposed by the Committee for the time being. Provided always that in any one year the number of such Members proposed and elected under this paragraph shall not exceed the number of Members elected as Senior Members under paragraph (a) hereof.

Ordinary Members

36. Any male person of Indian, Pakistani or Malay origin or descent of 18 years of age or over shall be eligible to become an Ordinary Member upon election.

Subscriber Members

37. Any male person of other than Indian, Pakistani or Malay origin or descent shall be eligible to become a Subscriber Member upon election.

Lady Members

38. Any female person of Indian, Pakistani or Malay origin or descent of 18 years of age or over, upon election, shall be eligible to become a Lady Member.

(a) A Lady Member who has been a Member for 5 continuous years next preceding the date of her application shall be eligible to apply to become a Senior Member.

(b) Any Lady Member regardless of the number of years she has been a Member shall

be eligible to be elected a Senior Member in a General Meeting provided that the election of such Member shall have been proposed by the Committee for the time being. Provided always that in any one year the number of such Members proposed and elected under this paragraph shall not exceed the number of Members elected as Senior Members under paragraph (a) hereof.

Lady Subscriber Members

39. Any female person of other than Indian, Pakistani or Malay origin or descent, upon election, shall be eligible to become a Lady Subscriber Member.

Student Members

40. (a) Any full time student of Indian, Pakistani or Malay origin or descent of either sex shall, upon election, be eligible to become a Student Member. Student Members shall be eligible to represent the Club in all competitive games or spots. A Student Member shall be required to pay (in addition to the entrance fee) the monthly subscriptions. Student Members shall automatically become Ordinary Members or Lady Members (as the case may be) on attaining 18 years or age, or as soon as they cease being a student whichever is earlier.

Student Subscriber Members

- (b) Any student under the age of 18 whose parents are or have become Subscriber Member and/or Lady Subscriber Member shall be eligible to become a Student Subscriber member upon payment of entrance fee. Such Student Subscriber Member shall automatically become a Subscriber Member or Lady Subscriber Member on attaining 18 years of age or as soon as he or she ceases being a student whichever is earlier.

Family Members

41. (a) Any Member (other than a Student Member, a Student Subscriber Member or Junior Sports Member) may make application to the Committee for admission for his family members to Family Membership of the Club.
- (b) Upon the approval of the Committee (which approval shall in the any event be at the sole and absolute discretion of the Committee), all or such family members of the Member may be admitted to Family Membership of the Club. Such applicant for Family Membership will have to pay 150% of the prevailing Membership Fee covering the spouse and 2 children under the age of 18 but he need not pay their entrance fees.
- (c) Upon payment of such monthly fee family members of the Members who have

been admitted to Family Membership may use and enjoy the facilities of the Club which such Member is entitled to use and enjoy, including representing the Club in sports. Nevertheless, save the right to use and enjoy the Club's facilities as aforesaid, the family members of such Member are however not Members by themselves and are not entitled to any voting right at any meeting of the Club.

- (d) For the purpose of Article 41, family members of a Member shall only be limited to lawful spouse and children of the Member and provided always that the total number of family members of any Member admissible to Family Membership shall not exceed 4 persons, i.e. the Member himself, his spouse and his 2 children under the age of 18 years.
- (e) The child of any Member having been admitted to Family Membership shall forthwith cease to be a Family Member upon his attaining the age of 18 years provided that he shall be eligible to be admitted to another appropriate category of Membership upon payment of the prevailing entrance fee of that category at that time.
- (f) Each Member shall be fully responsible, and indemnify and hold harmless the Club, for all acts and omissions of his family members who have been admitted to Family Membership.

Sports Members

- 42. (a) Sports membership may be offered to a sports person capable of playing at a high team level and recommended by the respective Sport Convenor for the purposes of participating in the sport on behalf of the Club.
- (b) Persons admitted as a Sports Member will pay an Entrance Fee of 50% of the rate for Subscriber Member and a monthly Subscription at the full rate for Subscriber Member, including any levy imposed by the General Committee from time to time.
- (c) Persons admitted as a Sports Member will be required to sign a Commitment Pledge to play for the Club, if selected, for a period of not less than three consecutive years.
- (d) A Sports Member shall have no voting rights whilst being a Sports Member.
- (e) The Sports Member may, by payment of the balance 50% of the original entrance fee, apply for transfer to Full Member at any time wherein the terms and conditions of Sports Member will no longer apply.
- (f) The performance and commitment of the Sports Member to participating in the sports on behalf of the Club will be reviewed by the Sports Convenor and reported to the General Committee at six-monthly intervals.

Junior Sports Members

- 43. (a) Junior sports membership may be offered to those aged between 13 to 28, who

excel in one of the sports of tennis, badminton and lawn bowls and who undertake to represent the Club in league competitions for a continuous period of no less than 3 years.

(b) A Junior Sports Member shall have no voting rights.

(c) A Junior Sports Member, upon reaching 28 years of age shall cease to be a Junior Sports Member, but may then become Full Member upon conditions prescribed from time to time by the General Committee.

44. Any Member, except Junior Sports Member, who has attained 18 years of age shall be entitled to attend and, subject to Articles 79(76) and 81(78), vote at all General Meetings.
45. A Member changing his business and/or residential address shall give due notice In Writing to the Secretary and shall furnish him with an address to which notices and letters may be sent. All notices and letters sent by post or otherwise to the last known address shall be considered as duly received by the Members.
46. The application for membership of the Club, duly completed, shall after payment of the entrance fee and 3 months' subscriptions in advance be posted on the Club Notice Board for at least fourteen days.
47. Upon the expiry of the said fourteen-day period, such application shall be tabled at the next meeting of the Committee. If there is no objection raised by any Committee Member during the meeting, the Candidate is deemed to be elected. If there is any objection raised by any Committee Member during such meeting, the application shall be determined by the Committee by casting of votes. The Candidate shall be elected by a majority of the Committee Members present and voting.
48. A Candidate shall be entitled to avail himself of the use of the Club House, grounds, and gear, and to obtain refreshments upon payment during the time his application is being processed, but the Proposer and the Secunder shall be jointly and severally liable for all sums due to the Club prior and up to the day of his election being declared.
49. A Candidate proposed and not elected may not be proposed again until the expiration of three months, nor shall he make use of the Club House, property or grounds.
50. On the election of a Member the fact shall be notified to him In Writing and a copy of the Articles of Association and the Bye-laws of the Club with a statement of this Account shall be forwarded to him as soon as possible.
51. In the event of the non-election of a Candidate, notice In Writing shall be sent to such Candidate and the Proposer and the Secunder as soon as possible.

Election

52. The subscription of a newly elected Member shall commence from the month in which he applies for membership of the Club.

53. If at any time after the election of a Member, a majority of the Committee shall be of the opinion that he has been elected under any mis-representation made by him or the Proposer or the Secunder or if any material information has been withheld, the Committee shall after enquiry, and notice to the person so elected, have power to erase his name from the list of Members and shall notify him that he has ceased to be a Member.
54. (a) A Member whose name has been erased from the list of Members pursuant to Article 53(51) may within 21 days from the date of such removal lodge an appeal In Writing to the Committee.
- (b) The Committee shall within 14 days after its receipt of the appeal set up an ad hoc appeal panel consisting of 3 Senior Members not being Committees to hear the appeal.
- (c) The appeal panel shall notify the appellant In Writing the date, time and venue of the hearing of the appeal.
- (d) The appellant and the Committee shall be allowed to make representations to the appeal panel at the hearing of the appeal.
- (e) If the appellant shall fail to attend the hearing of the appeal at the designated date, time and venue, the appeal panel shall be entitled to make such decision or directions as the appeal panel shall deem fit.
- (f) If the appeal panel cannot reach a unanimous decision, the majority decision of the appeal panel shall be the decision of the appeal panel.
- (g) Subject to sub-Article (h) herein below, the decision of the appeal panel shall be final and conclusive.
- (h) The appellant may appeal against the decision of the appeal panel to the Members in general meeting by requisitioning an Extraordinary General Meeting, within 21 days from the date of the appeal panel making the decision against which the appeal is lodged, in such manner as prescribed in Article 78. The decision of the appeal panel shall continue to hold good unless and until the appeal panel's decision is overturned by the Members at the said Extraordinary General Meeting.
55. A Member desiring to resign from the membership of the Club shall inform the Secretary In Writing to that effect.
56. The rights and privileges of a Member shall be personal to himself and not transferable by his own act or by the operation of law, and shall cease upon his death, or upon his ceasing to be a Member under the provisions of these Articles.
57. Any person who ceases to be a Member, shall, nevertheless, remain liable to pay to the Club all moneys which at the time of his ceasing to be a Member were due from him to the Club.

Absent Members

58. Any Member who leaves Hong Kong for a continuous period of not less than 3 months shall be deemed to be an Absent Member and the following provisions shall apply:-
- (a) Before the Absent Member actually leaves Hong Kong, he must give notice In Writing to the Secretary of his intended dates of leaving with a proof and returning to Hong Kong, whereupon he is entitled to have his name put on the list of Absent Members and, subject to the provisions in this Article 58, shall not be liable to pay any subscription during the period of his absence.
 - (b) If the intended period of absence shall exceed 12 months, the Absent Member must, simultaneously when he gives the said notice to the Secretary, pay to the Club in advance a one-off fee to be decided by the Committee. An Absent Member's name is moved to the Absent Members List provided he had not been in default in any way.
 - (c) Subject to (d) below, an Absent Member must within 14 days from the date of returning to Hong Kong give notice of the same In Writing to the Secretary to re-activate his membership. If the Absent Member shall fail to give such notice within the said 14-day period, he may be liable to be struck off from the list of Members.
 - (d) An Absent Member returning to Hong Kong for a short stay of not exceeding 14 days shall be entitled to use the Club for a period of not exceeding 14 days whilst continuing to be an Absent Member, provided that he has given prior notice In Writing of the same to the Secretary and subject always to such conditions that the Committee may in its absolute discretion deem fit to impose. In the case that such stay is more than 14 days and up to 2 months, the Absent Member shall be entitled to use the Club upon payment of the normal subscription to the Club.
 - (e) Notwithstanding any provision in (a) above, any Absent Member who leaves Hong Kong after the first 10 days or return to Hong Kong before the last 10 days of any month shall be liable to pay the subscription for that month.
 - (f) The Committee has the absolute discretion to withhold the exemption from payment of subscription in respect of any Absent Member who has requested to place his name on the list of Absent Members if such Absent Member is liable to pay the Club for whatever amount in whatsoever nature.
 - (g) Upon the Absent Member's returning to Hong Kong and his payment of the prevailing monthly subscription (together with all amounts due from him to the Club, if any), the membership of the Absent Member shall be re-activated forthwith, in which event he shall be entitled to all the rights and privileges of a Member under his membership.
 - (h) The period of absence from Hong Kong of an Ordinary Member shall be disregarded for the purpose of reckoning his eligibility to apply to become a Senior Member under Article 35(a).

Life Members

59. On recommendation and subject to the approval of the Committee a Senior Member who has made exceptional contribution to the Club or a Member who has paid a lump sum of a subscription fee for 15 years may be elected a Life Member at any General Meeting or Extraordinary General Meeting of the Club and shall thereafter be entitled to all the privileges of the Club without paying the monthly subscription and the game fees.
60. A Senior Member may become a Life Member upon payment of a sum to be decided by the Committee subject to the provisions of Article 59.

Honorary Members

61. The Committee shall have power to invite any person to make use of the Club as an Honorary Member without payment of any entrance fee or any monthly subscription for a period not exceeding one year. Such Honorary Member shall be entitled to all the benefits and privileges of membership of the Club except that he shall not be qualified to be an Officer or a Committee Member or to vote upon any question at any meeting of the Club, nor shall he have any voice in the management of the Club.

Visiting Members

62. A person temporarily visiting Hong Kong may be admitted to the Club as a Visiting Member on the proposal of a Senior Member, seconded by another Senior Member for a period not exceeding two months in any twelve months on a payment of a monthly subscription to be decided by the Committee payable in advance. The propose and seconded shall jointly and severally be responsible for all liabilities to the Club incurred by such Visiting Member.
63. The Committee may in their discretion at any time withdraw the privileges accorded to a Visiting Member.

Guest of Members

64. A same guest shall not be introduced more than twice a month or 8 times in one year and shall be accompanied by the Member introducing such guest who shall register his guest on the Guest Book provided for that purpose.
65. The foregoing Article relating to Guest shall not apply to any person taking part in theatricals, concerts, matches or other entertainments of the Club or to any one invited to such entertainments by the Committee.

Defaulters

66. Monthly subscriptions, bar and other accounts due to the Club including payments due under Article 20 from Members shall be paid on or before the due date specified in the Debit Note.
67. Any Member infringing Article 66 aforesaid shall be notified by the Secretary or the Treasurer by letter stating the amount due, and in the event of non-payment within two weeks, such Member's name may be posted on the Club Notice Board. If at the expiration of one month of such posting the amount due still remains unpaid, such person's name shall be struck off from the list of Members and thereupon he shall cease to be a Member of the Club.
68. Members in default who names have been posted under Article 67 shall lose their rights to the amenities of the Club and the right to vote at any meeting of the Club (if so privileged) until all claims by the Club have been met.
69. The Committee may, at its discretion, re-instate any Member under Article 67 hereof upon payment of all claims due to the Club and on such conditions as the Committee may impose.
- 69A. The Committee may require a Member, if he has been posted more than once under the provisions of the foregoing Article or for any other reason the Committee considers fit, to furnish a permanent deposit of such amount as it may require.

Misconduct

70. If any Member shall refuse or neglect to comply with the provisions of the Articles and Bye-laws of the Club, or in case his conduct or behavior (whether inside or outside the Club Premises) shall in the opinion of the Committee be injurious or detrimental to the character reputation unbecoming of a Member in the interest of the Club, the Committee shall hold an inquiry and if the Committee should rule against the offending Member, the Committee shall recommend:
 - (a) expel the Member; or
 - (b) suspend the Member from the use of the Club Premises and its facilities and from all or any of the privileges of membership for a period not exceeding 18 months during which period the Member is to continue to pay his subscription; or
 - (c) take such other action in respect of the Member as it sees fit including imposing a fine and/or issuing a warning concerning the Member's future conduct or behavior.

If a Member is invited to resign fails to submit such resignation within two weeks of the dispatch of such invitation, the Committee shall remove the name of the Member from the list of Members and thereafter the individual shall not be entitled to use the Club.

Any Member whose name has been removed from the list of Members for breach of the provisions in these Articles or of the Club's rules or Bye-laws shall under no

circumstances be brought into the Club.

A Member who has been suspended will not be eligible for election onto the Committee for a period of 2 years preceding the date of the end of suspension period.

A Member whose name has been removed from the list of Members or who has been suspended pursuant to this Article may within 21 days from the date of such removal or suspension, as the case may be, lodge an appeal In Writing to the Committee. The provisions in Article 54(b)-(h) shall apply to an appeal under this Article.

71. Any Member, who is adjudicated a bankrupt, or who compounds with his creditors under any provisions of any Ordinance relating to bankruptcy, or is the subject or citizen of any enemy State or who shall be imprisoned for a criminal offence or shall be dismissed from the public service with disgrace, shall, *ipso facto*, cease to be a Member, but it shall be lawful for the Committee on the written application of any such person, after due enquiry, to restore his membership of the Club; and on re-admission such person shall not be called upon to pay an application and entrance fee.

Meetings

72. (a) The first General Meeting shall be held at such time not less than a month or more than three months after the incorporation of the Club, and at such place as the Committee may determine.
- (b) Subject to section 107 of Schedule 11 to and sections 611, 612 and 613 of the Ordinance, the Club must, in respect of each financial year of the club, hold a General Meeting as its Annual General Meeting in accordance with section 610 of the Ordinance and such a meeting shall be held not later than the 31st day of March in every year to receive and adopt the reporting documents in respect of the preceding financial year; to elect Officers, the Committee Members and auditors for the ensuing year; and to transact any other business provided at least 21 days' notice of the intention to raise a particular matter under any other business has been given In Writing to the Secretary before the date of the Annual General Meeting. In default of a General Meeting so held a General Meeting may be convened by Members in the same manner as nearly possible as that in which the General Meetings are to be convened by the Committee. Except the Annual General Meeting, all other General Meetings shall be called 'Extraordinary General Meetings'.
- (c) All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the reporting documents, the election of Committee Members in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors.
73. The President shall take the chair at every General Meeting of the Club, or if he shall not be present within fifteen minutes after the time appointed or has notified his intention not to be present then the Vice President shall take the chair. Failing these two, the Senior Members present shall choose a Committee Member as Chairman and

if no such Committee Member be present or if all present decline to take the chair, then the Senior Members shall choose one of their own number to preside as Chairman.

74. At Annual General Meeting and a meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at the least, and a meeting of the Club other than an Annual General Meeting or a meeting for the passing of a special resolution shall be called by 14 days' notice In Writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Club in general meeting, to such persons as are, under the Articles of the Club, entitled to receive such notices from the Club:

Provided that a meeting of the Club shall, notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:-

- (a) in the case of a meeting called as the Annual General Meeting, by all the Members entitled to attend and vote at the meeting; and
- (b) in the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than 95 percent of the total voting rights of all the Members entitled to attend and vote at that meeting.

The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

75. Nominations for election to the General Committee shall be made in writing on the form prescribed by the General Committee to reach the Secretary at least ten days before the published date of the Annual General Meeting.

Nomination shall carry:

- (a) the signature of the proposer and seconder, both of whom shall be Senior Members;
 - (b) the post for which the nomination is made; and
 - (c) the signature of the nominee confirming his agreement to serve on the General Committee, if elected.
- 75A. If no nominations are received or if the nominations received within the time prescribed in Article 75 are insufficient to fill the vacancies, the chairman of the meeting shall call for nominations for such vacancy or vacancies from the Senior Members present at such meeting.

76. Twenty Voting Members shall form a quorum at all General Meetings. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business and continues to be present until the conclusion of the meeting. If within half an hour from the appointed time for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Members present shall be a quorum.
77. The Committee may convene Extraordinary General Meeting specifying in the notice the object or objects for which the Extraordinary General Meeting is called and no business other than that of which notice has been so given shall be brought forward at such Extraordinary General Meeting.
78. The Committee may call an Extraordinary General Meeting, under the conditions as stated in Article 77 but if at any time there are not within Hong Kong sufficient Committee Members capable of acting to form a quorum, any Committee Member or any two Members of the Club may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Committee. Notwithstanding Article 77 and this article, if the Committee Members are required to call a General Meeting under section 566 of the Ordinance, they must call it in accordance with section 567 of the Ordinance. If the Committee Members do not call a General Meeting in accordance with section 567 of the Ordinance, the members who requested the meeting, or any of them representing more than one half of the total voting rights of all of them, may themselves call a General Meeting in accordance with section 568 of the Ordinance.
79. Subject to Articles 44 and the provisions of the Ordinance, no resolution put to an Extraordinary General Meeting shall be deemed to have been carried unless it is approved by a majority of at least three-fourths of the votes of the Members present and voting, each Senior Member having fifty votes and each Member other than a Senior Member one vote.
80. The Chairman of any General Meeting may, with the consent of any General Meeting at which a quorum is present (and shall if so directed by the meeting), adjourn any General Meeting from time to time and from place to place. No business shall be transacted at any adjourned General Meeting other than that left unfinished at the General Meeting from which the adjournment took place. When a General Meeting is adjourned for 30 days or more, notice of adjourned General Meeting shall be given as in the case of an original meeting. Save as previously stated it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned General Meeting.
81. Every question to be determined in any General Meeting except an Extraordinary General Meeting shall be determined by a majority of votes, each Senior Member having fifty votes and each Member other than a Senior Member one vote.
82. (a) At any General Meeting a resolution put to the vote of the meeting shall be decided

on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-

- (i) by the Chairman; or
 - (ii) by at least 2 Members present in person or by proxy; or
 - (iii) by any Member or Members present in person or by proxy representing at least 5% of the total voting rights of all the Members having the right to vote at the meeting.
- (b) Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings or the Club shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- (c) The demand for a poll may be withdrawn.
- (d) Except as provided in sub-Article (f) herein below, if a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- (e) In the case of an equality of the votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
- (f) A poll demanded on the election of a Chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
83. A declaration by the Chairman at any General Meeting that a resolution has been carried thereat upon the show of hands of polling shall be conclusive, and an entry to that effect in the Minute Book of the Club shall be sufficient evidence of that fact.
84. All resolutions passed at any General Meeting shall be binding on all Members.

Indemnity

85. Every Officer (other than a Committee Member) and other officials and servants of the Club shall be entitled to be indemnified in respect of bona fide acts in connection with the management of the Club's affairs, and it shall be the duty of the Committee out of the funds of the Club to pay all costs, losses and expenses which any such Officer, official or servant may incur or become liable to on any contract entered into or act or deed done by him in proper or reasonable discharge of his duties, and the amount for which such indemnity is provided shall immediately attach as a lien on the property of

the Club and have priority as between Members over all other claims provided further that none of the assets of the Fund shall be applied either or indirectly in payment of the whole or part of any fine or penalty imposed upon any person by sentence or order of the Court.

General

86. All matters not specially provided for by these Articles shall be left to the discretion of the Committee whose ruling shall be conclusive and final.
87. Subject to Article A5 of Part A, nothing in these Articles shall be altered or varied nor shall additions be made thereto, except by Special Resolution.

Winding Up

88. The provisions of Articles A8 and A9 of Association relating to the winding up or dissolution of the Club shall have effect and be observed as if the same were repeated in these Articles.

Audit

89. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Ordinance.

Notices

90. A notice may be given by the Club to any Member either personally or by sending it by post to him or to his address, if any, within Hong Kong supplied by him to the Club for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 48 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

Miscellaneous

91. All matters not specially provided for by the Articles shall be left to the decision of the Committee whose ruling shall be conclusive.
92. Any question as to the interpretation of the foregoing Articles of Association and subsequent Bye-laws and disciplinary procedures shall be left to the Committee whose decision on any point shall be final and binding on all persons.