

THE COMPANIES ORDINANCE (Chapter 622)

Company Limited by Guarantee and Not Having Share Capital

ARTICLES OF ASSOCIATION  
OF THE  
VICTORIA RECREATION CLUB  
域多利遊樂會



**Part A**

1. The name of the Company is THE VICTORIA RECREATION CLUB and 域多利遊樂會.
2. The liability of the members is limited.
3. Every member of this company undertakes to contribute to the assets of the company in the event of its being wound up while he is a member, or within one (1) year afterwards, for the payment of the debts and liabilities of the company contracted before he ceases to be a member, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding \$20.00.
4. The income and property of the Club shall be applied solely towards the promotion of the objects as set out in these Articles.
  - a) Subject to article 4 (b) 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 anyone who is a Member of the Club.
  - b) The requirement under article 4 (a) above does not prevent the payment by the Club of:
    - i. reasonable and proper remuneration to a member of the Club or its officer and servant (not being a member of the Committee or governing body) for any goods or services supplied by him or her to the Club;
    - ii. reimbursement to a member of the Club for out-of-pocket expenses properly incurred by him or her for the Club;
    - iii. interest on money lent without encumbering the Club's assets 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 dollar loans;
    - iv. rent to a member of the Club for premises let by him or her to the

Club: Provided that the 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

- v. 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.
5. No member of the Committee or governing body of the Club shall be appointed to any salaried office of the Club, or any office of the Club paid by fees and no remuneration or other benefit in money or money's worth shall be given by the Club to any member of the Committee or governing body.
  6. The objects for which the Club is established are to:-
    - a) acquire and take over all the assets and liabilities of the present unincorporated body known as "The Victoria Recreation Club" founded in 1849.
    - b) promote sports and pastimes involving healthy physical activity particularly advancing the enjoyment and practice of water sports, or those involving water disciplines, including open-water swimming, water polo, triathlons and a full array of paddle and oar-based sports, including dragon boating, outrigger canoeing, surf ski, stand-up paddle boarding, kayaking, ocean rowing and other paddle sports or water sports such as may be taken up by members.
    - c) offer members of the community the opportunity to use the facilities of the Club, particularly children, schools and the disabled.
    - d) encourage social intercourse between the members of the Club.
    - e) encourage and aspire elite performance in water sports and join relevant bodies such as the Hong Kong Sports Federation & Olympic Committee (of which the Club was a founder member).
    - f) establish, maintain and conduct a club-house or club-houses for the accommodation of the members of the Club and their friends and generally to afford to them all the usual privileges, advantages, conveniences and accommodation of a club.
    - g) acquire by purchase, lease or otherwise in the Hong Kong Special Administrative Region and its dependencies land or premises and to build or otherwise provide a club-house or club-houses, dormitories, pavilions, swimming-pools, boathouses, sheds and other conveniences in connection therewith and to furnish, alter, enlarge, repair, uphold and maintain the same and to permit the same to be used by members and employees of the company and others either gratuitously or for payment, in consultation with the relevant regulatory authorities and unless conditions imposed by the terms of the Club's Private Recreational Lease should prevent such actions from being taken.
    - h) acquire by purchase, lease or otherwise any other lands, buildings, tenements or property situate near the club-house or club-houses and premises of the

Club and such as may be deemed by the Club likely to advance or benefit either directly or indirectly the interest of the Club, in consultation with the relevant regulatory authorities and unless conditions imposed by the terms of the Club's Private Recreational Lease should prevent such actions from being taken.

- i) manage, improve, pull-down, rebuild and maintain all or any part of the lands, buildings, tenements and property of the Club and to demise, underlet, exchange, sell, mortgage or otherwise deal with and dispose of the same either together or in portions for such considerations as the Club may think fit and, in particular, for shares, debentures or securities of any company purchasing the same, in consultation with the relevant regulatory authorities and unless conditions imposed by the terms of the Club's Private Recreational Lease should prevent such actions from being taken.
- j) purchase, hire, make, provide and maintain and to sell or otherwise dispose of boats, furniture, motor vehicles, motors, pumps, equipment, sports gear, gymnastic apparatus, plate, linen, glass, books, papers, periodicals, stationery, billiard tables, cards, games, tools, implements, machines, utensils and other things required or which may be conveniently used in connection with the club-house or club-houses and other premises of the Club by persons frequenting the same, whether members of the Club or not.
- k) buy, prepare, make, supply and deal in all kinds of boats, swimming gear and all apparatus used in connection with rowing, paddling, stand-up-paddle boarding, swimming and other sports and pastimes; and all kinds of liquor, provisions and refreshments required or used by the members of the Club or other persons frequenting the Club-house or premises of the Club.
- l) hire and employ all classes of persons considered necessary for the purposes of the Club and to pay to them and to other persons for services rendered to the Club salaries, wages, gratuities and pensions.
- m) promote and hold either alone or jointly with any other Association, Club or persons, meetings and competitions for rowing, swimming or any other sports or pastimes and to offer, give or contribute towards prizes, medals and awards therefore and to promote, give and support dinners, balls, concerts and other entertainments.
- n) seek affiliation and be affiliated with, establish, promote or assist in establishing or promoting and to subscribe to or become a member of any other associations or groups whose objects are similar or in part similar to the objects of the Club or the establishment, affiliation or promotion of which may be beneficial to the Club provided that no subscription be paid to any such other association or group or body out of the funds of the Club, except such reasonable fees as may be charged for membership thereof.
- o) support and subscribe to any charitable or public body and any institution, society or club which may be for the benefit of the Club or its employees; to give pensions, gratuities or charitable aid to any person who may have served the Club, or to the wife, widow, and children of such persons; to make payments towards insurance; and to form and contribute to provident and benefit funds for the benefit of any persons employed by

the Club.

- p) invest and deal with the moneys of the Club not immediately required, upon such securities and in such manner as may from time to time be determined.
- q) borrow or raise and give security for money by issue of or upon bonds, debentures, debenture stock, bills of exchange, promissory notes or other obligations or securities of the Club or by mortgage or charge upon all or any part of the property of the Club.
- r) do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

Provided that:

- a) In case the Club shall take or hold any property which may be subject to any trust, the Club will only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
  - b) The objects of the Club shall not extend to the regulation of relations between workers and employers or organizations of workers and organization of employers.
7. If upon the winding up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Club, 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 amongst its or their members, to an extent at least as great as is imposed on the Club under or by virtue of Article 4 of Part A and this article, with such institution or institutions to be determined by the members of the Club before the time of dissolution, or in default thereof by a Judge of the High Court of Hong Kong Special Administrative Region having jurisdiction in regard to charitable funds. If and so far as effect cannot be given to the aforesaid provision, then such property shall be given to, or transferred for the benefit of, some charitable object.
8. Sufficient accounting records shall be kept of the sums of money received and expended by the Company, and the matter in respect of which such receipt and expenditure takes place, and of the property, credits, and liabilities of the Club. 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 in force, such accounting records shall be open to the inspection of the members of the Club. 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 or more Authorized Auditor or Auditors.

#### **Part B**

- 1. In these articles, unless there is something in the subject or context that is inconsistent:

The Club	the company registered as "VICTORIA RECREATION CLUB" and 域多利遊樂會
The Ordinance	the Companies Ordinance (Chapter 622) of the Laws of Hong Kong, including the related subsidiary legislation
Member	a member of the Club as defined by article 4 of Part B
Voting Member	a Life or Ordinary member of the Club not in arrears in his obligations to the Club
Committee	the General Committee of the Club for the time being and every Committee member shall be deemed to be a 'director' of the Club for the purposes of the Ordinance
Chairman	the Chairman of the Club for the time being
Honorary Secretary	the Honorary Secretary of the Club for the time being and the person holding such office shall be deemed to be the company secretary for the purposes of Section 474 of the Ordinance
Treasurer	the Treasurer of the Club for the time being
Annual General Meeting	yearly General Meeting of the Members of the Club
Extraordinary General Meeting	a General Meeting of the Members of the Club specially summoned under these Articles or pursuant to the Ordinance, other than the Annual General Meeting
General Meeting	a General meeting of the Members of the Club whether annual or extraordinary
Special Resolution	the meaning assigned thereto by Section 564 of the Ordinance
Registered Office	the registered office for the time being of the Club
Seal	the Seal of the Club
Month	a calendar month
In Writing	printed, lithographed, type-written, or electronic media where both parties can have a copy
Reporting documents	the reporting documents for a financial year as specified in section 357(2) of the Ordinance

*Words of the masculine gender shall include the feminine gender; words singular in number shall include the plural; and the converse shall also apply.*

2. The number of members of the Club shall be fixed by the Club in general meeting. For the purpose of registration, the number of members of the Club is declared not to exceed 5,000.
3. These articles shall be construed with reference to the provisions of the Ordinance and the terms used in these articles shall be taken as having the same respective meanings

as they have when used in the Ordinance.

### Membership

4. The members of the Club shall be:
  - a) the signatories to these articles;
  - b) every person who was at the date of the incorporation of the Club a member of the unincorporated Club known as the "Victoria Recreation Club" and who shall not within two months from the date of incorporation give notice in writing to the Honorary Secretary that he does not desire to be a member of the Club; and
  - c) Such other persons as the Committee shall admit to membership in one of the categories in article 5.
  
5. Categories of members are:
  - a) **Honorary and Honorary Life President:** Any distinguished or prominent person in the Hong Kong Special Administrative Region as the Committee may think fit by a unanimous vote to invite, shall be Honorary members of the Club, and the Committee shall, if it thinks fit by unanimous vote invite a prominent person to become the Honorary Life President of the Club. Such persons shall not be required to pay any entrance fee or subscription but shall be entitled to all of the privileges and benefits of membership, except that they shall have no voice in the management of Club. The number of Honorary members shall not exceed twenty (20) at any one time.
  - b) **Life:** On the recommendation of the Committee, any person being a Member may, at any General Meeting, be elected a Life member of the Club without any special payment for such life membership. A two-thirds' majority of those present and voting shall be necessary to realize such election. Every life member shall be entitled to all of the privileges and shall be subject to all of the duties of a member during his or her life (subject, nevertheless, to the provisions of Article 12 hereof) without any further payment, annual or otherwise. The number of Life members shall not exceed twenty (20) at any one time and not more than one Life member may be elected in any one year.
  - c) **Ordinary:** The number of Ordinary members shall be limited to 1500 at any time. The Committee may at their discretion elect from the Associate members (or Spouse members) to fill such vacancies as may occur and shall do so if the number of Ordinary members falls below 200.
  - d) **Associate:** When first elected an applicant will be an Associate member. Associate members will normally be individuals.
  - e) **Corporate:** At the Committee's discretion as to terms and conditions, an organization may become a Corporate member with the right to nominate one individual they employ to use the Club facilities as if he were an Associate member, but the person nominated will be subject to the normal process of approval by the Club. Although the organization may apply to the Club to change the nominated individual, the Corporate membership is non-transferable so cannot be sold or traded as a membership or by share transfer. The number of Corporate memberships is at the discretion of the Committee,

but shall be limited to no more than 1,000 at any one time. This upper limit may only be increased after obtaining the prior approval of the Home Affairs Bureau.

- f) **Spouse:** A spouse of an applicant or member, other than a Sporting member, may apply for membership as a Spouse member at any time. A spouse is any person who habitually resides in a long-term intimate relationship with the member.
- g) **Child:** The parents of a child or children of an applicant or Member, other than a Sporting member, may apply for their membership as Child members at any time. A Child member must be registered as a dependent of the member. The Committee shall have power to allow any person being a child of a Member who is 18 years of age or under, or being in full-time education 25 years or under, to use, in common with the Members, all of the premises and property of the Club on such terms and conditions as the Committee may from time to time determine.
- h) **Junior:** A child of an applicant or Member, other than a Sporting member, may apply for membership as a Junior member at any time; and anyone between the age of 18 and 25 (which age range may be varied at the discretion of the Committee) may apply to be a Junior member. The number of Junior members shall be limited to 1,000 at any time.
- i) **Sporting:** The number of Sporting members shall be limited to 1,000 at any time and the minimum age at which an applicant can apply for Sporting membership shall be 16.
- j) **Junior Elite Sporting:** Any person between the age of 13 years and 28 years of age, who excels or has the potential to excel, in any of the sports included among the objectives of the Club, may apply to the Committee, upon the payment of a joining fee, to become a Junior Elite Sporting member. Junior Elite Sporting members should undertake to represent the Club in their specified sport, where appropriate. The membership will cease when the member's participation in their sport ceases. Each Junior Elite Sporting membership will be subject to an annual review by the Sporting sub-committee and the Committee.

#### 6. Entrance and subscription fees

- a) The entrance fees and subscriptions payable by Members shall be such as the Club in General Meeting shall from time to time prescribe. All subscriptions shall become due and payable in advance on the first day of each calendar month unless the General Committee shall decide to invoice monthly subscriptions less frequently. Members elected after the first day of each calendar month shall only pay the balance of the monthly dues after the date of his election.
- b) Each Member shall on the due date therefore pay to the Club such entrance fees and subscriptions in respect of the category of membership to which such member belongs. Any Member whose subscription is unpaid without good reason on the 30th day of the month immediately following due date shall cease ipso facto to be a Member and shall forfeit all rights in and claims upon the Club and its property, but may be reinstated, at the discretion of the Committee, on payment of all arrears.

- c) If a Member's account remains unpaid after 30 days from the date of the invoice, a rate of interest as prescribed from time to time by the Club in General Meeting will be charged to that Member for late payment.
- d) Any Member wishing to resign his membership of the Club shall give 3 months' notice in writing of his intention so to do, such notice to be addressed to the Honorary Secretary and deposited at the registered office of the Club before the first day of January, April, July or October, otherwise he shall be liable to pay the subscription for the next quarter.

#### **Election of New Members**

- 6. The Committee will hold a ballot on every candidate for election to Club membership, and if one third of the members of the Committee present and voting vote against a candidate's membership, then the relevant candidate shall be denied membership. The name, address, and description of every candidate, and the names of his or her proposer and seconder shall be sent to the Honorary Secretary and shall be posted in a conspicuous place in the Club-houses of the Club, and notified by email to Members who have provided an email address, at least fifteen days before the ballot, provided, nevertheless, that on the unanimous recommendation of members of the Committee in a meeting duly convened, at which at least three-fourths of their number shall be present, the ballot may take place before the expiration of such fifteen days.
- 7. When a candidate has been elected, the Honorary Secretary shall forthwith send to him or her, at the address specified in his or her membership application, a request for payment of his or her entrance fee (if any) and first subscription, unless the Committee shall have decided to require such payments to be made upon the application for membership being accepted. Upon payment of his or her entrance fee (if any) and first subscription and after having been duly elected to Club membership, a candidate shall become a Member, provided, nevertheless, that if such payment be not made within two months after the date of election, such election will be ipso facto cancelled unless the Committee in a meeting duly convened at which at least three-fourths of their number shall be present decide to extend the period of payment.

#### **Members' rights and obligations**

- 8. Subject to the express provisions of these articles, and to any By-laws for the time being in force made by the Committee as hereinafter provided, all Members shall be entitled at all times to use in common all of the premises and property of the Club, and to be supplied, at such charges as the Committee shall from time to time determine, with such meals, refreshments, and things as are provided by the Club for the use of its members.
- 9. Only Voting Members who are current in their financial obligations to the Club shall be entitled to be elected as officers or as members of the Committee, or to attend or vote at any General Meeting, but in all other respects every Member shall be entitled (subject to any By-laws for the time being in force made by the Committee as



hereinafter provided) to all the rights, and be subject to all the duties, of a Member.

10. Members and their guests must treat the Club staff and fellow members and guests with respect in action, speech and deeds; and preserve the property of the Club and its environment as if it were their own.
11. If any Member shall willfully refuse or neglect to comply with the provisions of these Articles and the By-Laws of the Club, or shall be guilty of any conduct that is unworthy of a gentleman or lady or likely to be injurious to the Club, as the case may be, such member shall be liable to expulsion by a resolution passed by three-quarters of the Committee, provided that at least one week before the meeting at which such resolution is passed he or she shall have had notice thereof, and of the intended resolution for his or her expulsion, and that he/she shall, at such meeting and before the passing of such resolution, have had an opportunity of giving orally or in writing, any explanation or defense he or she may think fit. A Member expelled under this article shall forfeit all rights to, and claims upon, the Club and its property, provided that any Member who feels aggrieved by the decision of the Committee to terminate his or her membership shall have a right to appeal against such decision to the members of the Club in general meeting within one month after the date of termination. The decision of the Members of the Club in general meeting on the appeal by such aggrieved Member shall be final.
12. If any Member shall be adjudged a bankrupt or shall make any composition or arrangement with his or her creditors, under the provisions of any statute, or being engaged in any profession, shall, on account of misconduct, be prohibited by the governing body of such profession from continuing to practice under their regulations, he or she shall ipso facto cease to be a Member, and shall forfeit all rights in, and claim upon the Club and its property. However, upon application being made by such Member to the Committee stating the cause of such adjudication in bankruptcy, making of any composition or arrangement or prohibition as aforesaid, as the case may be, such Member may be readmitted and restored to his or her former rights by the Committee.

#### **Reciprocal memberships, visiting members and temporary members**

13. The Committee shall have power to:
  - a) enter into negotiations with the governing persons or committee(s) of any other club, whether in the Hong Kong SAR, or elsewhere, to offer to the members of those other clubs Club memberships on a reciprocal basis, or otherwise; for such period or periods as the Committee may determine;
  - b) permit any person to be known as a "visiting member" to use in common with the Members of the Club all the premises and any property of the Club, on such terms and conditions as the Committee may from time to time determine, for any period not exceeding sixty (60) days in any one year. The fee would be as determined by the General Committee from time to time. And

the total number of "visiting members" should not exceed one thousand (1,000) at any given time.

- c) permit approved Sporting Sections of the Club to appoint "temporary members" with weekday only access to the Club for purposes of training. Such temporary memberships will be valid for a maximum of one year. Temporary members must be registered with the Club and will be under the supervision of their Sporting Section, the Sporting Convener and Sporting Sub-Committee who will be responsible for collecting all fees and documentation on behalf of the Club. The fee would be as determined by the General Committee from time to time and the total number of "temporary members" should not exceed one thousand (1,000) at any one time.

#### **The General Committee, officers and committee members**

14. The General Committee shall be the officers hereinafter mentioned, and up to nine other members of the Club elected as herein provided. At any meeting of the General Committee, four shall constitute a quorum.
15. The officers of the Club shall consist of a Chairman, a Deputy Chairman, a Treasurer, and a Secretary, all of whom shall be Life or Ordinary members of the Club.
16. No member of the Committee shall receive any remuneration for his or her services, but nothing herein contained shall be deemed to prohibit the payment by the Club of any sum to the Honorary Secretary for clerical or other assistance provided by someone who is not a member of the Club.
17. At the first and every subsequent Annual General Meeting the officers and all Committee members shall retire from office, but all shall be eligible for re- election at the same or any other General Meeting. Unless notice is received in writing stating a Committee member does not want to continue to serve, they shall be deemed to have been nominated to serve in their existing posts as an officer or as a Committee member.
18. The election of officers and other Committee members shall take place in the following manner:
  - a) Any two Voting Members shall be at liberty to nominate, as proposer and seconder, any other Voting Member to serve as an officer or a Committee member.
  - b) The name of each member so nominated, together with the names of his or her proposer and seconder, shall be sent in writing to the Honorary Secretary of the Club at least seven (7) days before the Annual General Meeting.
  - c) A list of the candidates, listed in alphabetical order of surname, together with the names of his or her proposer and seconder, shall be posted in a conspicuous place in the Club-house of the Club for at least five (5) days immediately preceding the Annual General Meeting, and at the same time all members who have provided the Club with an email address, and who are

eligible to vote shall be sent a copy of the notice by email to the email of record.

- d) Balloting lists shall be prepared (if necessary) containing the names of the candidates only, in alphabetical order of surname, and each Member present at the Annual General Meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies.
- e) In case there shall not be a sufficient number of candidates nominated, the Committee may fill up the remaining vacancy or vacancies.
- f) If two (2) or more candidates obtain an equal number of votes another ballot shall, if necessary, be taken in respect of such candidates. If two or more candidates again obtain an equal number of votes, the Committee shall select by lot from such candidates the candidate or candidates who is or are to be elected.

19. All casual vacancies arising among the officers or committee members of the Club shall be filled by the General Committee. Any Member so chosen shall retire at the following Annual General Meeting. A Member chosen to fill a casual vacancy as aforesaid shall retain his or her office so long only as the vacating officer or committee member would have retained the same if no vacancy had occurred.

#### **Power and responsibilities of the General Committee**

20. The Committee must keep accounting records that:

- a) comply with Part 9 of the Ordinance, Division 4, Subdivision 2 (beginning at section 373), and
- b) enable the members of the Committee to prepare financial statements for each financial year in accordance with Part 9 of the Ordinance, Division 4, Subdivision 3 (beginning at section 379 ).

The accounting records shall be kept at the registered office of the Club, or, subject to section 374 of the Ordinance, at such other place or places as the Committee shall think fit and shall always be open to the inspection by the Committee members. 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 the right to inspect the accounting records of the Club, or any of them, except as conferred by statute or authorized by the Committee or by a by a resolution passed at a General Meeting. The Committee shall from time to time, in accordance with the requirements of the Ordinance, cause to be prepared and to be laid before the Club in Annual General Meeting the reporting documents as are required by the Ordinance. A copy of the reporting documents which is to be laid before the Club in Annual General Meeting shall be sent to all persons entitled to receive notices of Annual General Meeting not less than 21 days before the date of the meeting, 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.

21. The Committee may issue debentures, debenture shares, bonds, or obligations of the Club at any time, in any form or manner, and for any amount and may raise or borrow for the purposes of the Club any sum or sums of money either upon mortgage or charge of any of the property of the Club or on bonds or debentures or otherwise, as they may think fit. However no debenture may be issued except under a program that has the prior approval of the Home Affairs Bureau.
22. The Committee shall not, without the sanction of a General Meeting, demise, underlet, exchange, sell, or otherwise dispose of all or any part of the lands, building, tenements, or property of Club, save so far as the Committee may deem it necessary or expedient or convenient for purposes of Article 21 hereof. Provided, nevertheless, that no mortgagee or other person advancing money to the Club shall be concerned to see that any money advanced by him or her is wanted for any purpose of the Club, or that no more than is wanted is raised or borrowed.
23. The Committee shall have power from time to time to make, alter, and repeal all such By-laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Club, generally all such matters as are commonly the subject matter of club rules and in particular, but not exclusively, they may by such By-laws regulate the:
- a) rights and obligations of all categories of Members
  - a) admission of temporary and restricted Members, upon payment of a fee that maybe determined by the General Committee, from time to time, and the rights and privileges of such Members.
  - b) terms and conditions upon which honorary guests, children of Members, and visitors shall be permitted to use the premises and property of the Club.
  - c) times of opening and closing the Club-houses, grounds or other part of the premises or any part thereof.
  - d) rules to be observed, and prizes or stakes to be competed for Members playing any games on the premises of the Club.
  - e) prohibition of particular games on the premises of the Club entirely or at any particular time or times.
  - f) conduct of Members in relation to one another and to the Club's employees.
  - g) setting aside of the whole or any part or parts or the Club's premises for the Members, at any particular time or times, or for any particular purpose or purposes.
  - h) imposition of fines for the breach of any By-laws or any Articles of Association of the Club.
  - i) procedure at General Meetings and meetings of the Committee or any other committee of the Club.

The Committee shall adopt such means as it deems sufficient to bring to the notice of Members all By-laws, amendments, and repeals. All such By-laws, so long as they shall be in force, shall be binding upon all Members. Provided, nevertheless, that no By-law shall be inconsistent with, or shall affect or repeal, anything contained in the Articles of

Association of the Club, and that any By-law may be set aside by a special resolution of a General Meeting.

24. The Committee may from time to time delegate any of their powers to such committee or committees, consisting of one or more member or members of the Committee, as they shall think fit to appoint, and may recall or revoke any such delegation or appointment. Any such committee shall, in the exercise of the powers so delegated, conform to any regulations that may be prescribed by the Committee. Without limiting the generality of the foregoing, the Committee shall establish a Sporting Committee comprising of not less than two Committee members and four Ordinary/Associate members, to develop and supervise the sporting sections of the Club and make recommendations to the General Committee on the establishment, operation and governance of sporting sections (whose governance may not conflict with the principles in these articles).

#### **General Meetings**

25. Subject to section 107 of Schedule 11 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. An Annual General Meeting shall be held at such time and place as may be prescribed by the Committee.
26. Any other General Meetings held in addition to the above mentioned Annual General Meetings, shall be called Extraordinary General Meetings.
27. The Committee may, whenever it thinks fit, convene an Extraordinary General Meeting. Notwithstanding the foregoing provision, 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 Voting Members who requested the meeting, or any of them representing more than one half of the voting right of all of them, may themselves call a General Meeting in accordance with section 568 of the Ordinance.

#### **Notice of General Meetings**

28. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by a minimum 21 days' notice in writing, 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 a minimum of 21 days' notice in writing. 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 purpose, place, the day and the hour of meeting and, in the case of special business the general nature of that business and the terms of any resolution proposed to be considered. Notice shall be given as specified in Article 39 to such Members as are, under the Articles of Association of the Club,

entitled to attend and vote at the meeting;

29. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any Member shall not invalidate the proceedings at any meeting.

#### **Proceedings at General Meetings**

30. No business shall be transacted at any General Meeting unless a quorum of ten Voting Members personally present is present at the time when the meeting proceeds to business, save as herein otherwise provided.
31. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Voting 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, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Voting Members present shall be a quorum.
32. The Chairman shall preside as chairman at every General Meeting.
33. If at any meeting the Chairman is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as chairman, the deputy Chairman if present will act as chairman, or if he is not available the Voting Members present shall choose another member of the Committee, or if none are available one of the Voting Members present to be chairman of the meeting.
34. The chairman of the meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
35. At any General Meeting a resolution put to the vote of the meeting may be decided on a show of hands, a declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, with an entry to that effect in the book of the proceedings of the Club, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favor of, or against, that resolution. The chairman, or any Voting Member present, may call for a poll to be taken, and if such a call is made each member entitled to vote shall record in writing if he is in favor or not of the resolution, and the votes will be counted by at least two scrutineers appointed by the chairman of the meeting. In the case of an equality of votes, the chairman of the meeting shall be entitled to a second or casting vote.

36. If a Voting Member is unable to attend a General Meeting he may vote in a poll by giving written notice to the Secretary 48 hours before the meeting by:
- a) submitting a voting form signed by himself, in which a positive or negative vote for each candidate or resolution is clearly indicated, OR
  - b) appointing another Voting Member to attend the meeting as his proxy to vote either according to his instructions in respect of each resolution, or giving him or her full or partial discretion, on an official proxy form he has signed, and on which the Voting Member being appointed agrees by his signature to serve as the Voting Member's proxy. A proxy given to the chairman of the meeting does not require the chairman of the meeting's agreement, and he is bound to cast a vote at the meeting according to the instructions hereceived.
37. Every Life or Ordinary Member shall have one vote but no Honorary, Associate, Corporate, Spouse, Child, Junior Member, Sporting, or Junior Elite Sporting member shall be entitled to hold office or propose, second and vote on any matter whatsoever: No Voting Member shall be entitled to vote at any General Meeting unless all moneys presently payable by him or her to the Club have been paid.

#### **Audit**

38. Auditors shall be appointed, and their duties regulated in accordance with Part 9 of the Ordinance, Division 5 (beginning section 392).

#### **Notices**

39. A notice may be given by the Club to any Member by (I) a physical document sent by: (i) personal delivery, (ii) courier service, or (iii) post to the relevant Member's registered physical address or (II) by electronic means to the email address he supplied to the Club for such a purpose. Notices will be deemed to have been given one day after delivery in (I)(i), (I)(ii) and (II), and the third day following mailing in the case of (I)(iii). Electronic addresses other than email will not be acceptable unless both parties can retain a permanent copy of the correspondence.
40. Members who have not provided a valid physical or electronic address will be deemed to have received notice through posting of a notice in the Club houses.

#### **The Seal**

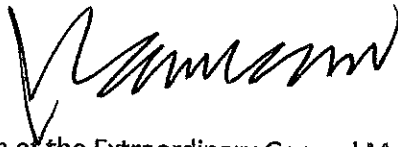
41. The Seal of the Club shall not be affixed to any instrument except by the authority of a resolution of the Committee and in the presence of at least one member of the Committee, and of the Honorary Secretary or such other person as the Committee may appoint for the purpose; and that member of the Committee and the Honorary Secretary, or other person as aforesaid, shall sign every instrument to which the seal of the Club is so affixed in their presence.

**Electronic attendance at meetings**

42. Attendance at Committee and General Meetings may be by electronic means provided that the method of communication permits all parties attending the meeting to hear and speak to all other parties simultaneously.
43. No addition, alteration or amendment shall be made to or in the Articles of Association of the Club for the time being in force, unless such addition alteration or amendment has previously been submitted to and approved by the Registrar of Companies in writing or is made under a direction given under section 104(2)(b) or 105 of the Ordinance.
44. 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.

Including amendment made in a Special Resolution passed at an Extraordinary General Meeting held on 16 December 2021.

Certified



Chairman of the Extraordinary General Meeting  
16 December 2021