



◆ ARTICLES OF ASSOCIATION

OF

**THE HONG KONG CRICKET CLUB**

香港木球會

---

(Amendment made on 28<sup>th</sup> May, 2018)



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OF

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(Amendment made on 28<sup>th</sup> May, 2018)

(COPY)

**CERTIFICATE OF INCORPORATION**

OF

**THE HONG KONG CRICKET CLUB**

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**I hereby certify** that “The HONG KONG CRICKET CLUB” is this day incorporated under the Hong Kong Companies Ordinances, 1911-1915, and that this Company is limited.

**Given** under my hand and seal of office this 11<sup>th</sup> day of May, in the year of our Lord, One Thousand Nine Hundred and Twenty-one.

L.S.

(Sd.) HUGH A. NISBET,

*Registrar of Companies,*

*Hong Kong.*

▲ THE COMPANIES ORDINANCE (Chapter 622)

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⊛ *Company Limited by Guarantee and not having a share capital*

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▲ ARTICLES OF ASSOCIATION  
OF

**THE HONG KONG CRICKET CLUB**

▲ 香港木球會

- ▲ A1. The name of the Company is “The HONG KONG CRICKET CLUB 香港木球會”.
- ⊞ A2. The registered office of the Company will be situated in Hong Kong.
- A3. The objects for which the Company is established are:-
- (a) To take over the property, effects, benefits and liabilities of the present unincorporated Club known as the Hong Kong Cricket Club.
- (b) To promote the game of cricket, tennis, croquet and other athletic sports and pastimes.
- ⊞ (c) To continue the upkeep of the existing Cricket Ground and Club house in Hong Kong, and to provide additional ground in Hong Kong, and to lay out, prepare and

⊞ Amendment made on 6<sup>th</sup> December, 2004

⊛ Amendment made on 27<sup>th</sup> May, 2013

▲ Amendment made on 2<sup>nd</sup> June, 2015

maintain the same for cricket and other purposes of the Club, and to erect and provide other Club houses, and bungalows, or other residences, pavilions, lavatories, kitchens, refreshment rooms, workshops, stables, 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 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 grounds, club houses and other premises of the Club, (wherever the same may be) by persons frequenting the same whether Members of the Club or not.
- (e) To buy, prepare, make, supply, sell and deal in all kinds of cricket bats and balls, and all apparatus used in connection with cricket, tennis, croquet and other athletic sports, and all kinds of provisions and refreshments required, or used, by Members of the Club or other persons frequenting the grounds, Club house, or 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 purposes 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.

- ✱ (ff) To construct and maintain or contribute to or procure the construction and maintenance of a carpark or car parks for use by members of the public upon Inland Lot No. 9019 and any Extension thereto and to operate and maintain such car park or car parks for use by members of the public upon payment.
- ✱ (g) To hire and employ secretaries, clerks, managers, employees, workmen, and professional coaches and to pay to them, and to other persons in return for services rendered to the Club, salaries, wages, gratuities and pensions.
- (h) To promote and hold, either alone or jointly with any other association, club, or persons, competitions and matches, and to offer, give or contribute towards prizes, medals and awards, and to promote, give or support dinners, balls, concerts and other entertainments.
- ☞✱▲ (i) To establish, promote, or assist in establishing or promoting, and subject to Article A9 below, 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 that no subscription be paid to any such other association or club out of this Club, except *bona fide* in furtherance of the objects of this Club and that such another association

☞ Amendment made on 6<sup>th</sup> December, 2004

✱ Amendment made on 27<sup>th</sup> May, 2013

▲ Amendment made on 2<sup>nd</sup> June, 2015

or club shall prohibit the distribution of its income and property amongst its members to an extent at least as is imposed on the Club under or by virtue of Article A4 hereof.

(j) To 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.

⊕ (k) For the purpose of the Club, to borrow or raise, and give security for, money by the issue of, or upon bonds, debentures, bills of exchange, promissory notes, and other obligations or securities of the Club, or by mortgage or charge upon all or any part of the property of the Club.

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

▲ (m) And it is hereby agreed that the objects specified in each sub-article of this Article A3 shall, except where otherwise expressed, be independent main objects and not limited or restricted by reference to or inference from any other terms hereunder.

⊕ Provided that:-

l) 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 organizations of workers and organizations 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. (a) The income and property of the Club, however derived, shall be applied solely towards the promotion of the objects of the Club as set out in these Articles.
- ▲ (b) Subject to sub-articles (d) and (e) below, no portion of the income and property of the Club shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever, to the Members of the Club.
- ▲ (c) No member of the Committee (as defined in these Articles) or Governing Body 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 (except as provided in sub-article (e) below) shall be given by the Club to any member of the Committee or Governing Body.
- (d) Nothing herein shall prevent the payment, in good faith, by the Club of reasonable and proper remuneration to any officer or servant

✧ Amendment made on 18<sup>th</sup> September, 2006

✧ Amendment made on 27<sup>th</sup> May, 2013

▲ Amendment made on 2<sup>nd</sup> June, 2015



of the Club, or to any Member of the Club not being a member of the Committee or Governing Body of the Club in return for any services actually rendered to the Club.

(e) Nothing herein shall prevent the payment, in good faith, by the Club:-

- (i) to any member of the Committee or Governing Body of out-of-pocket expenses;
- ✧ (ii) of interest on money lent by any Member of the Club or member of the Committee or Governing Body at a rate per year not exceeding two percent (2%) above the prime rate prescribed for the time being by The Hongkong and Shanghai Banking Corporation Limited for Hong Kong dollar loans;
- (iii) of reasonable and proper rent for premises demised or let by any Member of the Club or member of the Committee or Governing Body;
- (iv) of remuneration or other benefit in money or money's worth to a body corporate in which a Member of the Club or member of the Committee or Governing Body 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.

- ▲ (f) No person shall be bound to account for any benefit he may receive in respect of any payment properly paid in accordance with sub-articles (d) and (e) above.
- ✧ A5. Every Member of the Club undertakes to contribute to the assets of the Club in the event of the same being wound up during the time that he is a Member, or within one (1) year afterwards, for payment of the debts and liabilities of the Club contracted before the time at which he ceases to be a Member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding HK\$100.
- ✧ A6. The liability of the Members is limited.
- ✧▲ A7. If upon the winding up or dissolution of the Club there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, this 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 A4 above, such institution 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 this provision cannot be effected, then to some charitable object.

✧ Amendment made on 27<sup>th</sup> May, 2013

▲ Amendment made on 2<sup>nd</sup> June, 2015

- ✧▲ A8. No addition, alteration or amendment shall be made to or in these Articles 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 Companies Ordinance, Chapter 622 of the Laws of Hong Kong.
  
- ✧ A9. 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.

✧ Amendment made on 27<sup>th</sup> May, 2013

▲ Amendment made on 2<sup>nd</sup> June, 2015

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

\* “The Club” means the Company registered as The Hong Kong Cricket Club 香港木球會 .

◆\*§⌘⊕ “Member” means a Member of the Club and includes Life Members, Honorary Life Members, Ordinary Members, Subscribers, Corporate Nominees, Sporting Members, Junior Sporting Members, Term Members, Honorary Members and Visitors.

⊕ “Ordinary Member” means a Member who was on 23<sup>rd</sup> August, 1972 a Member or Life Absent Member of the Club or a Subscriber who has accepted the invitation of the Committee to become an Ordinary Member.

⌘ “Subscriber” means a person elected to membership of the Club after 23<sup>rd</sup> August, 1972 other than persons elected as Term Members.

+⌘⊕ “Corporate Nominee” means the nominee of a holder of a perpetuity corporate nominee membership.

⌘ “Term Member” means a person elected to membership of the Club after 1<sup>st</sup> January, 2001 for a fixed term.

⌘⊕ “Life Absent Member” means a person registered as a Life Absent Member of the Club before

◆ Amendment made on 11<sup>th</sup> December, 1989 and 6<sup>th</sup> December, 1993

+ Amendment made on 11<sup>th</sup> December, 1989

\* Amendment made on 9<sup>th</sup> December, 1996

§ Amendment made on 8<sup>th</sup> December, 1997

⌘ Amendment made on 4<sup>th</sup> December, 2000

⊕ Amendment made on 6<sup>th</sup> December, 2004

⊕ Amendment made on 27<sup>th</sup> May, 2013

▲ Amendment made on 2<sup>nd</sup> June, 2015

31<sup>st</sup> December, 1990 and who has paid the fee applicable at the date of registration or a Member who has paid such other sum as may from time to time be determined by the Committee, after 31<sup>st</sup> December, 1990.

“The Committee” means the General Committee of the Club for the time being.

Υ\* “The Patron” means the Honorary Patron of the Club for the time being.

Υ\* “The President” means the Honorary President of the Club for the time being.

Υ “The Chairman” means the Chairman of the Club for the time being.

“The Secretary/Manager” means the Secretary/Manager of the Club for the time being.

“The Treasurer” means the Treasurer or the Honorary Treasurer of the Club for the time being.

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⊗⊕▲ “General Meeting” means a general meeting of the Patron, the President, Life Members, Honorary Life Members, Ordinary Members, Subscribers, Corporate Nominees, Sporting Members, Junior Sporting Members and Terms Members of the Club summoned or convened under these Articles, whether Annual or otherwise.

Υ Amendment made on 4<sup>th</sup> December, 1995

\* Amendment made on 9<sup>th</sup> December, 1996

⊗ Amendment made on 6<sup>th</sup> December, 2004

⊕ Amendment made on 27<sup>th</sup> May, 2013

▲ Amendment made on 2<sup>nd</sup> June, 2015

▲ “Special Resolution” means a special resolution of the Club passed in accordance with Sections 562 and 564 of the Companies Ordinance.

▲ “These Articles” means these Articles of Association of the Club.

✪ “The By-Laws” means the By-Laws of the Club for the time being in force or made by the Committee pursuant to Article 68.

✪▲ “The Rules” means these Articles and the By-Laws of the Club collectively.

“The Seal” means the seal of the Club.

“The Office” means the registered office for the time being of the Club.

“In Writing” means written type-written or printed or partly written, partly type-written and partly printed.

✪▲ “Companies Ordinance” means the Companies Ordinance, Chapter 622 of the Laws of Hong Kong including the related subsidiary legislation.

Words importing the singular number include the plural number, words importing the plural number include the singular, and words importing the masculine gender include where the context admits the feminine gender.

✪▲ These Articles and By-Laws shall together form the Rules of the Club.

- ✧ 2. For the purposes of registration the membership of the Club is declared to be three thousand (3000). The Committee may when they think fit increase the number thereof and may also restrict the number of any class or classes of membership.

## MEMBERSHIP

- ✂ 3. The membership of the Club shall comprise:-
  - ✧ (a) Life Members
  - ☉ (b) Honorary Life Members
  - ✧ (c) Ordinary Members
  - ✧ (d) Subscribers
  - (e) Corporate Nominees
  - ✧ (f) Sporting Members
  - ✧ (g) Junior Sporting Members
  - ☐ (h) Term Members
  - ✧ (i) Honorary Members
  - ☉ (j) Visitors
- ✧ 3A. The Club implements a non-discrimination policy and is committed to providing equal opportunities in employment, membership, operations and Club activities. Eligibility of membership of the Club is not predicated upon race, colour, national origin, religion, gender, sexual orientation, disability or family status. Admission and election to membership shall be regardless of race, colour, national origin, religion, gender, sexual orientation, disability or family status provided that the candidate reaches an eligible age.

✂ Amendment made on 11<sup>th</sup> December, 1989, 6<sup>th</sup> December, 1993, 9<sup>th</sup> December, 1996 and 8<sup>th</sup> December, 1997

☐ Amendment made on 4<sup>th</sup> December, 2000

☉ Amendment made on 6<sup>th</sup> December, 2004

✧ Amendment made on 27<sup>th</sup> May, 2013

4. Admission to the Club shall be by ballot and the election shall be in the hands of the Balloting Committee. Eligibility ages for different classes of memberships vary and the relevant eligibility ages are thereafter set out in these Articles. The Committee shall have the right at any time before election to refuse or reject any application for membership without giving any reason therefor.

### **LIFE MEMBERS**

5. The Committee shall have the power of recommending any Member who is, in the opinion of the Committee, worthy of such distinction by reason of his position or dignity, sporting or otherwise, or who has rendered significant services to the Club, to enter into an election of a Life Member at any General Meeting of the Club. The Life Member shall thereafter be entitled to all the privileges of membership as an Ordinary Member without paying the monthly subscription or any special payment for such life membership; a two-thirds majority of those present and voting shall be necessary at such election. There shall not be more than six (6) Life Members of the Club at any one time.

### **HONORARY LIFE MEMBERS**

6. The Committee shall have the power of inviting any Member to become an Honorary Life

Amendment made on 10<sup>th</sup> December, 1990, 6<sup>th</sup> December, 1993 and 9<sup>th</sup> December, 1996

Amendment made on 6<sup>th</sup> December, 2004

Amendment made on 27<sup>th</sup> May, 2013



Member of the Club who is, in the opinion of the Committee, worthy of such distinction by reason of his position or dignity, sporting or otherwise, or who has rendered significant services to the Club. An Honorary Life Member shall thereafter be entitled to all the privileges of membership as an Ordinary Member without paying any monthly subscription or special payment for such honorary life membership.

### ✧ ORDINARY MEMBERS

- ✧ 7. An Ordinary Member shall have the right to receive notice of all General and other Meetings of the Club and to attend the same and to vote and propose resolutions and to move amendments thereat. An Ordinary Member may also propose candidates for admission as Members.

Only an Ordinary Member shall be eligible to serve on the Committee.

### SUBSCRIBERS

- §✧ 8. Any persons over the age of twenty-one (21) years shall be eligible for admission and election as a Subscriber. A candidate must be proposed and seconded by Ordinary Members and application for admission must be made in writing signed by the candidate, his proposer and seconder and shall be in such form as the Committee may prescribe from time to time.

§ Amendment made on 8<sup>th</sup> December, 1997

✧ Amendment made on 27<sup>th</sup> May, 2013

9. Any candidate elected to membership after 23rd August, 1972 other than persons elected as Term Members and any person who was a Subscriber on that date shall be known as a Subscriber. All the regulations of the Club and privileges of membership, except those specifically referring to Ordinary Members, shall apply to a Subscriber.

### CORPORATE NOMINEES

10. (a) There shall be a maximum of one thousand (1000) corporate nominee memberships of which not more than fifty (50) may be held by individual persons. Corporate nominee memberships shall include perpetuity corporate nominee memberships.
- (b) Any corporate nominee membership existing at 28<sup>th</sup> April 1989 shall be deemed to be a perpetuity corporate nominee membership.
- (c) A company, firm or business or a person over the age of twenty-one (21) years may with the approval of the Committee be granted a perpetuity corporate nominee membership on payment of such amount as may from time to time be determined by the Committee.
- (d) The holder of a perpetuity corporate nominee membership shall have the right in perpetuity to nominate one (1) member of its staff or, if such holder is an individual person, to nominate himself or any other individual person acceptable to the Committee, at a

Amendment made on 22<sup>nd</sup> May, 1989, 22<sup>nd</sup> June, 1994 and 5<sup>th</sup> December, 1994






Amendment made on 5<sup>th</sup> December, 1994






§ Amendment made on 8<sup>th</sup> December, 1997

Amendment made on 4<sup>th</sup> December, 2000

Amendment made on 27<sup>th</sup> May, 2013

time to use the facilities of the Club.

-  (e) The nominee of a perpetuity corporate nominee membership, if approved by the Committee, shall be known as a Corporate Nominee and may use the facilities of the Club without payment of an entrance fee.
- (f) All Regulations of the Club (with the exception of those relating to entrance fees and debentures) shall apply to a Corporate Nominee.
-   (g) Other than the transfer of membership as mentioned in Article 10(gb) the holder of a perpetuity corporate nominee membership may transfer its holding only with the approval of the Committee and on payment to the Club of a transfer fee of fifty percent (50%) of the latest fee for purchase of a perpetuity corporate nominee membership, or such other rate or sum as shall from time to time be determined by the Committee.
-  (ga) When the holder of a corporate nominee membership changes its corporate name, the holder should notify the Committee of the change in writing and pay to the Club an administrative fee of such amount as shall from time to time be determined by the Committee.
-  (gb) Subject to the approval of the Committee, the holder of a perpetuity corporate nominee membership may

 Amendment made on 22<sup>nd</sup> June, 1994  
 Amendment made on 6<sup>th</sup> December, 1999  
 Amendment made on 4<sup>th</sup> December, 2000  
 Amendment made on 2<sup>nd</sup> December, 2002  
 Amendment made on 27<sup>th</sup> May, 2013

transfer its holding to its subsidiary or holding company or to any other company which is a member of the same group of companies. The holder should notify the Committee of its intention to transfer the membership as mentioned above in writing and pay to the Club an administrative fee of such amount as shall from time to time be determined by the Committee.

▲ For the purposes of this Article, “subsidiary” or “holding company” or “group of companies” means a subsidiary or a holding company or a group of companies as defined in the Companies Ordinance.

✪ (gc) In the event that there is a change of control in the holder of a perpetuity corporate nominee membership issued after 2<sup>nd</sup> December, 2002, the holder of the perpetuity corporate nominee membership shall within fourteen (14) days of such change notify the Committee of the change in accordance with the procedure set out in the By-Laws from time to time. The Committee may in its sole discretion, having considered the nature of the change of control, request the holder to make a payment to the Club of a transfer fee of fifteen percent (15%) of the latest fee for purchase of a perpetuity corporate nominee membership, or such other rate or sum from time to time be determined by the Committee. The decision of

the Committee shall be final. For the purpose of this paragraph, “a change of control” shall, in respect of a company limited by shares, mean a change in the beneficial ownership of any of its issued share capital; and in respect of any other firm or business, mean a change in the beneficial ownership of any interest in such firm or business. Failure to make the requisite notification and payment of the transfer fee (if required) in accordance with this paragraph may result in suspension of membership until such time as determined by the Committee.

- ⌘⊗ (h) In the event that the holder of a corporate nominee membership does not nominate a member of its staff in case the holder is a company, firm or business, or does not nominate himself in case the holder is a person, within one (1) month of the purchase of such membership or within one (1) month of a nominee vacancy occurring then the holder shall be liable to any normal club dues (other than entrance fees and debentures) as though it had made a nomination.
- §⊗▲ (i) Upon the second and each subsequent nomination made by the holder of a corporate nominee membership pursuant to sub-articles (d) or (f) of this Article, or if upon the expiry of one (1) month after a nominee vacancy has arisen no nomination has been made, the holder shall be liable to

⌘⊗ Amendment made on 5<sup>th</sup> December, 1994 and 8<sup>th</sup> December, 1997

§⊗ Amendment made on 8<sup>th</sup> December, 1997

⊗ Amendment made on 27<sup>th</sup> May, 2013

▲ Amendment made on 2<sup>nd</sup> June, 2015

any subscriptions determined under Article 31 (other than entrance fees and debentures) of such amount as shall from time to time be determined by the Committee and that shall become payable to the Club by the holder of the corporate nominee membership.

### SPORTING MEMBERS

- ✳ 11. Any person over the age of thirty (30) years who will be in the opinion of the Committee benefiting the Club by representing the Club in connection with cricket, tennis and other athletic sports shall be eligible for admission and election as a Sporting Member. Application for admission shall be made in writing signed by the candidate and shall be in a form and under such terms and conditions as the Committee may prescribe from time to time. The Committee shall have the power of approving any applicant at its sole discretion.
  
- ✳ 12. (a) A person shall cease to be a Sporting Member after having fulfilled his duties and commitments to the Club for any period as prescribed by the Committee on his admission to the membership in accordance with Article 11.
  
- (b) The Committee shall have the power of inviting any Sporting Member to become a Subscriber when he ceases to be a Sporting Member for the reason as mentioned herein.

•✳ Amendment made on 11<sup>th</sup> December, 1989, 9<sup>th</sup> December, 1996 and 8<sup>th</sup> December, 1997

✳ Amendment made on 27<sup>th</sup> May, 2013

## ✧ JUNIOR SPORTING MEMBERS

- ✧ 13. (a) Any person over the age of eighteen (18) years and under thirty (30) years who will be in the opinion of the Committee benefiting the Club by representing the Club in connection with cricket, tennis and other athletic sports shall be eligible for admission and election as a Junior Sporting Member. Application for admission shall be made in writing signed by the candidate and shall be in a form and under such terms and conditions as the Committee may prescribe from time to time. The Committee shall have the power of approving any applicant at its sole discretion.
- ✧ (b) A Junior Sporting Member is obliged to fulfil duties and commitments for any period as prescribed by the Committee on his admission to the membership in accordance with Article 13(a).
- ✧ 14. (a) A person shall cease to be a Junior Sporting Member, if:-
  - (i) he was admitted as a Junior Sporting Member below the age of thirty (30) years, three (3) months after he reaches the age of thirty (30) years; or
  - (ii) he has fulfilled his duties and commitments to the Club for any period as prescribed by the Committee in accordance with Article 13(b) prior to reaching the age of thirty (30) years, provided that he has also fulfilled the payment of the entrance fee balance in

accordance with Article 30(a).

- ✱ (b) The Committee shall have the power of inviting any Junior Sporting Member to become a Subscriber when he ceases to be a Junior Sporting Member for the reason as mentioned in Article 14(a)(ii) subject to his fulfillment of the payment of the entrance fee balance in accordance with Article 30(a).

### ⌚ **TERM MEMBERS**

- ⌚✱ 15. (a) Any person over the age of twenty-one (21) years shall be eligible for admission and election as a Term Member. Application for admission must be made in writing signed by the candidate and shall be in such form as the Committee may prescribe from time to time. The Committee shall have the power of approving at their sole discretion any applicant whomsoever makes such application for membership.
- (b) A person may obtain a term membership for a fixed term of membership on payment of a required fee. The fixed term of membership, payment terms, and fee shall be determined by the Committee from time to time.
- ✱ (c) Any candidate elected to membership under this Article 15 after 1<sup>st</sup> January, 2001 shall be known as a Term Member. All regulations of the Club and privileges of membership, except those specifically referring to Ordinary Members, shall apply to a Term Member.

⌚ Amendment made on 4<sup>th</sup> December, 2000

✱ Amendment made on 27<sup>th</sup> May, 2013



- ✧ (d) A person will cease to be a Term Member on the date on which the term membership falls due. The Term Member shall be eligible for admission and election as a Subscriber immediately prior to the date of termination of the fixed term. The Term Member must be proposed and seconded by Ordinary Members and application for admission must be made in writing signed by the Term Member. The Term Member upon admission and election as a Subscriber shall be liable for a further entrance fee of fifty percent (50%) of subscriber membership entrance fee as prescribed from time to time by the Committee.

### **HONORARY MEMBERS**

- ✧ 16. The Committee shall have the power of inviting any person to become an Honorary Member of the Club who is, in the opinion of the Committee, worthy of such distinction by reason of his position or dignity, sporting or otherwise, or who has rendered signal services to the Club. An Honorary Member shall be accorded the use of the club house and all the privileges of an Ordinary Member save that he shall have no right to vote at or propose any resolution or move any amendment at any General Meeting or other meetings of the Club nor shall he be entitled to participate in or have any voice in the affairs of the Club or the management thereof and shall not propose candidates for admission as Members. He shall pay no entrance fee nor subscription to the Club.

## VISITORS

- ✧ 17. (a) A person temporarily visiting Hong Kong may upon being proposed and seconded by a Life Member, Honorary Life Member, Ordinary Member, Subscriber, Corporate Nominee, Sporting Member, Junior Sporting Member or Term Member, be admitted without ballot to the use of the Club and such privileges of membership as the Committee may decide for a period not exceeding three (3) months in total in any twelve (12) consecutive months from the date of admission.
    - (b) The usual members' monthly subscription shall be payable from the date of admission.
  - ✧ (c) A visitor shall be accorded the use of the club house and all the privileges of a Subscriber save that he shall have no right to receive notice of at any General Meeting or other meetings of the Club nor shall he have the right to vote at or propose any resolution or move any amendment at any General Meeting or other meetings of the Club and neither shall they be entitled to participate in or have any voice in the affairs of the Club or the management thereof. He shall pay no entrance fee to the Club but he shall pay such subscriptions as determined by the Committee from time to time.
    - (d) A visitor leaving Hong Kong and returning must be duly proposed on each occasion.
18. The proposer and seconder of a Visitor shall be liable jointly and severally for all the amounts which may be due from him to the Club.

19. The Committee may in its discretion at any time withdraw the privileges accorded to a Visitor.

## GUESTS

20. A resident of Hong Kong who is not a member shall be admitted to the Club as a guest only in accordance with the By-Laws made by the Committee. A guest must be introduced and accompanied by the Patron, the President, Life Members, Honorary Life Members, Ordinary Members, Subscribers, Corporate Nominees, Sporting Members, Junior Sporting Members, Term Members, Honorary Members or Visitors and must be signed into the guest book.

## MEMBERS' FAMILIES

21. The spouse, and the children up to and including the age of twenty-five (25), of a Member shall, subject to the By-Laws have the full privileges of the Club (other than voting rights and the right of proposal) subject to such general or particular restrictions as the Committee may from time to time impose; all chits signed by any person so using the Club shall be chargeable to the account of the Member concerned.

## ADMISSION OF MEMBERS

22. (a) An Ordinary Member is entitled to propose and/or second candidates for admission to the Club (subject to such maximum number,

§ Amendment made on 8<sup>th</sup> December, 1997  
Ⓜ Amendment made on 4<sup>th</sup> December, 2000  
Ⓢ Amendment made on 6<sup>th</sup> December, 2004  
⊛ Amendment made on 27<sup>th</sup> May, 2013

as may be determined by the Committee from time to time).

- ✱ (b) The name and occupation of each candidate for admission as a Subscriber or Term Member (as the case may be) as well as the names of his proposer and seconder shall be exhibited, if required, at such place and for such period of time as the Committee shall decide.
  - (c) A candidate shall not enjoy the privileges of the Club before his election as a Subscriber or Term Member (as the case may be) without the permission in writing of the Committee, which permission may at any time without prior notice be withdrawn. The rights and privileges of, and dues from, candidates shall be determined from time to time by the Committee.
- ⌘ 23. The proposer and seconder of a candidate for election as a Subscriber shall be jointly and severally liable for all sums due from such candidate to the Club prior and up to the date of his election.
- ⌘ 24. (a) The admission and election of candidates for election as a Subscriber shall be by ballot and the election shall be in the hands of the Balloting Committee.
- ✱ (b) The Balloting Committee shall consist of the Committee. The Committee shall have the power to appoint in addition not more than five (5) Ordinary Members to join the

⌘ Amendment made on 10<sup>th</sup> December, 1990

⌘ Amendment made on 4<sup>th</sup> December, 2000

✱ Amendment made on 27<sup>th</sup> May, 2013

Balloting Committee until the next Annual General Meeting.

(c) Every candidate shall at the time of submission of his application for membership to the Club, or at such time subsequent as shall be determined by the Committee from time to time, forward to the Secretary/Manager in writing such particulars as shall be required by the Committee.

(d) If required by the Committee a candidate, accompanied by his proposer and/or seconder if he is a candidate for election as a Subscriber, shall, prior to the election, meet members of the Balloting Committee at such time and in such place as shall be determined by the Committee.

- ✂ 25. Admission to the membership of the Club shall be by election conducted in such manner as may be decided from time to time by the Committee.
- ♣▲ 26. On the election of a candidate the fact shall be notified to him in writing and a copy of these Articles and of the By-Laws of the Club shall be forwarded to him together with a debit note for the entrance fee and for the current month's subscription.
- ♣ 27. If at any time after the election of a candidate a majority of the Committee, of whom five (5) shall form a quorum, shall be of opinion that he has been elected under any misrepresentation, or if any material information as to his antecedents has been withheld, they shall, after inquiry and

✂ Amendment made on 10<sup>th</sup> December, 1990

♣ Amendment made on 27<sup>th</sup> May, 2013

▲ Amendment made on 2<sup>nd</sup> June, 2015

notice to the person so elected have power to delete his name from the list of Members, and he shall thereupon cease to be a Member.

- ⊛ 28. No candidate proposed and not elected, shall be proposed again until the expiration of three (3) months, nor shall make use of the Club premises until duly elected.
  
- 29. Notice shall be given in writing to the proposer and seconder of any candidate who has failed to gain admission to the Club.

### ENTRANCE FEES

- \*⊛ 30. (a) Subscribers, Sporting Members and Junior Sporting Members shall pay an entrance fee of a sum as may from time to time be determined by a General Meeting. Junior Sporting Members may pay a deposit of the entrance fee of a sum as may from time to time be determined by a General Meeting and then pay the balance of the entrance fee upon admission as Subscribers or upon reaching the age of thirty (30) years. Sporting Members who change their status to Subscribers shall pay fee equivalent to the remaining portion as calculated on the date of registration as Sporting Members. Save for the above, Junior Sporting Members and Sporting Members shall not have to pay any additional fee when they change their status to Subscribers.
  
- ⊛⊛ (b) Term Members shall pay an entrance fee of such amount as may from time to time

\* Amendment made on 9<sup>th</sup> December, 1996

⊛ Amendment made on 4<sup>th</sup> December, 2000

⊛⊛ Amendment made on 27<sup>th</sup> May, 2013

be determined by a General Meeting. Upon admission and election to Subscriber following the expiry of the fixed membership term the Term Member changing status shall pay a further entrance fee.

- (c) The Committee shall have power in its absolute discretion to waive, accept installments or to reduce the amount of the entrance fee payable by a candidate who has been elected to membership.

## SUBSCRIPTIONS

- ✧ 31. The subscription for a Member shall be such amount payable monthly as may from time to time be determined by a General Meeting.
- ✧▲ 32. All Members who are over the age of seventy (70) years and who have paid subscriptions cumulatively for a period equivalent to at least thirty (30) years shall be eligible to apply for waiver of subscription. Whether or not the subscription waiver application is approved, all other rights of the Member shall remain the same.

## DEBENTURE

- ✧ 33. (a) All persons elected as Ordinary Members or Subscribers before 1<sup>st</sup> January 1981 shall purchase one (1) debenture each with a nominal value of HK\$1,000. The debentures

✧ Amendment made on 27<sup>th</sup> May, 2013

▲ Amendment made on 2<sup>nd</sup> June, 2015

shall bear interest at the rate of four percent (4%) per annum from the beginning of the month following full payment therefor. Any Ordinary Member or Subscriber who ceases to be an Ordinary Member or Subscriber shall have the full value of his debenture refunded after deduction of any accounts which may be outstanding. Repayment of the debentures shall commence on 1<sup>st</sup> January 1981 and shall be over a period of four (4) years from that date. Repayments shall be by lots drawn at the Annual General Meeting.

- (b) No Member shall transfer a debenture held by him except with the consent of the Committee.

#### ✕ **LIFE ABSENT MEMBERS**

- ✕✱ 34. (a) Any Member who has been registered as a Life Absent Member of the Club before 31<sup>st</sup> of December 1990 and has paid the fee applicable at the date of registration and any Member thereafter upon payment of such sum as may from time to time be determined by the Committee, shall become a Life Absent Member. A Junior Sporting Member shall however have to pay the entrance fee balance in accordance with Article 30(a) before becoming a Life Absent Member.
- ✱ (b) Thereafter if a Life Absent Member is absent from Hong Kong for a period of three (3) or more complete consecutive calendar months and provided that he shall have given prior

✕ Amendment made on 10<sup>th</sup> December, 1990, 6<sup>th</sup> December, 1993,  
5<sup>th</sup> December, 1994 and 9<sup>th</sup> December, 1996

✱ Amendment made on 27<sup>th</sup> May, 2013



written notice to the Secretary/Manager of his intention to be absent, then during such period of absence:-

- (i) he shall be exempted from paying any monthly subscription;
  - (ii) he may use the Club on brief visits of less than fifteen (15) days without payment of the monthly subscription; and
  - (iii) he may use the Club on visits of more than fourteen (14) days with payment of a minimum of one month's subscription.
- (c) Returning Life Absent Members shall on the first visit to the Club during such period of absence be required to provide an acceptable signed blank credit card payment voucher or other securities or guarantees as approved by the Committee from time to time to cover all the amounts which may be due from him to the Club for the duration of his stay in Hong Kong.
- ✧ (d) Upon his return to Hong Kong such Member shall within seven (7) days thereafter notify the Secretary/Manager in writing of his return and irrespective of whether such notice is given his liability to pay monthly subscriptions shall resume as from the date of his return to Hong Kong.

## DEFAULTERS

35. Accounts of the Members shall be made up at the end of each month and promptly despatched to members. Should any accounts remain unpaid on the last day of the month in which they were despatched the Member shall receive written notice drawing his attention to that fact and notifying him that unless the account is paid within seven (7) days from the date of the notice his name shall be posted on the notice board of the Club. If the Member fails to comply with the said notice within the period specified and the account remains unpaid the name of that Member may at the discretion of the Committee be posted on the notice board of the Club as a Defaulter and if at the expiration of ten (10) days from the date upon which his name is so posted his account still remains unpaid he shall *ipso facto* cease to be a Member. The Committee may in its sole and absolute discretion reinstate any person who has ceased to be a Member under the foregoing provision of this Article on such conditions as the Committee may impose.
36. 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.
- ✧ 37. The Committee may limit the amount of credit which a Member may be granted in any one (1) month and may require him to pay that amount before he can obtain further credit.

- ✧ 38. The Committee may require the holder of a Corporate Nominee Membership to withdraw its Nominee if he has been posted under the provisions of Article 35 or for any other reason the Committee in its sole and absolute discretion thinks fit.

### **GENERAL PROVISIONS WITH REGARD TO MEMBERSHIP**

- 39. Any Member may resign his membership by giving notice in writing to the Secretary/Manager at any time previous to the commencement of a month otherwise he will be held liable for that month's subscription.
- 40. The rights and privileges of the Member shall be personal to himself and such rights and privileges shall not be transferable by his own act or by operation of law, and shall cease upon his death, or upon his ceasing from any cause to be a Member under the provisions of these Articles provided that this Article shall not apply to the holder of a Corporate Nominee Membership.
- 41. Any person who shall for any reason whatsoever cease to be a Member shall nevertheless remain liable for and shall pay to the Club all monies which at the time of his ceasing to be a Member shall be due from him to the Club.
- ✧▲ 42. No Member shall be entitled to use the facilities of the Club or vote on any question while he is posted under these Articles or By-Laws of the Club for the time being in force.

✧ Amendment made on 27<sup>th</sup> May, 2013

▲ Amendment made on 2<sup>nd</sup> June, 2015

- § 43. Any Member who shall be convicted of an indictable offence or be adjudged a bankrupt, or who compounds with his creditors under the provisions of any Ordinance relating to bankruptcy, shall, *ipso facto*, cease to be a Member of the Club, and shall forfeit all rights to the use of, or claim upon, any property in the Club; but it shall be lawful for the Committee, on the written application of such Member, after inquiry, to restore his name to the List of Members of the Club upon such terms as the Committee may in its sole and absolute discretion think fit.
- ↗▲ 44. It shall be the duty of the Committee if at any time it shall be of the opinion that a Member offends against these Articles or the By-Laws of the Club, or if his/her conduct, behaviour or any act done by him/her, whether inside or outside the premises of the Club, shall in the opinion of the Committee or of any twenty (20) Members of the Club (who shall certify the same in writing to the Committee) be injurious or detrimental to the character or reputation of the Club, or to the interests of the Club or its Members, to specially convene a meeting of the Committee to conduct an inquiry into the matter. At least fourteen (14) days before such meeting the Secretary shall give the Member written notice thereof and of the complaint made against him/her and the Member, before the date of such meeting, may give written explanation to the Committee, and/or at such meeting he/she shall have an opportunity of giving orally or in writing any explanation, justification or defence he/she may think fit. It shall be in the power of the Committee at its sole discretion to exclude

§ Amendment made on 8<sup>th</sup> December, 1997

↗ Amendment made on 1<sup>st</sup> December, 2003

▲ Amendment made on 2<sup>nd</sup> June, 2015

such Member from the use of the Club and its facilities until such specially convened meeting of the Committee shall be held.

- ✂▲ 45. If the Committee is of the opinion that the Member has been guilty of the complaint made against him/her and that he/she has failed to explain or justify it satisfactorily, the Committee may call upon a Member to resign and if he/she does not resign within seven (7) days the Committee shall expel him/her and he/she shall cease to be a Member. A Member expelled under this Article shall have the right to appeal by giving written notice of appeal, supported in writing by at least twenty (20) Members of the Club, to the Secretary within fourteen (14) days of the date of expulsion. Thereupon a General Meeting shall be convened for the purpose of considering and, if thought fit, passing an ordinary resolution rescinding the expulsion and if such meeting shall pass such resolution then the Member shall be reinstated from the date of such resolution.
- ✂✪▲46. At all such specially convened meetings of the Committee and any General Meeting held under Article 44 and 45 both the Club and the Member whose conduct is complained of may be legally represented or advised and may adduce such evidence as may be relevant.
- ✂✪ 47. If the Committee, after conducting an inquiry under Article 44, is of the opinion that the Member was guilty of the complaint made against him/her and that he/she has failed to explain or justify it satisfactorily to the Committee, instead of calling upon a Member to resign, the Committee may at its sole discretion

✂ Amendment made on 1<sup>st</sup> December, 2003

✪ Amendment made on 27<sup>th</sup> May, 2013

▲ Amendment made on 2<sup>nd</sup> June, 2015

convene a Disciplinary Sub-committee, to consider the matter and to subsequently make recommendations to the Committee, who may subsequently suspend the Member from the use of the premises of the Club and its facilities and from all or any privileges of membership for a period not exceeding three (3) years.

- ⊛▲ 48. Subject to the express provisions of these Articles and to any By-Laws made by the Committee as hereinafter provided for the time being in force all members shall be entitled at all times to use in common all the premises and property of the Club and to be supplied at such charges as the Committee shall determine with such meals, refreshments, liquors and things as are provided by the Club for the use of Members.
  
- ▲ 49. Members shall alone be permitted to compete for any cups or prizes presented by the Club or by private persons unless the Committee, or such donors, name conditions to the contrary. In all competitions as well as in ordinary course of play the customs pertaining to the established etiquette of games, athletic sports and pastimes authorised by these Articles shall be observed by players.

### ✂ PATRON

- ✂ 50. The Committee shall have power to invite a person of distinction to be the Patron of the Club. The Patron may but need not be a Member of the Club and in either case shall not whilst acting as Patron have any of the liabilities of a Member. The Patron shall have the right

✂ Amendment made on 4<sup>th</sup> December, 1995 and 9<sup>th</sup> December, 1996

⊛ Amendment made on 27<sup>th</sup> May, 2013

▲ Amendment made on 2<sup>nd</sup> June, 2015

to receive notice of and to attend but not to vote at meetings of the Members of the Club and otherwise shall have such rights and privileges as shall be determined by the Committee provided that the Patron shall have no executive power or function. The Patron may be removed by the Committee as it thinks fit.

### ✧ PRESIDENT

- ✧ 51. The Committee shall have power to invite a person of distinction to be the President of the Club. The President may but need not be a Member of the Club and in either case shall not whilst acting as President have any of the liabilities of a Member. The President shall have the right to receive notice of and to attend but not to vote at meetings of the Members of the Club and otherwise shall have such rights and privileges as shall be determined by the Committee provided that the President shall have no executive power or function. The President may be removed by the Committee as it thinks fit.

### MANAGEMENT

52. The management of the Club shall be vested in the Committee (in these Articles referred to as “The Committee”) assisted by the Secretary/Manager and a Treasurer.
- ✧✧ 53. The Committee shall have no less than five (5) members, which shall consist of a Chairman

✧ Amendment made on 4<sup>th</sup> December, 1995 and 9<sup>th</sup> December, 1996

✧ Amendment made on 7<sup>th</sup> December, 1998

✧ Amendment made on 27<sup>th</sup> May, 2013

▲ Amendment made on 2<sup>nd</sup> June, 2015

◆ Amendment made on 28<sup>th</sup> May, 2018

and up to twelve (12) other Ordinary Members to be elected at an Annual General Meeting. Any vacancy in the Committee howsoever occurring during the year may be filled by the Committee from time to time. Any member of the Committee elected under these Articles shall be deemed to be “director” of the Club for the purpose of the Companies Ordinance.

✂◆●54. (a) Nominations for the election of the Chairman and other members of the Committee shall:-

- ♠◆▲ (i) be submitted in writing to the Secretary/Manager by the proposer at least one (1) month prior to the holding of the Annual General Meeting on the prescribed nomination form (the “Nomination Form”) available from the Secretary/Manager, that shall detail the requirements and eligibility criteria for such nomination. The Committee shall have the power to change the requirements and eligibility criteria for nomination as it sees fit from time to time;
- ◆ (ii) be signed by the proposer and seconder, and include a statement, over the signature of the proposed candidate, of his/her willingness to accept office if elected together with the required information;
- ◆● (iii) if not in full compliance with the aforesaid provisions, be null and void.

✂ Amendment made on 4<sup>th</sup> December, 1995 and 9<sup>th</sup> December, 1996

♠ Amendment made on 7<sup>th</sup> December, 1998

◆ Amendment made on 18<sup>th</sup> September, 2006

▲ Amendment made on 2<sup>nd</sup> June, 2015

● Amendment made on 28<sup>th</sup> May, 2018



- ◆▲◆ (b) Upon receipt of the aforesaid nominations, the Secretary/Manager shall cause all such nominations or copies thereof to be posted on the notice board and website of the Club (or otherwise inform the Members as the Committee sees fit) at least twenty-one (21) days prior to the holding of the Annual General Meeting.
- ◆◆ (c) Such posting shall constitute due and sufficient notice to the membership of the nominations for the election of the Chairman and the other members of the Committee.
- ◆ (d) In order to comply with the Companies Ordinance, each candidate standing for election as Chairman or as other members of the Committee shall be voted on individually at the Annual General Meeting by a separate resolution.
- ◆ (e) Should the Secretary/Manager receive more than:-
  - (i) one (1) nomination for Chairman, then the resolution for each candidate to be passed will provide for a method to determine, in the event all resolutions are passed, which candidate will be elected as Chairman, as follows:-

“THAT, subject to the number of votes in favour minus votes against this resolution (“net votes”) being the highest number of positive net votes among each of the resolutions to elect a person as Chairman at this Annual General

◆ Amendment made on 18<sup>th</sup> September, 2006

▲ Amendment made on 2<sup>nd</sup> June, 2015

◆ Amendment made on 28<sup>th</sup> May, 2018

Meeting, [name of candidate] is hereby elected as Chairman with effect from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting, provided that in the event of a tie, the ranking of the tied resolutions shall be determined by the drawing of lots by the chairman of the meeting”;

- (ii) twelve (12) nominations for the other members of the Committee, then the resolution for each candidate to be passed will provide for a method to determine, in the event all resolutions are passed, which candidates will be elected as the other members of the Committee, as follows:-

“THAT, subject to the number of votes in favour minus votes against this resolution (“net votes”) being among the twelve (12) highest number of positive net votes on each of the resolutions to elect a person as a member of the Committee at this Annual General Meeting, [name of candidate] is hereby elected as a member of the Committee with effect from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting, provided that in the event of a tie for the twelfth (12th) place, the ranking of the tied resolutions shall be determined by the drawing of lots by the chairman of the meeting”.

- ◆ (f) For the avoidance of doubt, notwithstanding that the number of candidates successfully elected at the Annual General Meeting may be less than the total number of nominations that were put forward for election, those successfully elected shall constitute the Committee for the ensuing year, provided that:-
  - (i) if the candidate for Chairman was not successfully elected, the Committee shall convene a General Meeting to elect the Chairman. The nomination and election procedure shall follow as closely as possible to the procedures aforesaid;
  - (ii) if less than five (5) members (whether or not including Chairman) are successfully elected, the elected members shall have power to continue to act only for the purposes of convening a General Meeting to elect additional members to the Committee. The nomination and election procedure shall follow as closely as possible to the procedures aforesaid.
- ∩◆♣◆ (g) If no nominations are received or if the nominations received within the time prescribed in Article 54(a) are insufficient to fill the vacancies, the chairman of the meeting shall call for nominations for such vacancy or vacancies from the Ordinary Members present at such meeting but if no nominations are received or if an insufficient number is received then such of the vacating members of the out-going Committee who shall be named by the chairman of the

∩ Amendment made on 4<sup>th</sup> December, 1995

◆ Amendment made on 18<sup>th</sup> September, 2006

♣ Amendment made on 27<sup>th</sup> May, 2013

◆ Amendment made on 28<sup>th</sup> May, 2018

meeting as have not had their vacancies filled shall be deemed to have been re-elected at the meeting notwithstanding the provisions of this Article.

- § 55. The Committee may appoint sub-Committees for such purposes as may be deemed advisable and may co-opt any number of Members or their spouses to serve on any one or more of such sub-Committee. Any sub-Committees so formed shall conform to any regulations or directions that may from time to time be imposed upon or given to it by the Committee.
- ✱ 56. All acts done by the Committee or any sub-Committee appointed under Article 55 shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Committee or sub-Committee, be as valid as if every such person had been duly appointed and was qualified to be a member of the Committee or sub-Committee.
57. Subject to Article A4 of these Articles, the Committee shall have power to appoint a Secretary/Manager of the Club, whose remuneration shall be fixed by the Committee. The Secretary/Manager shall do all the secretarial work of the Club and shall carry out and act generally under the directions of the Committee.
58. Subject to Article A4 of these Articles, the Committee shall have power to appoint a Treasurer of the Club to act during the term of office of the Committee, whose remuneration shall be fixed by the Committee. The Treasurer shall carry out and act generally under the directions of the Committee.

§ Amendment made on 8<sup>th</sup> December, 1997

✱ Amendment made on 27<sup>th</sup> May, 2013

59. The Club shall in respect of each financial year of the Club hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and such Annual General Meeting shall be held within nine (9) months after the end of the accounting reference period of the Club by reference to which the financial year of the Club is determined. Subject to the aforesaid, the Annual General Meeting shall be held at such time and place as the Committee shall appoint.
60. At the first and every subsequent Annual General Meeting of the Club, the members of the Committee shall retire from office. The retiring members of the Committee shall be eligible for re-election at the same or any other General Meeting of the Club.
61. The Committee shall have power to appoint an Ordinary Member to fill any casual vacancy on the Committee until the next Annual General Meeting. Any Ordinary Member so appointed shall retire at the next Annual General Meeting but shall be eligible for election as a member of the Committee at such Meeting.
62. The Committee shall have power to co-opt an Ordinary Member to join with the Committee at any one or more of its deliberations until the next Annual General Meeting provided that such co-opted Member shall not be allowed to vote in the meetings of the Committee.

59 Amendment made on 6<sup>th</sup> December, 2004

60 Amendment made on 18<sup>th</sup> September, 2006

61 Amendment made on 27<sup>th</sup> May, 2013

62 Amendment made on 2<sup>nd</sup> June, 2015

- Υ 63. The Chairman or in his absence such member of the Committee as may be appointed by the Committee shall take the Chair at all meetings of the Committee.
- Υ✱ 64. At all meetings of the Committee five (5) members thereof shall form a quorum and the chairman of the meeting shall have a second or casting vote.
65. Subject to Article A4 of these Articles, the Committee shall have power to appoint and remove the Secretary/Manager and Treasurer and all servants of the Club and to fix the amount of their remuneration.
- ▲ 66. Notwithstanding anything in these Articles to the contrary:-
- (a) Any member of the Committee shall be entitled to resign on giving to the Committee notice in writing in that behalf;
  - ✱ (b) Subject as hereinafter provided, in the event of the number of the Committee falling below five (5), the continuing members shall have power to continue to act only for the purposes of filling any casual vacancy, receiving resignations and of convening any General Meeting of the Club;
  - ✱▲ (c) In event of four (4) or more members of the Committee resigning within any period of seven (7) days, the remaining members of the Committee shall as soon as possible

Υ Amendment made on 4<sup>th</sup> December, 1995

✱ Amendment made on 27<sup>th</sup> May, 2013

▲ Amendment made on 2<sup>nd</sup> June, 2015

convene a General Meeting of the Club to elect new members in place of those resigning;

(d) Any member of the Committee who has resigned shall be eligible for re-election;

✪ (e) Any election made pursuant to this Article shall be conducted so far as possible in the same manner as an election at the Annual General Meeting as provided in Article 54.

67. The Committee shall exercise 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 required to be exercised or done by the Club in General Meeting, subject nevertheless to any regulations of these Articles, to the provisions of any Ordinance and to such regulations or provisions, not being inconsistent with the said regulations or provisions as may be prescribed by the Club in General Meeting; no regulation made by the Club in General Meeting shall invalidate any prior act of the Committee which would have been valid if such regulation had not been made.

🌀✪▲68. The Committee shall have power to make and from time to time alter and repeal all such By-Laws and rules as they may deem necessary or expedient or convenient for the proper conduct and management of the Club. Provided that no By-law shall be inconsistent with or shall affect or repeal anything contained in these Articles and provided further that any By-Law may be set aside by a resolution of a General Meeting of the Club.

🌀 Amendment made on 6<sup>th</sup> December, 2004

✪ Amendment made on 27<sup>th</sup> May, 2013

▲ Amendment made on 2<sup>nd</sup> June, 2015

- ☞ 69. The Committee shall have power to suspend from the privileges of membership for such period as they think fit any Member whom they consider, after due enquiry, to merit suspension by reason of the breach or non-observance by such person of any such By-law.
70. No member of the Committee shall receive any remuneration for his service.
- ☞ 71. All cheques and payments shall be signed or otherwise authorised by two (2) of any persons expressly authorised to do so by the Committee by letter to the bank of deposit.

### SEAL

- ☞▲ 72. The Secretary/Manager shall cause the Seal of the Club (if any) to be kept and shall affix the Seal with the authority of the Committee and in the presence of any two (2) members of the Committee to all instruments requiring to be sealed and all such instruments shall be signed by two (2) members of the Committee in whose presence the Seal shall have been affixed and shall be counter-signed by the Secretary/Manager. Without prejudice to the foregoing, a document which requires execution under seal may also be executed by the Club, without affixing the Seal thereto, by two members of the Committee on the Club's behalf or by one member of the Committee and the Secretary on the Club's behalf; and the Club may execute a document as a deed in the like manner, with the document expressed to be executed and delivered by the Club as a deed.

☞ Amendment made on 6<sup>th</sup> December, 2004

★ Amendment made on 27<sup>th</sup> May, 2013

▲ Amendment made on 2<sup>nd</sup> June, 2015



## ACCOUNTS

73. The Treasurer shall receive all entrance fees, subscriptions, amounts of members' bills and all other dues from the Members or other persons or corporations as well as all other monies payable or due to the Club and the Treasurer's receipt or in his absence that of the Secretary/Manager shall be the only sufficient discharge, and the Treasurer shall pay into the Bank Account of the Club all moneys received by him.
- ☉ 74. The Committee shall cause proper books of account to be kept with respect to -
- (a) all sums of money received and expended by the Club and the matters in respect of which the receipt and expenditure takes place;
  - (b) all sales and purchases of goods by the Club; and
  - (c) the assets and liabilities of the Club.
- ☉☉▲75. The books of account shall be kept at the Office of the Club, or, subject to Section 374 of the Companies Ordinance, at such other place or places as the Committee thinks fit, and shall always be open to the inspection of members of the Committee.

☉ Amendment made on 6<sup>th</sup> December, 2004

★ Amendment made on 27<sup>th</sup> May, 2013

▲ Amendment made on 2<sup>nd</sup> June, 2015

- ☉ 76. 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 accounts and books of the Club or any of them shall be open to the inspection of members not being members of the Committee, and no member (not being a member of the Committee) shall have any right of inspecting any account or book or document of the Club except as conferred by statute or authorised by the Committee or by the Club in General Meeting.
- ☉ 77. The Committee shall from time to time in accordance with the requirements of the Companies Ordinance, cause to be prepared and to be laid before the Club in General Meeting such income and expenditure accounts, balance sheets and reports as are required by the Companies Ordinance.
- ☉▲ 78. The accounts shall be made up to and closed on the 31<sup>st</sup> day of December in each year or on such other date as the Committee shall decide from time to time and a balance sheet containing a summary of the assets and liabilities of the Club shall be audited by the Auditors appointed by the Club at the Annual General Meeting for the preceding year (or otherwise in accordance with the Companies Ordinance) and shall be signed by at least two (2) members of the Committee and the Auditors' report shall be attached to such balance sheet.

☉ Amendment made on 6<sup>th</sup> December, 2004

☉★ Amendment made on 27<sup>th</sup> May, 2013

▲ Amendment made on 2<sup>nd</sup> June, 2015

79. Not less than twenty-one (21) days at least before each Annual General Meeting a copy of the balance sheet together with the Auditors' report shall be posted or sent to the Patron, the President, every resident Life Member, Honorary Life Member, Ordinary Member, Subscriber, Corporate Nominee, Sporting Member, Junior Sporting Member, Term Member and Honorary Member.

### Υ PROXIES

80. A Member entitled to attend and vote at a meeting of the Club is entitled to appoint another person as his proxy.
81. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy must be a member of the Club.
82. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Club or at such other place within Hong Kong as is specified for that purpose in the notice convening the meeting, at least forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll taken

Amendment made on 6<sup>th</sup> December, 1993 and 9<sup>th</sup> December, 1996

Amendment made on 5<sup>th</sup> December, 1994

Amendment made on 4<sup>th</sup> December, 1995

Amendment made on 27<sup>th</sup> May, 2013

Amendment made on 2<sup>nd</sup> June, 2015

more than forty-eight (48) hours after it was demanded, at least twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

Υ 83. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

Υ▲ 84. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Club at the Office before the commencement of the meeting, adjourned meeting or poll at which the proxy is used.

▲ 84A. Without prejudice to Article 84, a proxy's authority in relation to a resolution is to be regarded as revoked if the appointer of the proxy:

(a) attends in person the General Meeting at which the resolution is to be decided; and

(b) exercises, in relation to that resolution, the voting right he is entitled to exercise.


▲ 84B. A Member who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a General Meeting, remains so entitled in respect


Υ Amendment made on 4<sup>th</sup> December, 1995

▲ Amendment made on 2<sup>nd</sup> June, 2015


of the Meeting or any adjournment of it, even though a valid proxy has been delivered to the Club by or on behalf of the Member.


## MEETINGS


 85. There shall be an Annual General Meeting of the Patron, the President, Life Members, Honorary Life Members, Ordinary Members, Subscribers, Corporate Nominees, Sporting Members, Junior Sporting Members and Term Members of the Club to be held upon a date and at a time to be fixed by the Committee for the following purposes:


- (a) To receive from the Committee a report, balance sheet and statement of accounts for the preceding financial year;
-  (b) To elect a Chairman and the remaining members of the Committee in the place of the retiring members thereof, or to re-elect such retiring Chairman and retiring members of the Committee or any of them;
- (c) To appoint auditors;
- (d) All other business conducted at the Annual General Meeting shall be deemed special and no resolution shall be submitted in respect of such special business unless the notice convening the Meeting indicated the general nature of this special business to


 Amendment made on 6<sup>th</sup> December, 1993 and 9<sup>th</sup> December, 1996

 Amendment made on 4<sup>th</sup> December, 2000

 Amendment made on 6<sup>th</sup> December, 2004

 Amendment made on 4<sup>th</sup> December, 1995

 Amendment made on 27<sup>th</sup> May, 2013

 Amendment made on 2<sup>nd</sup> June, 2015

be considered, provided however that the absence of notice of any special business shall not preclude the discussion at an Annual General Meeting of any matter relating to the constitution and management of the Club.

87. At all General Meetings the President of the Club shall be entitled to take the Chair if present or if he be absent or if at any General Meeting he shall not be present within fifteen (15) minutes after the time appointed for holding such meeting, or if he shall have previously notified the Secretary/Manager of his intention of not being present, the Chairman shall take the Chair instead, and if the Chairman is also absent from such meeting, the members of the Committee shall choose one of their number as chairman of the meeting, and if no member of the Committee be present, or if all the members of the Committee present decline to take the Chair, then the Ordinary Members present shall select one amongst their number to be chairman of the meeting.
87. At all General Meetings except those convened pursuant to Article 89, ten (10) Ordinary Members present in person or by proxy shall constitute a quorum.
88. The Committee may also convene other General Meetings of the Club specifying in the notice convening the meeting the object or objects for which the Meeting is called and to which the discussion must be strictly confined.

87 Amendment made on 5<sup>th</sup> December, 1994

87 Amendment made on 27<sup>th</sup> May, 2013

88 Amendment made on 2<sup>nd</sup> June, 2015

☞☛▲89. The Committee shall also call other General Meetings in accordance with Article 88 upon written requisition to do so from Members representing at least five (5) % of the total voting rights of all Members having the right to vote at General Meetings, such requisition with the notice convening the meeting to be posted in a conspicuous place in the club house provided that the quorum for such meeting shall be five (5) % of the Members having a right to vote at General Meetings present in person or by proxy:

- ▲ (a) Any such requisition made by the Members must state the object of the meeting proposed to be called, and must be signed by the requisitionists and deposited at the Secretary/Manager's Office;
- ▲ (b) On receipt of the requisition, the Committee shall within fourteen (14) days thereafter proceed to convene a General Meeting to be held within twenty-eight (28) days from the date of the notice convening the meeting, failing which, the requisitionists or any of them representing more than one half of the total voting rights of all of them, may themselves convene such a meeting; provided that the meeting must be called for a date not more than three (3) months after the date on which the Committee became subject to the requirement to call a meeting and the meeting must be called in the same manner as nearly as possible as that in which the meeting is required to be called by the Committee.

☞ Amendment made on 6<sup>th</sup> December, 2004

☛ Amendment made on 27<sup>th</sup> May, 2013

▲ Amendment made on 2<sup>nd</sup> June, 2015

90. An Annual General Meeting and any other General Meetings shall be called by twenty-one (21) days' notice in writing at the least, unless otherwise required by the Companies Ordinance. The notice shall be given, by circular, posted or addressed, or through the medium of one of the local papers, or 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 these Articles entitled to receive such notices from the Club. The circular or advertisement with a statement of the object of the meeting shall also be exhibited in a conspicuous place in the club house for the same period. Accidental omission to give such notice to any of the Patron, the President, Life Members, Honorary Life Members, Ordinary Members, Subscribers, Corporate Nominees, Sporting Members, Junior Sporting Members or Term Members shall not invalidate any resolution passed at such meeting.
91. If within half an hour from the time appointed for any General Meeting, a quorum is not present, the meeting, if convened pursuant to Article 89 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. If at such adjourned meeting a quorum is not present, the business may be transacted with such number of Ordinary Members as may be present.
92. At any meeting (unless a poll is demanded by not less than five (5) Members then present in person or by proxy and having the right to vote

Amendment made on 6<sup>th</sup> December, 1993 and 9<sup>th</sup> December, 1996

Amendment made on 4<sup>th</sup> December, 2000

Amendment made on 6<sup>th</sup> December, 2004

Amendment made on 5<sup>th</sup> December, 1994

Amendment made on 4<sup>th</sup> December, 1995

Amendment made on 27<sup>th</sup> May, 2013

Amendment made on 2<sup>nd</sup> June, 2015



at the meeting) a declaration by the chairman of the meeting that a resolution has been carried or carried by a particular majority, or lost or not carried by a particular majority, shall be conclusive.

Υ 93. If a poll is demanded as aforesaid it shall be taken in such manner and at such time and place and either immediately or after an adjournment not exceeding seven (7) days as the chairman of the meeting directs; and the result of the poll as declared by the chairman of the meeting shall be deemed to be the resolution of the meeting at which the poll is demanded.

Υ 94. The chairman of any General Meeting may, with the consent of the meeting, adjourn any meeting from time to time and from place to place. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

Ω 95. Every Life Member, Honorary Life Member and Ordinary Member shall be entitled to five (5) votes and every Subscriber, Corporate Nominee, Sporting Member, Junior Sporting Member or Term Member shall be entitled to one (1) vote. Votes shall be given personally or by proxy whether on a show of hands or on a poll.

Ω 96. Notwithstanding the provisions in these Articles, no Member shall be entitled to attend and vote at any general meeting unless on or before the

Ω Amendment made on 6<sup>th</sup> December, 1993 and 9<sup>th</sup> December, 1996

Ω Amendment made on 5<sup>th</sup> December, 1994

Υ Amendment made on 4<sup>th</sup> December, 1995

Ω Amendment made on 4<sup>th</sup> December, 2000

Ω Amendment made on 6<sup>th</sup> December, 2004

Ω Amendment made on 18<sup>th</sup> September, 2006

Ω Amendment made on 27<sup>th</sup> May, 2013

date of each such general meeting all moneys payable by him to the Club in his capacity as a Member, and which have been outstanding for more than one (1) month after they fell due for payment, have been paid.

97. A resolution passed at a General Meeting of the Club shall be binding on all Members.

### NOTICES

- ♣▲ 98. Except where these Articles expressly deal with the manner and method of giving notices to Members, notices may be given by the Club to any Member by personal delivery or by post to the Patron, the President, Life Members, Honorary Life Members, Ordinary Members, Subscribers, Corporate Nominees, Sporting Members, Junior Sporting Member and Term Members at such Members' registered addresses. Where a notice is sent by post, service of the notice shall be deemed to have been effected by properly addressing, pre-paying and posting a letter containing the notice or in such manner as may be prescribed by the Committee, and deemed to have been received on the second business day after posting.

### INDEMNITY

- ☞♣▲99. Subject to and in so far as may be consistent with the applicable provisions of the Companies Ordinance, every member of the Committee, auditor and officer for the time being of the

☞ Amendment made on 6<sup>th</sup> December, 2004

♣ Amendment made on 27<sup>th</sup> May, 2013

▲ Amendment made on 2<sup>nd</sup> June, 2015

Club shall be indemnified out of the funds of the Club against all liabilities and obligations which they, or any of them, may incur in good faith in the proper and reasonable performance or purported performance of their duties in relation to the Club other than any liability which attaches to them by law in respect of any negligence, default, breach of duty or breach of trust. Further, they shall be indemnified from the funds of the Club against any liability incurred by them in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any relief granted to them by the Court pursuant to Part 20, Division 3 of the Companies Ordinance. Provided that none of the funds of the Club shall be applied in payment of the whole or part of any fine or penalty imposed upon any person by sentence or order of a Court of Justice.

☞ ▲ **CONFLICTS OF INTEREST AND  
DISQUALIFICATION OF MEMBERS OF  
THE COMMITTEE**

- ☞ 100. (a) The office of member of the Committee shall be vacated if the member -
- (i) holds a salaried office or without the consent of the Club in General Meeting holds any other office of profit under the Club; or
  - (ii) becomes bankrupt or makes any arrangement or composition with his creditors generally; or

- (iii) becomes of unsound mind;
- ▲ (iv) is directly or indirectly interested in any contract, arrangement or transaction (being a contract, arrangement or transaction of significance in relation to the Club's business, and whether actual or proposed) with the Club and, if his interest in the same is material, fails to declare the nature and extent of his interest in the manner required by Division 5, Part 11 of the Companies Ordinance; or
- ▲ (v) becomes prohibited from being a member of the General Council or a director by reason of any disqualification order made under the Companies Ordinance or any other law.
- ▲ (b) A member of the Committee shall not vote in respect of any contract, transaction or arrangement in which he is interested or any matter arising thereout, and if he does so vote shall not be counted.

## INTERPRETATION

- ★▲ 101. Any question as to the interpretation of these Articles and any rule or By-Law shall be left to the Committee whose position on any point shall be final and all matters not especially provided for by these Articles shall be left to the decision of the Committee whose ruling shall be conclusive.

★ Amendment made on 27<sup>th</sup> May, 2013

▲ Amendment made on 2<sup>nd</sup> June, 2015



## **THE HONG KONG CRICKET CLUB**

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