

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

KOWLOON TONG CLUB

Incorporated with limited liability in 1931

2015 Edition

THE COMPANIES ORDINANCE (Chapter 622)

SPECIAL RESOLUTION
OF
KOWLOON TONG CLUB

Passed on the 25th day of November 2014

At an Extraordinary General Meeting of the Members of the Club duly convened and held at the Kowloon Tong Club, 113A Waterloo Road, Kowloon, on 25th November 2014, the following resolution was duly passed as a Special Resolutions of the Club:-

1. “THAT the Memorandum of Association of the Club be amended in the following manners:-
 - (i) By inserting into Clause 3 immediately after sub-clause (k) thereto to read as follows:-

“Provided that:-

 - (i) In case the Club shall take or hold any property which may be subject to any trusts, the Club will only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
 - (ii) The objects of the Club shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.”
 - (ii) By amending Clause 5(5)(c) to read as follows:-

“(c) of reasonable and proper rent for premises demised or let by any member of the Club or of its General Committee or governing body;”
 - (iii) By adding Clause 7 to read as follows:-

“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.””
2. “THAT the Articles of Association of the Club be amended in the following manners:-
 - (i) By amending Article 1 to read as follows:-

“1. The marginal notes, the headings and sub-headings hereto shall not affect the construction hereof. In these Articles, unless there is something in the subject or context inconsistent therewith:-

“Chairman” means the Chairman of the General Committee for the time being.

“clear day” means a period of 24 hours (Hong Kong time) commencing at mid-night.

“Club” means the Company registered as the Kowloon Tong Club.

“Extraordinary General Meeting” means a General Meeting of the Club other than an Annual General Meeting.

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

“General Committee member” means any person for the time being appointed as a member of the General Committee or governing body of the Club and the person so appointed shall be deemed to be a “director” of the Club for the purpose of the Ordinance.

“Kowloon Tong Area” means the area bounded on the north by Cornwall Street, on the south by Boundary Street, on the east by Waterloo Road and on the west by East Rail of the Mass Transit Railway.

“Member” means a member of the Club so registered.

“Member’s family” means Member’s spouse and/or children under the age of 21.

“Member’s children” include natural children and adopted children.

“membership fees” includes entrance fee and periodical subscription from a member to the Club.

“month” means a calendar month.

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

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

“person” includes individual and body corporate.

“predecessor Ordinance” means the predecessor Ordinance as defined in section 2(1) of the Companies Ordinance, Chapter 622 of the Laws of Hong Kong including the related subsidiary legislation.

“Seal” means the Common Seal of the Club.

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

“Sub-Committees” means Committees and Sub-Committees.

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

Words importing the singular number only shall include the plural and the converse shall also apply.

Words importing the masculine gender shall include the feminine or neuter gender and vice versa.

Where an act is required to be done in these Articles a specified number of clear days before or after a specified date, at least that number of clear days must intervene between the day on which the act is done and that date.

The Articles of Association and Bye-laws from time to time in force shall form the Rules of the Club.”

- (ii) By amending Article 2 to read as follows:-
 “2. The Club is established for the objects expressed in the Memorandum of Association.”
- (iii) By amending Article 5(f)(iii) to read as follows:-
 “(iii) A Special Nominee Member shall not be entitled to appoint the following natural persons to become a nominee:-
 1) Any former Member who had been expelled from the Club pursuant to Article 24 hereof;
 2) Any person who is subject to a Bankruptcy order or adjudicated bankrupt or makes a composition or scheme of arrangement with his creditors; or
 3) Any person convicted of a criminal offence (except road traffic or other quasi-criminal offences) or dismissed from the public services with disgrace.”
- (iv) By amending Article 18 to read as follows:-
 “18. Any Member may resign from the Club by giving one month’s prior notice in writing addressed to the Secretary.”
- (v) By amending Article 23 to read as follows:-
 “23. If the membership fees and any other Club dues of any Member are not paid within sixty clear days of written notification by the Secretary, he shall cease to be a Member provided that the General Committee may in its absolute discretion extend such time.”
- (vi) By amending Article 24 to read as follows:
 “24. The General Committee shall have the power to:-
 (a) expel a Member from the Club;
 (b) suspend a Member from membership for such period as the General Committee shall deem fit;
 (c) reprimand a Member; or
 (d) take other disciplinary action against a Member, if such Member is found to be guilty of misconduct as provided in Article 31.”
- (vii) By amending Article 31 to read as follows:-
 “31. A member shall be deemed to be guilty of misconduct if:-
 (a) he wilfully acts in violation of the Rules of the Club;
 (b) his conduct in or out of the Club House shall be injurious to the character or interests of the Club;
 (c) he becomes bankrupt or makes a composition or scheme of arrangement with his creditors or, in the case of a corporation, a winding up order;
 (d) he shall be imprisoned for a criminal offence;
 (e) he shall be dismissed from the public services with disgrace;
 (f) he has behaved in an objectionable manner;
 (g) he has acted in a way so as to bring the name of the Club into disrepute.”
- (viii) By amending Article 37 to read as follows:-
 “37. At the conclusion of every second Annual General Meeting of the Club the whole of the General Committee shall retire from office, or if the Club has dispensed with the holding of Annual General Meetings or is not required to hold Annual General Meetings, every General Committee member shall retire from office before the end of 9 months after the end of the Club’s accounting reference period by reference to which the financial year in which the General Committee member was appointed is to be determined. Nevertheless, such retiring General Committee member shall be eligible for re-election.”

- (ix) By amending Article 40 to read as follows:-
“40. Notice shall be given in writing to the Secretary of the names of any candidates to fill any vacancies on the General Committee at an Annual General Meeting and such notice shall be endorsed by each such candidate by way of confirmation of his willingness to serve if elected and shall bear the names of a Proposer and a Seconder both being Members (other than a Patron or Honorary Member). Any such notice shall be given to the Secretary not less than 35 days before the General Meeting at which the election is to take place. The General Committee may at its absolute discretion extend this deadline if the number of nominations received by the deadline does not exceed the number of vacancies. The Secretary shall as soon as possible post on the notice board in the Club House the names of the candidates and of their proposers and seconders.”
- (x) By amending Article 43 to read as follows:-
“43. The Club may by ordinary resolution remove any General Committee member before the expiration of his period of office, and may by an ordinary resolution appoint another person in his stead. The person so appointed shall be subject to retirement at the same time as if he had become a General Committee member on the day on which the General Committee member in whose place he is appointed was last elected a General Committee member.”
- (xi) By amending Article 52 to read as follows:-
“52. The General Committee may, from time to time, appoint such Sub-Committees as it considers necessary for securing the efficient discharge of its functions, and may delegate to any such Sub-Committees any of its powers and duties PROVIDED that no delegation made hereunder shall preclude the General Committee from exercising or performing or resuming at any time any of the powers and duties so delegated.”
- (xii) By amending Article 57 to read as follows:-
“57. The office of a member of the General Committee shall be vacated if:-
(a) he becomes bankrupt or makes a composition or scheme of arrangement with his creditors; or
(b) he is found lunatic or becomes of unsound mind; or
(c) becomes prohibited from being a director by reason of any order made under the Companies (Winding Up and Miscellaneous Provisions) Ordinance, Chapter 32 of the Laws of Hong Kong; or
(d) he resigns his office by notice in writing to the Club; or
(e) he is directly or indirectly interested in any transaction, arrangement or contract (being a transaction, arrangement or contract of significance in relation to the Club’s business) with the Club and, if his interest in such transaction, arrangement or contract is material, fails to declare the nature of his interest in the manner required by section 162 of the predecessor Ordinance or section 536 of the Ordinance; or
(f) he is absent from more than three consecutive meetings of the General Committee without leave of absence from the General Committee; or
(g) he ceases to be a Member for whatever reason or shall apply for Absent Membership.”
- (xiii) By amending Article 58 to read as follows:-
“58. A member of the General Committee shall not vote in respect of any transaction, arrangement or contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted. A reference in this article to a transaction, arrangement or contract includes a proposed transaction, arrangement or contract.”

- (xiv) By amending Article 59 to read as follows:-
“59. Subject to section 107 of Schedule 11 to and sections 611, 612 and 613 of the Ordinance, the Club must, in respect of each financial year of the Club, hold a general meeting as its annual general meeting in accordance with section 610 of the Ordinance. The annual general meeting shall be held at such time and place as may be prescribed by the General Committee.”
- (xv) By amending Article 61 to read as follows:-
“61. The General Committee may, if it thinks fit, call a general meeting. If the General Committee is required to call a general meeting under section 566 of the Ordinance, it must call it in accordance with section 567 of the Ordinance. But if the General Committee does not call a general meeting in accordance with section 567 of the Ordinance, the Members who requested the meeting, or any of them representing more than one half of the total voting rights of all of them, may themselves call a general meeting in accordance with section 568 of the Ordinance.”
- (xvi) By amending Article 69 to read as follows:-
“69. At any General Meeting a resolution put to the vote of the meeting shall, unless expressly provided in these Articles to the otherwise, be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded:-
(a) by the Chairman;
(b) by at least 2 Members present in person or by proxy; or
(c) by any Member or Members present in person or by proxy and representing at least 5% of the total voting rights of all the Members having the right to vote at the meeting.
Unless a poll is so demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book 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 favour of, or against, that resolution.”
- (xvii) By amending Article 78 to read as follows:-
“78. The books of account shall be kept at the registered office of the Club, or subject to the applicable statutory requirements, at such other place or places as the General Committee think fit, and shall always be open to the inspection of the members of the General Committee.”
- (xviii) By amending Article 80 to read as follows:-
“80. The General Committee shall from time to time in accordance with the applicable statutory requirements, cause to be prepared and to be laid before the Club in General Meeting such income and expenditure accounts, balance sheets and reports as are required by the statutes.”
- (xix) By amending Article 81 to read as follows:-
“81. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Club in General Meeting together with a copy of the auditors’ report shall not less than 28 days before the date of the meeting be sent to all persons entitled to receive notices of General Meeting of the Club.”

- (xx) By amending Article 94 to read as follows:-
“94. Every member of the Sub-Committee, or officer (other than a General Committee member) or other servant of the Club shall be indemnified out of the funds of the Club, against all liability incurred in proper or reasonable discharge of his duties by him as such member of the Sub-Committee, or officer or servant in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with an application under Section 358 of the predecessor Ordinance or sections 903 or 904 of the Ordinance in which relief is granted to him by the Court, provided further that none of the assets of the Fund shall be applied either directly or indirectly in payment of the whole or part of any fine or penalty imposed upon any person by sentence or order of the Court.”
- (xxi) By inserting Article 95 after the existing Article 94 to read as follows:-
“95. The Club may decide to purchase and maintain insurance, at the expense of the Club, for any General Committee member, against:-
(a) any liability to any person attaching to the General Committee member in connection with any negligence, default, breach of duty or breach of trust (except fraud) occurring in the course of performance of the duties of the General Committee member in relation to the Club (as the case may be); or
(b) any liability incurred by the General Committee member in defending any proceedings (whether civil or criminal) taken against the General Committee member for any negligence, default, breach of duty or breach of trust (including fraud) occurring in the course of performance of the duties of the General Committee member in relation to the Club (as the case may be).”
- (xxii) By re-numbering the existing Article 95 to read as Article 96:-
“96. 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 clause 5 of the Memorandum of Association, 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.”
- (xxiii) By re-numbering the existing Article 96 to read as Article 97 and by amending it as follows:-
“97. No addition, alteration or amendment shall be made to or in the Memorandum of Association or these Articles of Association 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.””

(Sd.) Wong Tin Shung

CHAIRMAN
WONG Tin Shung

THE COMPANIES ORDINANCE (Chapter 32)

SPECIAL RESOLUTION
OF
KOWLOON TONG CLUB

Passed on the 26th day of November 2013

At an Extraordinary General Meeting of the Members of the Club duly convened and held at the Kowloon Tong Club, 113A Waterloo Road, Kowloon, on 26th November 2013, the following resolution was duly passed as a Special Resolution of the Club:-

“That the existing Articles of Association of the Company be amended in the following manner:-

“By adding 5(k) to read as follows:-

5(k) Junior Members

- (i) A natural person aged between 12 and 28, who is considered by the General Committee to have potential for the promotion or development of or achievement in such sport as the General Committee designates from time to time, may subject to such terms and conditions to be decided by the General Committee from time to time, be admitted as a Junior Member of the Club on payment of an admission fee of \$900.00 Provided that such Junior Membership shall cease upon the Junior Member reaching the age of 30.
- (ii) A Junior Member shall, subject to payments of monthly subscription in such sum as the General Committee shall from time to time determine :-
 - (a) Have the right to use the facilities of the Club other than the parking of cars;
 - (b) Have no voting right;
 - (c) Have no right to bring guests to use the facilities of the Club other than the catering services at the Club;
 - (d) Not be entitled to apply for Absentee Membership.
- (iii) A Junior Membership may be revoked by the General Committee at any time if the Junior Member shall fail to observe or perform the terms and conditions imposed on him at the time of his admission to membership.
- (iv) There shall be no more than 20 Junior Members at any one time.
- (v) A Junior Member, with the age of not less than 21 years, who has been a Junior Member for not less than 5 consecutive years shall be entitled to apply for Ordinary Membership and upon admission as an Ordinary Member shall pay an entrance fee in the same amount as then payable on the admission of a Special Family Member whose Member Parent has a membership standing of not less than 10 years but less than 15 years.”

Dated this 26th day of November 2013

(Sd.) Wong Tin Shung
CHAIRMAN
WONG Tin Shung

THE COMPANIES ORDINANCE (Chapter 32)

SPECIAL RESOLUTION
OF
KOWLOON TONG CLUB

Passed on the 27th day of April 2004

At the Annual General Meeting of the Kowloon Tong Club duly convened and held at the Club premises of No. 113A Waterloo Road, Kowloon, Hong Kong, on the 27th day of April 2004, the following resolution was passed as a Special Resolution:-

“That the regulations contained in the printed document submitted to the Meeting and, for the purpose of identification subscribed by Mr. Benjamin Chang, the Convenor of the Ad Hoc Committee for Amendment of the Memorandum and Articles of Association thereof, be approved and adopted as the new Memorandum and Articles of Association of the Club in substitution for, and to the exclusion of, all the existing Memorandum and Articles of the Club.”

Dated this 27th day of April 2004

(Sd.) Tam Shiu Wah
Chairman

THE COMPANIES ORDINANCE (Chapter 32)

SPECIAL RESOLUTION

OF

KOWLOON TONG CLUB

Passed the 31st day of August, 1993.

At an Extraordinary General Meeting of the Members of the above Company duly convened and held at the Table Tennis Room at the Club premises of No. 113A Waterloo Road, Kowloon, Hong Kong, on the 31st day of August, 1993, the following resolutions were passed as Special Resolutions:-

1. "That the existing Memorandum of Association of the Company be amended in the manner as follows:-
 - (i) In Clause 2, by deleting "in the Colony".
 - (ii) In Clause 3 (f), by inserting between "to become a member of" and "any other association or club" the followings:

"or associated with".
 - (iii) In Clause 3 (f), by inserting after "beneficial to this Company" the followings:

"and/or its members"."
2. "That the existing Articles of Association of the Company be amended in the manner as follows:-
 - (i) In Article 1, by amending the definition of "the Kowloon Tong Estate" by deleting "Estate" and substituting therefor the word "Area" and by deleting "Railway" and substituting therefor the word "railway".
 - (ii) In Article 3, by deleting "2,100" and substituting therefor "2,300".
 - (iii) In Article 5, by deleting sub-paragraph (ii) of paragraph (a) and by amending the sub-paragraph number of existing sub-paragraph (iii) of paragraph (a) as "(ii)".
 - (iv) In Article 6 paragraph (d), by deleting "\$100,000.00" and substituting therefor "\$160,000.00 or such other sum as the General Committee shall from time to time determine".

- (v) In Article 6 paragraph (e), by deleting “\$75,000.00” and substituting therefor “\$100,000.00 or such other sum as the General Committee shall from time to time determine” and by adding after “a monthly subscription of \$450.00” the following words:
“or such other sum as the General Committee shall from time to time determine”.
- (vi) In Article 6, by deleting paragraph (f) and substituting therefor the following new paragraph (f):-

“(f) Special Nominee Members

Any company incorporated under the Companies Ordinance of good standing shall be eligible to apply for admission and may be admitted at the absolute discretion of the General Committee as a Special Nominee Member. Upon admission, a Special Nominee Member shall be entitled to exercise an Ordinary Voting Right. It shall upon its admission as a Special Nominee Member pay an entrance fee as hereinafter specified. It shall pay the same monthly subscription as an Ordinary Member if it is entitled to appoint one nominee and shall pay twice the monthly subscription as an Ordinary Member if it is entitled to appoint two nominees. The rules governing the application of an Ordinary Member shall apply mutatis mutandis, to the admission of a Special Nominee Member. A Special Nominee Member who has paid an entrance fee of \$250,000.00 or such other sum as the General Committee shall from time to time determine may appoint one nominee to use the facilities of the Club. A Special Nominee Member who has paid an entrance fee of \$400,000.00 or such other sum as the General Committee shall from time to time determine may appoint two nominees to use the facilities of the Club. The Special Nominee Member shall not nominate any of the following persons to become a nominee:-

- 1) A person who has been called upon to resign as a member of the Club or deleted from the list of members of the Club pursuant to Article 24 hereof;
- 2) A person who is adjudicated bankrupt or who compounds with other creditors as under the provision of any Act or Ordinances or one who shall be guilty of a criminal offence (except road traffic or other minor offences) or shall be dismissed from the public services with disgrace.

A Special Nominee Member shall be at liberty to change its nominee or nominees (as the case may be) by giving one month’s notice in writing to such effect to the General Committee. Such notice will be regarded as a resignation of the nominee or nominees being replaced and an application of the replacement nominee or nominees. A Special Nominee Member shall be responsible for all dues to the Club arising out of such membership but shall be exempt from paying any further entrance fee in respect of any change of nominee or nominees. The nominee or nominees shall have no voting right but may use the facilities of the Club. The nominee or nominees will, however, be charged direct for the use made of the Club and Club dues, in the first instance. On the nominee or nominees failing to pay dues to the Club, the Special Nominee Member shall be liable.

Neither the nominee or nominees nor the Special Nominee Member shall be entitled to serve on the General Committee, or any Committee or Sub-Committee of the Club. There shall not be more than 150 Special Nominee Members at any time.”

(vii) In Article 6 paragraph (h) sub-paragraph (i) by deleting “25,000.00” and substituting therefor “\$35,000.00 or such other sum as the General Committee shall from time to time determine”.

(viii) In Article 6 paragraph (h) sub-paragraph (i), by inserting in the second last sentence of the sub-paragraph after “He shall upon his admission as a Special Family Member” the followings:-

“submit to the Club a guarantee in a form approved by the Club signed by his Member parent guaranteeing his punctual payment of entrance fee and”.

(ix) In Article 6 paragraph (h) sub-paragraph (iv), by deleting “of \$25,000.00”.

(x) In Articles 6 paragraph (h):-

- a. by deleting sub-paragraph (iii);
- b. by re-numbering sub-paragraph (iv) as sub-paragraph (iii); and
- c. by adding the following new sub-paragraph (iv) after sub-paragraph (iii) (previously (iv)):-

“(iv) A Special Family Member shall not be entitled to apply to be an Absent Member during the first five years of his Special Family Membership.”.

(xi) By inserting after Article 6 paragraph (i) sub-paragraph (ii) the following sub-paragraph (iii):-

“(iii) A Visiting Member shall have no voting right at any General Meeting of the Club”.

(xii) In Article 6 paragraph (j) sub-paragraph (i):

- a. by inserting the followings between “(not being a Special Nominee Member or its nominee” and”)”:-

“or a Special Family Member during the first five years of his Special Family Membership”;

- b. by deleting “of \$300.00 for every period of 12 calendar months or part thereof” and substituting therefor “as hereinafter described”; and
- c. by adding after “on the List of absent members.” the followings:-

“The said absent member’s fee for every period of 12 calendar months or part thereof shall be an amount equal to the monthly subscription fee of an Ordinary Member current at the time when such absent member’s fees falls due and payable under these Articles”.

- (xiii) By inserting after Article 6 paragraph (j) sub-paragraph (vii) the following sub-paragraphs (viii) and (ix):-
- “(viii) An Absent Member shall have no voting right at any General Meeting of the Club.
- “(ix) A Special Family Member shall not be entitled to apply to be an Absent Member during the first five years of his Special Family Membership.”.
- (xiv) By adding the followings immediately after Article 7:-
- “The General Committee may from time to time increase the amount of the monthly subscription fee payable by a Member for not more than 25% for every period of 12 calendar months”.
- (xv) In Article 8, by adding in the second sentence thereof after “twelve candidates” the followings:-
- “(excluding candidates for Special Voting Rights and candidates for memberships of Special Family Members and Visiting Members)”.
- (xvi) In Article 9, by inserting the following proviso after the word “present” at the end of the paragraph:-
- “, provided that the General Committee may, if it deems fit grant priority to applicants who are house-owners in the Kowloon Tong Area”
- (xvii) By adding after Article 19 the following Article 19A:
- “19A. All members shall pay the monthly subscription fees (where applicable) and Club dues within 25 days of issue of the statement or invoice from the Club. If the membership fees or Club dues of any Member are not paid when they fall due the General Committee shall have the right to forthwith suspend the Member or a Nominee of a Special Nominee Member from further participating in any of the advantages of the Club or use the facilities of the Club or exercise his voting rights until he shall have paid his monthly subscription and Club dues and any other claim the Club may have against him and that Member shall pay, in addition to the said membership fees or Club dues, an administration fee and interest on the said membership fees or Club dues in the manner prescribed by the bye-laws of the Club, provided that, the General Committee may whenever it considers appropriate waive the said administration fee and the said interest”.
- (xviii) In Article 20, by inserting after “membership fees” the followings:-
- “and any other Club dues”.
- (xix) In Article 23, by inserting after “membership fees” the followings:-
- “and any other Club dues”.
- (xx) By adding after Article 30 the following Article 30A:-
- “30A. In respect of any person who has previously been registered as a Member and whose membership has in any way ceased or been

suspended or been terminated, the General Committee may whenever it considers appropriate restore the membership of that person on such terms and conditions as it shall think fit.”

- (xxi) In Article 35, by deleting “and of whom 9 at least, including the Chairman and the Honorary Treasurer shall be Members with Special Voting Rights qualified under Article 5 (a) (ii) or 5 (a) (iii) hereof,”.
- (xxii) By deleting Article 72 and substituting therefor the followings:-

“

Votes of Members

72. Every Member with Voting Right shall have the number of vote or votes prescribed by Article 5 hereof.
- 72A. On a poll votes may be given either personally or by proxy.
- 72B. The instrument appointing the proxy shall be in writing, stating whether the appointor votes for or against one or more specified motion or motions, in the form supplied by the Club on request, under the hand of the appointor or, if the appointor is a corporation, under the hand of an officer or attorney or other person(s) duly authorized by the board of directors of that corporation.
- 72C. A Member who wishes to vote by proxy shall, after he receives the notice of the meeting or adjourned meeting, collect in person from the Club a form of an instrument appointing the proxy and the Club shall supply him with such a form accordingly.
- 72D. The instrument appointing the 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 in person at the registered office of the Club not less than forty-eight hours before the time for holding the meeting or adjourned meeting and in default the instrument of proxy shall not be treated as valid.”

(Sd.) (illegible)

CHAIRMAN (Tam Shiu Wah)

No. 1034

THE COMPANIES ORDINANCE (CHAPTER 32)

SPECIAL RESOLUTION

OF

KOWLOON TONG CLUB

Passed on the 29th October 1991

At an Extraordinary General Meeting of the Kowloon Tong Club held on Tuesday, 29th October, 1991, the following Special Resolution was passed:-

“To increase the monthly subscription of Ordinary Members to \$450 per member, effective from 1st January, 1992.”

By order of the Committee

(Sd.) Y. Dung

Y. Dung

Hon. Secretary

Date: 29th October, 1991

No. 1034

THE COMPANIES ORDINANCE (CHAPTER 32)

SPECIAL RESOLUTION
OF
KOWLOON TONG CLUB
Passed on the 31st May 1988

At an Extraordinary General Meeting of the Kowloon Tong Club held on Tuesday, the 31st day of May 1988, the following Special Resolutions were passed:-

1. "That Article 6 (h) (i) of the Articles of Association be amended by deleting the same in entirety and substituting therefor the following:

"Any natural person of good standing and of the age of not less than 21 years and not more than 30 years being a child of member who is not a Patron or Honorary Member and being such a member is of not less than 15 years membership standing, shall be eligible to apply for admission and may be admitted at the absolute discretion of the General Committee as a Special Family Member. For the purpose of this sub-clause, a Special Beneficiary Member is deemed to have the membership standing of his deceased spouse aggregated to his own membership standing. Upon admission, a Special Family Member shall be entitled to exercise an Ordinary Voting Right and other rights and privileges of membership of the Club save as herein otherwise expressly excepted. He shall upon his admission as a Special Family Member pay an entrance fee of \$25,000.00 which may be paid by 5 equal annual instalments, the first of such instalment being payable upon admission. He shall also pay the same monthly subscription at such amount on such conditions as an Ordinary Member."

2. "That Article 6 (i) (i) of the Articles of Association be amended by deleting the numeral 3 and substituting the numeral 6 therefor as follows:

"Any natural person, who is either a father or mother or brother or sister or child of a member, (not being a Special Nominee Member or its nominee) who is not less than 21 years of age, and who is temporarily visiting Hong Kong may in the discretion of the General Committee and upon being duly proposed and seconded in the same manner as ordinary members be admitted to the use of the Club as a visiting member on such terms as the General Committee may from time to time determine or as prescribed in the bye-laws of the Club provided that he shall not have to pay any entrance fee and in any event a visiting membership shall not exceed 6 months in any one calendar year. The proposer and seconder of a visiting member shall be jointly and severally liable for all amounts which may be due from him to the Club."

By order of the Committee

(Sd.) Y. Dung

Y. Dung
Hon. Secretary

Date: 1st June, 1988

THE COMPANIES ORDINANCE (CHAPTER 32)

SPECIAL RESOLUTION

OF

KOWLOON TONG CLUB

Passed on the 28th August 1987

At an Extraordinary General Meeting of the Kowloon Tong Club held on Friday, 28th August, 1987, the following Special Resolution was passed:-

“To increase the monthly subscription of Ordinary Members to \$250 per member, effective from 1st October, 1987.”

By order of the Committee

(Sd.) Y. Dung

Y. Dung

Hon. Secretary

Date: 29th August, 1987

THE COMPANIES ORDINANCE (CHAPTER 32)

SPECIAL RESOLUTIONS

OF

KOWLOON TONG CLUB

Passed on the 28th February 1986

At an Extraordinary General Meeting of the Kowloon Tong Club held on Friday, the 28th day of February 1986, the following Special Resolutions were passed:-

1. "That the following words 'Member's children shall only include natural children, step children and adopted children' be added immediately after 'Member's Family' in Article 1 of the Articles of Association."
2. "That the words 'not being a Special Nominee Member or its nominee' be added and inserted immediately after 'Any member' in the first line of Article 6 (j) (i)."
3. "That '(vii) A Special Nominee member or its nominee shall not be entitled to apply to be an Absent Member' be added after sub-paragraph (vi) in Article 6 (j)."
4. "That Article 8 of the Articles of Association be amended by deleting the same in entirety and substituting therefor the following:

"Every candidate for any class of membership or for a Special Voting Right of the Club shall be proposed by one and seconded by another member with a Special Voting Right both of whom shall vouch, from their personal knowledge, for the fitness of the candidate. A member with a Special Voting Right shall not propose or second more than twelve candidates in any one calendar year. Every such application shall be in writing, signed by the candidate, his proposer and seconder in such form as the General Committee may prescribe."

5. "That Article 9 of the Articles of Association be amended by deleting the same in entirety and substituting therefor the following:

"The admission of any candidate to membership or the granting of a Special Voting Right shall be at the absolute discretion of the General Committee which regardless of Article 48 hereof, shall decide these matters by a majority of votes either by a show of hands or by poll if so demanded by any committee member present."

6. “That the following words ‘such substituted proposer or seconder shall assume all the liabilities which attached to the original proposer or seconder in connection with the nomination of such candidate’ in Article 11 be deleted.”
7. “That Article 46 be amended by deleting the same in entirety and substituting therefor the following:
‘All questions arising at any meeting of the General Committee shall be decided by a majority of votes. In case of an equality of votes the chairman of the meeting shall have a second or casting vote.’”
8. “That Article 48 of the Articles of Association be amended by deleting the first word ‘The’ and by substituting therefor ‘Subject to Article 9 hereof, the’.”
9. “That Article 50 of the Articles of Association be amended by deleting the number ‘49’ and substituting therefor the number ‘48’.”

(Sd.) PANG KAM WING

Chairman

Date: 28th February, 1986

THE COMPANIES ORDINANCE (CHAPTER 32)

SPECIAL RESOLUTION

OF

KOWLOON TONG CLUB

Passed on the 29th day of May 1984

At an Extraordinary General Meeting of the Kowloon Tong Club held on Tuesday, the 29th day of May 1984, the following Special Resolution was passed:-

“That the regulations contained in the printed document submitted to the meeting and for the purpose of identification subscribed by Mr. Y. K. Poon, the Chairman of the Special Panel on Revision of Articles of Association thereof, be approved and adopted as the Articles of the Company in substitution for, and to the exclusion of, all the existing Articles thereof.”

Dated this 29th day of May 1984

(Sd.) PANG KAM WING

Chairman

THE COMPANIES ORDINANCE (CHAPTER 32)

SPECIAL RESOLUTION

OF

KOWLOON TONG CLUB

Passed on 27th July, 1981

At an Extraordinary General Meeting of the Kowloon Tong Club held on Monday, 27th July, 1981, the following Special Resolutions were passed:-

- (1) To increase the entrance fee for Ordinary Members to \$50,000 per person and the entrance fee for Special Nominee Members to \$200,000 per person, effective immediately;
- (2) To increase the monthly subscription of Ordinary Members to \$150 per person, effective date to be fixed by the General Committee.

By order of the Committee

(Sd.) Y. Dung

Y. Dung

Hon. Secretary

Date: 28th July, 1981

THE COMPANIES ORDINANCE (CHAPTER 32)

SPECIAL RESOLUTION

OF

KOWLOON TONG CLUB

Passed on 8th December, 1980

At an Extraordinary General Meeting of the Kowloon Tong Club held on Monday, 8th December, 1980 the following Special Resolution was passed:-

“That ‘Article (i)’ under the Memorandum of Association be known as ‘Article (j)’ and the following new article be added:

“Article (i) To grant pensions, allowances, gratuities and bonuses to employees and/or ex-employees of the Club and to procure the establishment and maintenance of, or/to participate in, or/to contribute to, any non contributory or contributory pension scheme or provident fund or super-annuation scheme for the benefit of such employees and/or ex-employees and/or their dependants.”; and

“That the revised Articles of Association as per text hereof be adopted.”

By order of the Committee

(Sd.) Y.Dung

Y. Dung

Hon. Secretary

Date: 8th December, 1980

No. 1034

CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

Whereas Kowloon Tong Garden City Association was incorporated in Hong Kong as a limited company under the Companies Ordinance on the Seventeenth day of October, 1931;

And whereas by special resolution of the Company and with the approval of His Excellency the Governor now given by me on his behalf under delegated powers, it has changed its name;

Now therefore I hereby certify that the Company is a limited company incorporated under the name of **KOWLOOW TONG CLUB** (九龍塘會).

Given under my hand this Fifth day of December One Thousand Nine Hundred and Seventy.

(Sd.) P. Jacobs

(P. Jacobs)

Assistant Registrar General

Hong Kong

THE COMPANIES ORDINANCE (CHAPTER 32)

SECTION 117

SPECIAL RESOLUTION

OF

KOWLOON TONG CLUB

Passed on Wednesday, 28th October, 1970

At an Extraordinary General Meeting of Kowloon Tong Garden City Association held on Wednesday, 28th October, 1970, the following Special Resolution was passed:-

SPECIAL RESOLUTION – CHANGE OF NAME

That the name of the Association be changed to :-
KOWLOON TONG CLUB (九龍塘會)

Dated this 28th day of October, 1970

H.W. Chan (Dr.)

CHAIRMAN

THE COMPANIES ORDINANCE (CHAPTER 32)

SECTION 117

SPECIAL RESOLUTION

OF

KOWLOON TONG GARDEN

CITY ASSOCIATION

Passed on Friday, 20th March, 1970

At an Extraordinary General Meeting of Kowloon Tong Garden City Association held on Friday 20th March, 1970, the following Special Resolution was passed:-

Issue of Debentures

That the sum of \$400,000 be raised by the issue of 1,600 debentures of \$250 unit value, each bearing interest of 8 per cent per annum and charged upon the undertaking of the Association and all its assets, present and future, and that except as aforesaid the said debentures be issued upon such terms and conditions in all respects as the Committee think fit.

Dated this 20th day of March, 1970

H. W. CHAN

Chairman

**KOWLOON TONG GARDEN
CITY ASSOCIATION**

SPECIAL RESOLUTION

Pursuant to Section 117(1)
of the Companies Ordinance Cap. 32

Passed the 22nd day of May, 1958

At an Extraordinary General Meeting of the members of the Kowloon Tong Garden City Association duly convened and held at the Club House of the Kowloon Tong Garden City Association Waterloo Road Kowloon in the Colony of Hong Kong on Thursday the 22nd day of May 1958, the following resolution was passed as Special Resolution:-

“That a company limited by guarantee (hereinafter called “the said organization”) which shall be a non-profit-making organization be formed and established for the purpose of taking over the management assets and liabilities of the unincorporated school known as the Kowloon Tong School and whose objects are similar to the objects of this company generally and in particular to maintain and conduct the said organization in succession to and in continuance of the said Kowloon Tong School where pupils may obtain a sound classical, modern, mathematical and general education and to provide for the delivery and holding of lectures, exhibitions, meetings, classes and conferences calculated directly or indirectly to advance the cause of education and that the School Committee of the Association be hereby authorized to instruct solicitors to prepare all necessary papers in connection with the proposed incorporation of the said connection with the proposed incorporation of the said organization and that the officers of the Association be hereby authorized to execute, sign, seal and deliver all deeds and instruments in writing to complete and effectuate the transfer assignment or taking over by the said organization of the said Kowloon Tong School.”

(Sd.)C. L. TAM

Chairman

Dated 5th June, 1958

THE COMPANIES ORDINANCE (Chapter 32)

SPECIAL RESOLUTION

OF

**KOWLOON TONG GARDEN
CITY ASSOCIATION**

Passed on the 22nd day of February, 1956

At an Extraordinary General Meeting of the Members of the Kowloon Tong Garden City Association duly convened and held at the registered office of the Association, at Waterloo Road, Kowloon Tong, Kowloon, on Wednesday, 22nd day of February, 1956, at 6 o'clock in the afternoon, the following Special Resolution was duly passed:-

“That the present five (5) School Committee namely – Tam Chak Lam, Chan Man Sing, Peter Henry Sin, Luk Yui Kwong and Choy Chung Tong shall hold office for three (3) years from the first of August, 1955 with power to have full control of the administration of the Kowloon Tong School on N.K.I.L. No. 2721 notwithstanding all relevant provisions in the Memorandum and Articles of Association of the Association, in order to meet the requirement of the Education Department.”

By order of the Committee

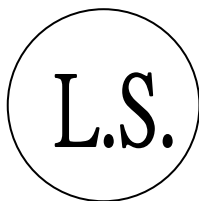
(Sd.)TSENG YU HWA

Hon. Secretary

CERTIFICATE OF INCORPORATION
OF
**KOWLOON TONG GARDEN
CITY ASSOCIATION**

I HEREBY CERTIFY that “KOWLOON TONG GARDEN CITY ASSOCIATION” is this day incorporated under the Hong Kong Companies Ordinances, 1911-1930, and that this Company is Limited.

GIVEN under my hand and Seal of Office this Seventeenth day of October in the Year of our Lord One thousand nine hundred and thirty-one.



(Sd.)E.P.H. LANG,
Registrar of Companies
Hong Kong

The Companies Ordinance, 1911, Section 21

**Licence to Dispense with the Word
“Limited.”**

WHEREAS it has been proved to my satisfaction that the Kowloon Tong Garden City Association, which is about to be registered under the Companies Ordinances, 1911-1930, as a company limited by guarantee, is to be formed for the purpose of promoting charity, or some other useful object of the nature contemplated by section 21 of the Companies Ordinance, 1911, and that such association intends to apply its profits (if any) or other income in promoting its objects as set forth in the Memorandum of Association of the said association, and to prohibit the payment of any dividend to its members:-

Now, therefore, I, SIR WILLIAM PEEL, Knight Commander of the Most Distinguished Order of Saint Michael and Saint George, Knight Commander of the Most Excellent Order of the British Empire, the Governor of the Colony of Hong Kong and its Dependencies, in pursuance of the powers vested in me by section 21 of the Companies Ordinance, 1911, do by this my Licence direct that the Kowloon Tong Garden City Association be registered as a company with limited liability without the addition of the word “Limited” to its name.

GIVEN under my hand and the Public Seal of the Colony at Victoria, Hong Kong, this 12th day of October, 1931.



(Sd.) W. Peel

Governor

KOWLOON TONG CLUB

(Incorporated under the Companies Ordinances, 1911-1930.)

MEMORANDUM OF ASSOCIATION

1. The name of the Company is "KOWLOON TONG CLUB." (hereinafter referred to as "the Club")
2. The registered office of the Club will be situated at Kowloon of Hong Kong.
3. The objects for which the Club is established are:-
 - (a) To establish, maintain and conduct a club for the accommodation of members of the Club and their friends, and to provide a club-house, recreation grounds, swimming pools, and tennis courts, and accommodation of every description for all kinds of recreation and meetings and gatherings of all descriptions, whether social, educational, commercial or otherwise, and to let upon lease or otherwise the whole or any part of the property of the Club for any of the above purposes or otherwise.
 - (b) To purchase, hire make or provide and maintain all kinds of furniture, implements, tools, plate, glass, linen, books, papers, periodicals, stationery, cards, games and all other things which may be required or which may be conveniently used in connection with the club-house, grounds and other premises of the Club, by persons frequenting the same whether members of the Club or not.
 - (c) To protect and further the interests of residents of and owners of property in, the Kowloon Tong Area, namely, the area referred to in an Agreement dated the 26th day of October, 1922, and made between His Majesty King George V. of the one part and the Kowloon Tong & New Territories Development Company, Ltd., of the other part, and the adjacent neighbourhood, and to do all such things as may be deemed expedient for the furtherance of such interests, or for the benefit of such neighbourhood and the inhabitants thereof and the owners of property therein.
 - (d) 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.
 - (e) To offer, give or contribute towards the prizes, medals and awards, and to promote, give or support concerts, theatrical and cinematographic entertainments, schools and any other entertainment or form of social advancement which may be thought convenient or necessary.

- (f) To establish, promote, or assist in establishing or promoting, and to subscribe or to become a member of or associated with 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, or the subscription to which may be beneficial to the Club and/or its members. Provided that no subscription be paid to any such other association or club out of the funds of the Club, except bona fide in furtherance of the objects of the Club or for any charitable object, provided always that such other association or club shall prohibit the distribution of its income and property amongst its members to an extent at least as great as imposed on the Club under or by virtue of Clause 5 hereof.
 - (g) To organise recreational or social activities or functions held at venues other than the club-house of the Club for the enjoyment of members of the Club whether by the Club solely or jointly with other organisations clubs or bodies and to join or participate in such activities or functions organised by other organisations clubs or bodies.
 - (h) To invest and deal with the moneys of the Club, not immediately required upon such securities and in such prudent and reasonable manner as may from time to time be determined.
 - (i) To borrow or raise, and give security for money by the issue of, upon, bonds, debentures, bills of exchange, promissory notes, and other obligations or securities of the Club, or by mortgage or charge upon all or part of the property of the Club for the purpose of the Club.
 - (j) To grant pensions, allowances, gratuities and bonuses to employees and/or ex-employees of the Club and to procure the establishment and maintenance of, or/to participate in, or/to contribute to, any non-contributory or contributory pension scheme or provident fund or super-annuation scheme for the benefit of such employees and/or ex-employees and/or their dependants.
 - (k) To do all such other lawful things as are incidental or conducive to the attainment of the above objects. Provided that:-
 - (i) In case the Club shall take or hold any property which may be subject to any trusts, the Club will only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
 - (ii) The objects of the Club shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
4. The liability of the members is limited.
5. (1) 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 this Memorandum of Association.
- (2) Subject to clauses (4) and (5) 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.
- (3) No member of the General Committee or the 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 clause (5) below) shall be given by the Club to any member of the General Committee or the governing body.

- (4) Nothing herein shall prevent the payment, in good faith, by the Club of reasonable and proper remuneration to any officer or servant of the Club, or to any member of the Club not being a member of the General Committee or the governing body of the Club in return for any services actually rendered to the Club.
- (5) Nothing herein shall prevent the payment, in good faith, by the Club:
 - (a) to any member of its General Committee or the governing body of out-of-pocket expenses;
 - (b) of interest on money lent by any member of the Club or its General Committee or the governing body at a rate per year not exceeding 2% above the prime rate prescribed for the time being by The Hongkong And Shanghai Banking Corporation Limited for Hong Kong dollar loans;
 - (c) of reasonable and proper rent for premises demised or let by any member of the Club or of its General Committee or governing body;
 - (d) of remuneration or either benefit in money or money's worth to a body corporate in which a member of the Club or of its General Committee or the 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.
- (6) No person shall be bound to account for any benefit he may receive in respect of any payment properly paid in accordance with clauses (4) and (5) above.
- 6. 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 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 \$10.
- 7. 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.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES & DESCRIPTIONS OF SUBSCRIBERS

E. J. DE FIGUEIREDO,
Hughes & Hough, Ltd., Hong Kong.

J. M. WONG,
A. S. Watson & Co., Ltd., Hong Kong.

KWAN SUM YIN,
66, Queen's Road Central,
Medical Practitioner.

H. F. UN,
20, Somerset Road, Banker.

W. S. V. CURTIS,
430, Nathan Road, Engineer.

S. P. HSU,
6 Queen's Road Central.

WONG CHAK NAM,
51, Cumberland Road, Kowloon Tong.

Dated the 12th day of October, 1931.

WITNESS to the above signatures:

(Signed) GEORGE G. TINSON,
Hong Kong.

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

**ARTICLES OF ASSOCIATION
OF**

KOWLOON TONG CLUB

Preliminary

- Interpretation
1. The marginal notes, the headings and sub-headings hereto shall not affect the construction hereof. In these Articles, unless there is something in the subject or context inconsistent therewith:-
- “Chairman” means the Chairman of the General Committee for the time being.
- “clear day” means a period of 24 hours (Hong Kong time) commencing at mid-night.
- “Club” means the Company registered as the Kowloon Tong Club.
- “Extraordinary General Meeting” means a General Meeting of the Club other than an Annual General Meeting.
- “General Committee” means the General Committee of the Club for the time being.
- “General Committee member” means any person for the time being appointed as a member of the General Committee or governing body of the Club and the person so appointed shall be deemed to be a “director” of the Club for the purpose of the Ordinance.
- “Kowloon Tong Area” means the area bounded on the north by Cornwall Street, on the south by Boundary Street, on the east by Waterloo Road and on the west by East Rail of the Mass Transit Railway.
- “Member” means a member of the Club so registered.
- “Member’s family” means Member’s spouse and/or children under the age of 21.

5. There shall be the following classes of Members:

(a) Patrons

Patrons are persons who, in the opinion of the General Committee, are worthy of such distinction by reason of his position, dignity, fame, sporting, literary, artistic or scientific attainments, or other suitable qualifications, or who has rendered distinguished services to the Club. Patrons shall be accorded all rights and privileges of an Ordinary Member save that he shall not be entitled to serve on the General Committee or on any other Committee or Sub-Committee of the Club nor have any voting right at any meeting and he shall not be liable to pay any membership fees. The Club shall not at any time have more than 10 patrons.

(b) Honorary Members

Honorary Members are persons who, in the opinion of the General Committee, are worthy of such distinction by reason of his position or dignity, sporting, literary, artistic or scientific attainments or other suitable qualifications, or who have rendered distinguished services to the Club. An Honorary Member shall be accorded all the rights and privileges of an Ordinary Member provided that he shall not be entitled to serve on the General Committee or on any other Committee or Sub-committee of the Club nor have any voting right at any meeting. He shall not be liable to pay any membership fees. The Club shall not at any time have more than 20 Honorary Members.

(c) Elected Life Members

The Club may, by Ordinary Resolution passed in General Meeting elect, an Ordinary Member with Special Voting Right as an Elected Life Member in recognition of his services rendered to the Club. An Elected Life Member shall enjoy the rights and privileges of an Ordinary Member with Special Voting Right, but shall not be required to pay any membership fees after his election. There shall not be more than 25 Elected Life Members at any time.

(d) Ordinary Life Members

Any natural person who is registered on the Company's Register as at 25th February 1997 as an Ordinary Life Member shall be and remain an Ordinary Life Member. Ordinary Life Members shall be entitled to Ordinary Voting Right, and all other rights and privileges of membership of the Club save as herein otherwise expressly excepted. He shall not be liable to pay any membership fees except an entrance fee in such sum as the General Committee shall from time to time determine upon his admission as an Ordinary Life Member. There shall not be more than 100 Ordinary Life Members at any time.

(e) Ordinary Members

Any natural person of the age of 21 years or over, of good standing, shall be eligible to apply for Ordinary Membership. Ordinary Members shall (unless Special Voting Right has been granted by the Club under these Articles) be entitled to vote in General Meetings and enjoy Ordinary Voting Right, and other rights and privileges of membership of the Club save as herein otherwise expressly excepted. Ordinary Members shall upon admission pay an entrance fee of HK\$300,000.00 or of such other sum, and also monthly subscription in such sum, as the General Committee shall from time to time determine. The first subscription shall be payable on the month in which the Ordinary Membership is approved.

(f) Special Nominee Members

(i) Special Nominee Members shall be companies incorporated under the Ordinance. A Special Nominee Member shall upon its admission pay an entrance fee set out in (ii) below.

(ii) A Special Nominee Member who is entitled to appoint only one nominee at any time to use the facilities of the Club shall pay an entrance fee of HK\$460,000.00 or such sum as the General Committee shall from time to time determine. A Special Nominee Member who is entitled to appoint two nominees at any time to use the facilities of the Club shall pay an entrance fee of HK\$720,000.00 or such sum as the General Committee shall from time to time determine. Special Nominee Members shall pay the same monthly subscription of an Ordinary Member for the time being for each of the number of nominee(s) that it is entitled to appoint to use the facilities of the Club.

(iii) A Special Nominee Member shall not be entitled to appoint the following natural persons to become a nominee:-

- 1) Any former Member who had been expelled from the Club pursuant to Article 24 hereof;
- 2) Any person who is subject to a Bankruptcy order or adjudicated bankrupt or makes a composition or scheme of arrangement with his creditors; or
- 3) Any person convicted of a criminal offence (except road traffic or other quasi-criminal offences) or dismissed from the public services with disgrace.

(iv) A Special Nominee Member shall be at liberty to change its nominee or nominees (as the case may be) by giving one month's notice in writing to such effect to the General Committee and payment of an administration fee as the General Committee may from time to time determine.

- (v) A Special Nominee Member shall be responsible for all dues to the Club arising out of such Membership but its nominee or nominees will, however, be charged direct for the use made of the Club and club dues, in the first instance. If the nominee or nominees shall fail to pay dues to the Club, the Special Nominee Member shall be liable.
- (vi) Neither the nominee or nominees nor the Special Nominee Member shall be entitled to serve on the General Committee of the Club.
- (vii) A Special Nominee Member is entitled to Ordinary Voting Right which shall be exercised by its nominee registered as such on the day of voting.
- (viii) There shall not be more than 150 Special Nominee Members at any one time.

(g) Special Beneficiary Members

The General Committee may at their discretion grant a Special Beneficiary Membership to the widow or widower of a deceased member at an admission fee of \$1.00. A Special Beneficiary Member has no voting right nor the right to serve on the General Committee or any Committee or Sub-Committee of the Club and shall pay the same monthly subscriptions (if applicable) as from time to time required of the class of membership his or her deceased spouse belonged prior to death. In the event of a Special Beneficiary Member remarrying, her or his Special Beneficiary Membership shall cease automatically on the date of such remarriage.

(h) Special Family Members

(i) Any natural person of good standing and of the age of not less than 21 years and not more than 30 years being a child of member who is not a Patron or Honorary Member of not less than 10 years membership standing, shall be eligible to apply for admission and may be admitted at the absolute discretion of the General Committee as a Special Family Member. A Special Family Member shall be entitled to exercise an Ordinary Voting Right and other rights and privileges of membership of the Club save as herein otherwise expressly excepted. A Special Family Member shall upon his admission submit to the Club a guarantee in a form approved by the Club signed by his Member parent guaranteeing his punctual payment of entrance fee and pay the entrance fee set out in (ii) below A Special Family Member may elect to pay the entrance fee by 5 equal annual instalments, the first of such instalment being payable upon admission. Upon default in payment of any of the annual instalments, all the remaining annual instalments shall become immediately due and owing to the Club irrespective whether the membership of the Special Family Member has been withdrawn, cancelled or otherwise terminated. He shall also pay the same monthly subscription as an Ordinary Member.

- (ii) Where the Member Parent of the Special Family Member has a membership standing of:-
 - 1) not less than 10 years but less than 15 years at the time of the application for membership by the Special Family Member, the entrance fee shall be \$150,000 or such other sum as the General Committee shall from time to time determine; and
 - 2) 15 years or more at the time of the application for membership by the Special Family Member, the entrance fee shall be \$120,000 or such other sum as the General Committee shall from time to time determine.
- (iii) Should default be made by the Special Family Member in payment of any of the instalment as stated in Article 6(h)(i) hereof as and when becoming due and payable, the Club shall be at liberty to cancel his membership and forfeit all the moneys paid by him to the Club. The Club shall also be entitled to the outstanding instalments due and owing by the Special Family Member.
- (iv) When all the entrance fee whether payable by instalment or otherwise as stated in Article (h)(i) hereof has been fully paid the Special Family Member shall immediately become admitted as an Ordinary Member of the Club.
- (v) A person admitted as a Special Family Member shall not be entitled to apply to be an Absent Member during the first five years of his becoming a member of the Club notwithstanding his having become an Ordinary Member pursuant to the foregoing provision.

(i) Visiting Members

- (i) Any natural person, who is either a father or mother or brother or sister or child of a member, (not being a Special Nominee Member or its nominees, is hereinafter referred to as “the Sponsoring Member”) and who is not less than 21 years of age, and who is temporarily visiting Hong Kong may upon the application of the Sponsoring Member, be admitted to the use of the Club facilities as a Visiting Member for a period not exceed 6 months in any calendar year on such terms as the General Committee may from time to time determine or as prescribed in the bye-laws of the Club provided that he shall not have to pay any entrance fee.
- (ii) The General Committee may withdraw the privileges accorded to a Visiting Member at any time by notice in writing to the Visiting Member as it sees fit.
- (iii) A Visiting Member shall have no voting right at any General Meeting of the Club.
- (iv) The Sponsoring Member together with the Visiting Member shall be jointly and severally liable for all amounts which may be due from the Visiting Member to the Club.

(j) Absent Members

- (i) Any Member (not being a Special Nominee Member or its nominee or a Special Family Member during the first five years of his Special Family Membership) who is not otherwise exempted from the payment of membership fee and who intends to reside outside Hong Kong may apply to become an Absent Member by giving at least 7 days' notice in writing to the Club prior to his departure. Upon the member being registered as an Absent Member, he shall be exempted from the payment of his monthly subscription but shall instead pay in advance prior to his departure from Hong Kong an Absent Member's fee as hereinafter described. The said Absent Member's fee for every period of 12 calendar months or part thereof shall be an amount equivalent to two times the monthly subscription fee of an Ordinary Member current at the time when such Absent Member's fees falls due and payable under these Articles.
- (ii) Any Absent Member who has failed to pay his Absent Member's fee for any period shall cease to be a member of Club if, within 3 months of notice of such default being sent to him by post to his address registered with the Club, he fails to pay the amount in arrears in full.
- (iii) Every Absent Member shall within 7 days of his return to Hong Kong give notice thereof in writing to the Secretary and shall resume payment of his monthly subscription calculated from the date of his return to Hong Kong if the Absent Member shall stay in Hong Kong for more than 60 days in aggregate within a period of 12 months of his Absent Membership.
- (iv) Article 23 hereof shall apply to a Member whose Absent Membership has ceased and who has failed to pay his monthly subscription.
- (v) An Absent Member shall cease to be an Absent Member and resume payment of his monthly subscription if he shall stay in Hong Kong for more than 60 days in total within any period of 12 months after the commencement of the Absent Membership, such monthly subscription is payable immediately after the cessation of such Absent Membership. The member concerned shall have no right to apply for Absent Membership within a period of one year from the cessation of such Absent Membership.
- (vi) For the purposes of this Article, any Absent Member who is found by the manager or a member of the General Committee to have used any Club facilities after giving notice of his absence from Hong Kong and before the receipt by the Club of any notice of his return under paragraph (iii) above or who in the opinion of the General Committee has returned to Hong Kong despite the fact that no notice has been received by the Club under paragraph (iii) above shall be deemed to have returned to Hong Kong and shall resume payment of his monthly subscription as aforesaid.

- (vii) No Member shall be entitled to apply to become a Life or Permanent Absent Member, after the adoption of this Article. However, all existing Life Absent Members shall hereafter preserve their rights of Life Absent Members and shall be exempted from payment of the fee mentioned in paragraph (i) above.
- (viii) a Special Nominee Member shall not be entitled to apply to be an Absent Member.
- (ix) An Absent Member shall have no voting right at any General Meeting of the Club.

(k) Junior Members

- (i) A natural person aged between 12 and 28, who is considered by the General Committee to have potential for the promotion or development of or achievement in such sport as the General Committee designates from time to time, may subject to such terms and conditions to be decided by the General Committee from time to time, be admitted as a Junior Member of the Club on payment of an admission fee of \$900.00 Provided that such Junior Membership shall cease upon the Junior Member reaching the age of 30.
- (ii) A Junior Member shall, subject to payments of monthly subscription in such sum as the General Committee shall from time to time determine :-
 - (a) Have the right to use the facilities of the Club other than the parking of cars;
 - (b) Have no voting right;
 - (c) Have no right to bring guests to use the facilities of the Club other than the catering services at the Club;
 - (d) Not be entitled to apply for Absentee Membership.
- (iii) A Junior Membership may be revoked by the General Committee at any time if the Junior Member shall fail to observe or perform the terms and conditions imposed on him at the time of his admission to membership.
- (iv) There shall be no more than 20 Junior Members at any one time.
- (v) A Junior Member, with the age of not less than 21 years, who has been a Junior Member for not less than 5 consecutive years shall be entitled to apply for Ordinary Membership and upon admission as an Ordinary Member shall pay an entrance fee in the same amount as then payable on the admission of a Special Family Member whose Member Parent has a membership standing of not less than 10 years but less than 15 years.

Change of
Membership
fees

6. The Club in General Meeting by an ordinary resolution may from time to time increase or reduce the amount of membership fees or the monthly subscription payable by a member in such manner as it thinks fit. The General Committee may from time to time increase the amount of the monthly subscription fee payable by a Member for not more than 25% for every period of 12 calendar months.

Classification of Voting Rights

7. (a) There are 2 kinds of voting rights at all General Meetings of the Club, namely the Special Voting Right and the Ordinary Voting Right. At all General Meetings of the Club each Member having Special Voting Right will be credited with 10 votes and each Member with Ordinary Voting Right will be credited with 1 vote.
(b) All Members whose names were on the list of Voting Members on the 8th day of December 1980 and all Members who were Special Voting Members on or before 29th day of May 1984 are entitled to a Special Voting Right.
(c) Any member other than a Special Nominee Member having Ordinary Voting Right who has been a Member for not less than 15 years (excluding periods of Absent Membership) is eligible to apply for Special Voting Right under the provisions of Articles 8-10 hereof.

Application For Membership or Special Voting Right

Application

8. Every candidate for any class of membership (except Patrons, Honorary Members and Elected Life Members and Absent Members) or for a Special Voting Right of the Club shall be proposed by one and seconded by another Member with a Special Voting Right both of whom shall vouch, from their personal knowledge, for the fitness of the candidate. A Member with a Special Voting Right shall not propose or second more than twelve candidates for Memberships (excluding candidates for memberships of Special Family Members and Visiting Members) in any calendar year. Every such application shall be in writing, signed by the candidate, his proposer and seconder in such form as the General Committee may prescribe.
9. The admission of any candidate to membership or the granting of a Special Voting Right shall be at the absolute discretion of the General Committee which, shall decide these matters by a majority of votes either by a show of hands or by poll if so demanded by General Committee member present, at a meeting of the General Committee. Article 49 shall not be applicable to such meetings.
10. The particulars including the name and address of each candidate for admission for membership or for the granting of a Special Voting Right as well as the names of his proposer and seconder shall be exhibited in the Club house for at least 14 clear days before the date of the meeting at which the General Committee makes its decision.

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| | 11. In the event of the proposer or seconder of any candidate ceasing to be a member of the Club before the election to membership or the granting of the Special Voting Right to a candidate the candidate must notify the Secretary in writing of the name of a duly qualified member willing to act as proposer or seconder in the place of the member originally so acting accompanied by the written consent of such member. |
| Inaccuracies in nomination | 12. Any omission from or inaccuracy or misrepresentation in the particulars relating to or the description of any candidate shall render his election voidable in the discretion of the General Committee. |
| Notice of non-election to Proposer and Secunder | 13. In the event of any candidate not being elected notice shall be given in writing to his proposer and seconder. |
| | 14. On the admission of a Member, the fact of admission shall be notified to him by the Secretary and a copy of the Memorandum and Articles of Association and of the bye-laws shall be forwarded to him. |
| Admission of Patrons and Honorary Members | 15. The General Committee may from time to time propose to admit a person as a Patron or Honorary Member and submit the proposal to the members in general meeting for approval. Upon the approval of the proposal by the members in general meeting, an invitation shall be sent to the invitee to become a Patron or Honorary Member. If the invitee shall accept the invitation, he shall be admitted as such Patron or Honorary Member, as the case may be. |
| | 16. If an application for membership is rejected by the General Committee and if the applicant shall be able to show to the satisfaction of the General Committee that mistake had occurred in the information supplied to the General Committee in the consideration of the application, the applicant may resubmit the application and such application may be voted upon a second time after the expiration of 6 months after the first ballot. Save as aforesaid, no application can be re-submitted before the expiration of 12 months from the date of rejection by the General Committee. |

Other Rules Relating To Members

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| Rights of member not transferable | 17. Every Member and nominee of a Special Nominee Member shall be bound by the Rules of the Club and subject to the Rules of the Club they are entitled to use the facilities of the Club and to participate in activities organized by the Club. The rights and privileges of a member shall be personal to himself; they shall not be transferable by his own act or by operation of law and shall cease upon his death, or its dissolution or liquidation as the case may be, or upon his ceasing from any cause to be a member under the provisions of the Rules of the Club. |
| Withdrawal of Membership | 18. Any Member may resign from the Club by giving one month's prior notice in writing addressed to the Secretary. |

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| Person ceasing to be member remains liable | 19. Any person who shall for any cause cease to be a Member shall nevertheless remain liable for and shall pay to the Club all moneys which at the time of the ceasing to be a member shall be due from him to the Club. |
| Suspension of rights | 20. No Member shall participate in any of the advantages, of the Club or use the facilities of the Club or vote upon any question until he shall have paid his membership fees and any other Club dues due from him and any other claim which the Club may have against him. |
| Notice of change of address | 21. All Members shall give due notice to the Secretary of any change in the address to which notice and/or letters shall be sent. All notices and/or letters sent by post or otherwise to the last address given by the member shall be considered as duly received by him. |
| Member's family | 22. A Member's family may, in the discretion of the General Committee, be admitted to the use of the Club's facilities on such terms and in such manner as the General Committee may from time to time determine subject nevertheless to the Rules of the Club. |
| Cessation of membership | 23. If the membership fees and any other Club dues of any Member are not paid within sixty clear days of written notification by the Secretary, he shall cease to be a Member provided that the General Committee may in its absolute discretion extend such time. |
| Power of Discipline against Members | 24. The General Committee shall have the power to:- <ul style="list-style-type: none"> (a) expel a Member from the Club; (b) suspend a Member from membership for such period as the General Committee shall deem fit; or (c) reprimand a Member; or (d) take other disciplinary action against a Member, if such Member is found to be guilty of misconduct as provided in Article 31. |
| Disciplinary Tribunal to deal with mis-conduct of member | 25. Upon receiving complaint from the manager of the Club or from a Member of the Club that an event has occurred in respect of which a Member is liable to be disciplined by the General Committee under Article 24 hereof, the General Committee shall appoint a Preliminary Committee consisting of 2 members of the General Committee to investigate and report to the General Committee on the complaint. If the General Committee, on being advised by the Preliminary Committee, reasonably believes that ground may exist for the exercise of its powers under Article 24 hereof, the General Committee shall appoint a Disciplinary Tribunal consisting of three members at least two of whom shall be Members with Special Voting Rights to deal with such complaint by way of hearing, the bye-laws applicable to the operation and conduct of hearing by the Disciplinary Tribunal shall be determined by the General Committee. |

26. The complainant and the member of the Club complained of shall appear at the hearing of the Tribunal in person and may call evidence and make representations and submissions. At the conclusion of the hearing by the Disciplinary Tribunal, the Disciplinary tribunal shall submit its finding to the General Committee and recommend what action, if any, should be taken against the Member being complained against. Written notification of any decision of the General Committee in respect of any complaint of misconduct of Member shall be sent to the Member concerned by registered post.
- Appeal to the General Committee
27. The complainant or the member of the Club complained of in a Disciplinary Tribunal hearing may appeal to the General Committee against the decision of the Disciplinary Tribunal within 21 days after the written notification of the decision of the General Committee has been sent to the Member being complained against pursuant to the preceding Article. Notice of such appeal shall be in writing signed by the appellant stating the grounds of the appeal upon which the appellant relies. Upon the receipt of the Notice of Appeal pursuant to the preceding Article, the Honorary Secretary shall call a meeting of the General Committee to hear the appeal and shall at least 7 days beforehand give notice in writing to the Member concerned of the time date and place of the hearing. Any member of the Disciplinary Tribunal against whose decision the appeal is made shall not sit on the General Committee to hear the appeal. The decision of the General Committee in the appeal shall be made by a majority of votes of those present and voting at the meeting and such decision shall be final. In the event that the votes of the General Committee is even, the Chairman of the General Committee shall have a second vote which he shall cast in favour of the Member being complained against.
- Convening of Extraordinary General Meeting to review
28. The General Committee shall on the written requisition of the member affected by its decision under the preceding Article convene an Extraordinary General Meeting of the Club for the purpose of reviewing its decision provided that the requisition shall be supported and signed by at least ten other members of the Club with Voting Rights whether Special or Ordinary and deposited with the Secretary within 14 clear days following the decision of General Committee under the preceding Article calling upon such member to resign.
- Suspension in grave case
29. The General Committee, may, if it considers that the circumstances of the case require, suspend a Member complained of from the use of the Club facilities pending the investigation of his conduct by the Disciplinary Tribunal or the General Committee in an appeal.
- Liability unchanged
30. A Member's liability for membership fee, if any, shall remain unchanged during the period when his membership is suspended.

Misconduct of members

31. A Member shall be deemed to be guilty of misconduct if:-
- (a) he wilfully acts in violation of the Rules of the Club;
 - (b) his conduct in or out of the Club House shall be injurious to the character or interests of the Club;
 - (c) he becomes bankrupt or makes a composition or scheme of arrangement with his creditors or, in the case of a corporation, a winding up order;
 - (d) he shall be imprisoned for a criminal offence;
 - (e) he shall be dismissed from the public services with disgrace;
 - (f) he has behaved in an objectionable manner;
 - (g) he has acted in a way so as to bring the name of the Club into disrepute.
32. In respect of any person who has previously been registered as a Member and whose membership has in any way ceased or been suspended or been terminated, other than by way of expulsion after disciplinary proceedings, the General Committee may whenever it considers appropriate restore the membership of that person on such terms and conditions as it shall think fit.

Waiver of monthly subscription

33. All Ordinary Members who are not less than 70 years old and who have been Members for not less than 45 years (excluding Absent Membership period (s)) shall be exempted from payment of monthly subscription.

Management

Management

34. The management of the affairs and business of the Club shall be vested in the General Committee who may exercise all such powers and do all such acts and things as the Club is by its Memorandum and Articles of Association or otherwise authorised to exercise and do and are not hereby or by Ordinance required to be exercised or done by the Club in general meeting but subject nevertheless to the provisions of the Ordinance and of these Articles and to any regulations (not being inconsistent with these Articles) from time to time made by the Club in General Meeting provided that no such regulation shall invalidate any prior act of the General Committee which would have been valid if such regulation had not been made.

Specific Powers

35. Without prejudice to the general powers conferred by the preceding Article the General Committee shall have power:-
- (a) To delegate, subject to such conditions as they think fit, any of their powers to Committee(s) consisting of such members of the General Committee or Members of the Club as it shall think fit, and to make such regulations as to the proceedings of such committee(s) as may seem expedient.
 - (b) To petition or apply to the Government or any Court Tribunal Authority or other body in the name of the Club.
 - (c) To enter into and rescind and vary such contracts and do all such acts and things as it may think expedient for the purposes of the Club.

- (d) To appoint a Preliminary Committee and a Disciplinary Tribunal as provided under Article 25 hereof to investigate any charge or complaint of misconduct against any member.
- (e) To hear appeals from the decision of the Disciplinary Tribunal.
- (f) To carry out such functions and exercise such powers as may be delegated to the General Committee by any Ordinance, Regulations Order-in-Council or other legal authority.
- (g) To appoint and at its discretion remove or suspend employee of the Club, and to determine the powers and duties of such employees, and fix their remuneration and to sanction the payment of the same out of the funds of the Club.
- (h) To exercise all the borrowing powers of the Club not required by the Ordinance or these Articles to be exercised by the Club in general meeting.
- (i) To make, vary and repeal from time to time bye-laws for the regulation of the affairs of the Club, its members, officers and servants.
- (j) To invest.

General Committee

General
Committee

36. The General Committee shall consist of 17 members all of whom shall be elected or filled up from the Members having Special Voting Rights at an Annual General Meeting.

2 years term

37. At the conclusion of every second Annual General Meeting of the Club the whole of the General Committee shall retire from office, or if the Club has dispensed with the holding of Annual General Meetings or is not required to hold Annual General Meetings, every General Committee member shall retire from office before the end of 9 months after the end of the Club's accounting reference period by reference to which the financial year in which the General Committee member was appointed is to be determined. Nevertheless, such retiring General Committee member shall be eligible for re-election.

Unfilled
Vacancy

38. The Club at the Annual General Meeting at which all Committee members retire in the manner aforesaid may fill up the vacated offices by electing person(s) thereto and in default the retiring committee member shall be deemed to have been re-elected.

Casual
Vacancy

39. Any casual vacancy occurring in the General Committee by reason of death, resignation or other incapacity or disability may be filled up by the General Committee but the person so chosen shall be subject to retirement at the same time as if he had become a General Committee member on the day on which the General Committee member in whose place he is appointed was last elected General Committee member. Notwithstanding any such casual vacancy occurring, the continuing members of the General Committee may act, but, if and so long as their number is reduced below 8, the continuing members of the General Committee may act for the purpose of increasing the number of General Committee members to that number, or of summoning a General Meeting of the Club, but for no other purpose.

- Nomination
40. Notice shall be given in writing to the Secretary of the names of any candidates to fill any vacancies on the General Committee at an Annual General Meeting and such notice shall be endorsed by each such candidate by way of confirmation of his willingness to serve if elected and shall bear the names of a Proposer and a Seconder both being Members (other than a Patron or Honorary Member). Any such notice shall be given to the Secretary not less than 35 days before the General Meeting at which the election is to take place. The General Committee may at its absolute discretion extend this deadline if the number of nominations received by the deadline does not exceed the number of vacancies. The Secretary shall as soon as possible post on the notice board in the Club House the names of the candidates and of their proposers and seconders.
- Election
41. The election of General Committee members at an Annual General Meeting shall take place in the following manner:-
- (i) If the number of nominations shall not exceed the number of vacancies it shall be competent for the Chairman to put up for election the whole of such nominations en bloc.
 - (ii) If the number of nominations exceeds the number of vacancies, then upon the meeting proceeding to vote upon the election of General Committee Members each member personally present with voting rights shall be given a full list of the names of the persons nominated printed or typewritten in alphabetical order (thereinafter called "the voting paper") on which he shall mark or otherwise indicate in the manner set forth on the voting paper those persons nominated whom he votes for with the number of votes or vote as prescribed under Article 5 hereof. No Member shall indicate more names than there are vacancies to be filled and in the event that any Member shall do so his voting paper shall be disqualified. Candidates up to the number of vacancies who shall receive most votes shall be declared elected, and in the case of two or more candidates receiving an equal number of votes the Chairman of the meeting shall have a second or casting vote.
 - (iii) The voting papers shall be counted and checked by the Scrutineers appointed by the chairman from amongst the Members present who shall prepare as soon as possible the result of the ballot showing the total number of votes in favour of each candidate and hand the same to the Chairman who shall announce the names of the successful candidates.
- Chairman,
Secretary,
Treasurer
42. The General Committee elected at an Annual General shall at its first meeting or upon the occurring of any casual vacancy in the office of chairman and/or Vice-chairman and/or Secretary and/or Treasurer elect among its members a Chairman, a Vice-chairman, a Secretary and a Treasurer.
- Removal of
Committee
Members
43. The Club may by ordinary resolution remove any General Committee member before the expiration of his period of office, and may by an ordinary resolution appoint another person in his stead. The person so appointed shall be subject to retirement at the same time as if he had become a General Committee member on the day on which the General Committee member in whose place he is appointed was last elected a General Committee member.

Proceedings of the General Committee

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| General Committee | 44. The General Committee may meet together for the dispatch of business, adjourn and otherwise regulate their meetings and business as it may think fit. Meetings of the General Committee may be convened on the request of its Chairman or by requisition in writing signed by two members of the General Committee stating the objects for which such meetings are to be convened and forwarded to the Secretary. A member of the General Committee who is absent from Hong Kong shall not be entitled to notice of a meeting. The General Committee shall meet not less than four times in any one year. |
| Chairman to preside meeting | 45. The Chairman shall be entitled to take the chair at every meeting of the General Committee. If at any meeting the Chairman is not present within 15 minutes after the time appointed for holding the same, or is unwilling to act as such, the Vice-chairman shall take the Chair; but if the Vice-chairman is also not present or is unwilling to act as such, the other General Committee members shall choose one of them to be chairman of the meeting. |
| Quorum | 46. No business shall be transacted at any General Committee Meeting unless a quorum is present at the time when the meeting proceeds to business, and eight members personally present shall be a quorum. |
| Majority of Votes | 47. Except where otherwise expressly provided in these Articles, all questions arising at any meeting of the General Committee shall be decided by a majority of votes. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote. |
| General Committee may act notwithstanding vacancy | 48. The continuing members of the General Committee may act notwithstanding any vacancy in their body but if and so long as their number is reduced below the number fixed by or pursuant to the rules of the Club as the necessary quorum of General Committee Meetings the Continuing members of the General Committee may act for the purpose of (a) admitting persons to membership of the Club (b) filling up vacancies in their body or (c) convening a General Meeting of the Club, but for no other purpose. |
| Business transaction by circulation of paper | 49. Except as provided in Article 9 thereof, the General Committee may, if it thinks fit, transact any of its business by the circulation of papers, and a resolution in writing approved by a majority of the Members thereof shall be valid and effectual as if it had been passed at a duly convened meeting of the General Committee, unless not less than two General Committee Members give notice in writing to the Secretary within 7 days after he receives the proposed written resolution that he requires a meeting of the General Committee to be held to discuss the business contained in the proposed written resolution. Any resolution passed by the General Committee under this Article may be signed by different members of the General Committee approving the same on separate copies thereof. |

- General Committee not to receive remuneration
50. A member of the General Committee may not receive any salary or remuneration but he shall be indemnified out of the fund of the Club in respect of travelling and other expenditure properly incurred in and about the affairs of the Club subject to and in accordance with Clause 5 of the Memorandum of Association.
- Quorum competent to transact business
51. A meeting of the members of the General Committee which a quorum is present shall be competent to exercise all the authority powers and discretions by or under the Rules of the Club for the time being vested in the General Committee generally.
- Sub-Committee
52. The General Committee may, from time to time, appoint such Sub-Committees as it considers necessary for securing the efficient discharge of its functions, and may delegate to any such Sub-Committees any of its powers and duties PROVIDED that no delegation made hereunder shall preclude the General Committee from exercising or performing or resuming at any time any of the powers and duties so delegated.
- Sub-Committee membership
53. Any Member may be appointed a member of any such Sub-Committee notwithstanding that he is not a member of the General Committee.
- Regulation of Sub-Committee
54. Any Sub-Committee so appointed shall, in the exercise of the powers so delegated, conform to any rules that may be imposed on it by the General Committee.
- Act of General Committee or Sub-Committee not invalidated by defect in appointment
55. All acts done by any meeting of the General Committee or a Sub-Committee or by any person acting as a member of the General Committee or a Sub-Committee, shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Committee or Sub-Committee or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or was qualified to be a member of the General Committee or Sub-Committee.
- Keeping of minutes
56. The General Committee shall cause proper minutes to be made in books provided for the purpose:-
- (a) of all appointments of officers members of the General Committee and members of the Sub-Committee thereof made by the General Committee;
 - (b) of the names of the members present at each meeting of the General Committee and of any Sub-Committee thereof;
 - (c) of all resolutions and proceedings at all meetings of the Club; and of the General Committee and Sub-Committee thereof, every General Committee member present at any such meeting shall sign his name in a book to be kept for that purpose.

Disqualification of Members of The General Committee

- Disqualification
57. The office of a member of the General Committee shall be vacated if:-
- (a) he becomes bankrupt or makes a composition or scheme of arrangement with his creditors; or
 - (b) he is found lunatic or becomes of unsound mind; or
 - (c) becomes prohibited from being a director by reason of any order made under the Companies (Winding Up and Miscellaneous Provisions) Ordinance, Chapter 32 of the Laws of Hong Kong; or
 - (d) he resigns his office by notice in writing to the Club; or
 - (e) he is directly or indirectly interested in any transaction, arrangement or contract (being a transaction, arrangement or contract of significance in relation to the Club's business) with the Club and, if his interest in such transaction, arrangement or contract is material, fails to declare the nature of his interest in the manner required by section 162 of the predecessor Ordinance or section 536 of the Ordinance; or
 - (f) he is absent from more than three consecutive meetings of the General Committee without leave of absence from the General Committee; or
 - (g) he ceases to be a Member for whatever reason or shall apply for Absent Membership.
- Member of General Committee cannot vote in matter personally interested
58. A member of the General Committee shall not vote in respect of any transaction, arrangement or contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted. A reference in this article to a transaction, arrangement or contract includes a proposed transaction, arrangement or contract.

General Meetings

- Annual General Meetings
59. Subject to section 107 of Schedule 11 to and sections 611, 612 and 613 of the Ordinance, the Club must, in respect of each financial year of the Club, hold a general meeting as its annual general meeting in accordance with section 610 of the Ordinance. The annual general meeting shall be held at such time and place as may be prescribed by the General Committee.
- Classification
60. The above mentioned General Meetings shall be called Annual General Meetings; all other General Meetings shall be called Extraordinary General Meetings.

Requisition of
Extraordinary
General
Meeting

61. The General Committee may, if it thinks fit, call a general meeting. If the General Committee is required to call a general meeting under section 566 of the Ordinance, it must call it in accordance with section 567 of the Ordinance. But if the General Committee does not call a general meeting in accordance with section 567 of the Ordinance, the Members who requested the meeting, or any of them representing more than one half of the total voting rights of all of them, may themselves call a general meeting in accordance with section 568 of the Ordinance.

Notice of General Meetings

Notice of
Meetings

62. Subject to Article 68 regarding notice of adjourned meetings, not less than 28 days' notice at the least specifying the place, the day and the hour of the meeting, and, in the case of special business, the general nature of that business shall be given of all General Meetings, in manner hereinafter provided or in such other manner, if any, as may be prescribed by the Club in General Meeting, to such persons as are, under the Rules of the Club, entitled to receive such notice from the Club.

Omission of
notice shall
not invalidate
meeting

63. 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

Business of
Annual
General
Meeting

64. All business shall be deemed special that is transacted at an Extraordinary General Meeting and all that is transacted at an Annual General Meeting, except the consideration of the accounts, balance sheets and the reports of the General Committee and auditors, and the election of members of the General Committee and the appointment of the auditors and the fixing of their remuneration, if any.

Quorum

65. No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business and continues to be present until the conclusion of the meeting, and 25 members with Special Voting Right present in person shall be a quorum.

The Chairman
of General
Committee to
preside at
every meeting

66. The Chairman of the General Committee and in his absence the Vice-Chairman shall preside as Chairman at every General Meeting of the Club. If at any meeting the Chairman or Vice-Chairman shall not be present within 15 minutes after the time appointed for holding the meeting, or if they shall have previously notified the Club of their intention of not being present, one of the members of the General Committee shall preside, or if no members on the General Committee be present or willing to take the chair, the Members present who are entitled to vote shall choose one of their number to preside.

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| Adjournment if no requisite quorum | 67. 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 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 all Members present who are entitled to vote thereat shall be a quorum. |
| Adjournment | 68. The Chairman 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. |
| Methods of Voting | 69. At any General Meeting a resolution put to the vote of the meeting shall, unless expressly provided in these Articles to the otherwise, be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded:- <ul style="list-style-type: none"> (a) by the Chairman; (b) by at least 2 Members present in person or by proxy; or (c) by any Member or Members present in person or by proxy and representing at least 5% of the total voting rights of all the Members having the right to vote at the meeting. <p style="margin-left: 40px;">Unless a poll is so demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book 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 favour of, or against, that resolution.</p> |
| Poll | 70. If a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. |
| Casting vote | 71. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting, at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote. |
| Time for Poll | 72. A poll demanded on the election of a Chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs. |

Votes of Members

73. On a show of hands every Member personally present shall have one vote.
74. On a poll or ballot votes may be given either personally or by proxy and each voting Member shall carry the votes as the voting Member is entitled by virtue of his Voting Right and the Voting Right of the member(s) of whom he is the proxy.
75. (a) The instrument appointing the proxy shall be in writing under the hand of the appointer or, if the appointer is a corporation, under the seal of the corporation. A proxy need not be a member of the Club.
- (b) The instrument appointing a proxy shall be deposited at the office of the Club not less than 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, not less than 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.
76. (a) An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit-

“Kowloon Tong Club

I/We, [name] of [address] ([Account No.]), being a member of the Club, hereby appoint [name of proxy] of [address of proxy], or failing him, [name of proxy] of [address of proxy], as my proxy to vote for me on my behalf at the [annual or extraordinary, as the case may be] general meeting of the Club to be held on [date] day of [month] [year], and at any adjournment thereof.

Signed this [date] day of [month] [year].”

- (b) Where it is desired to afford Members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit-

“I/We, [name] of [address] ([Account No.]), being a member of the Club, hereby appoint [name of proxy] of [address of proxy], or failing him, [name of proxy] of [address of proxy], as my proxy to vote for me on my behalf at the [annual or extraordinary, as the case may be] general meeting of the Club to be held on [date] day of [month] [year], and at any adjournment thereof.

Signed this [date] day of [month] [year]

*This form is to be used *in favour of/against the resolution.*

Unless otherwise instructed, the proxy will vote as he thinks fit.

**Strike out whichever is not desired.”*

- (c) The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- (d) A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death, insanity 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 or adjourned meeting as which the proxy is used.

Accounts

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| Account | 77. The General Committee shall cause proper books of account to be kept with respect to all sums of money received and expended by the Club and the matters in respect of which the receipt and expenditure takes place, all sales and purchases of goods by the Club and the assets and liabilities of the Club. Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Club's affairs and to explain its transactions. |
| Keeping account | 78. The books of account shall be kept at the registered office of the Club, or subject to the applicable statutory requirements, at such other place or places as the General Committee think fit, and shall always be open to the inspection of the members of the General Committee. |
| Inspection of accounts | 79. The General Committee shall from time to time determine at which 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 General Committee and no Member (not being a member of the General Committee) shall have any right of inspecting any account or book or document of the Club except as conferred by statute or by the Memorandum of Association or authorised by the General Committee or by the Club in general meeting. |
| Presentation of Balance Sheet and Income and Expenditure Accounts | 80. The General Committee shall from time to time in accordance with the applicable statutory requirements, cause to be prepared and to be laid before the Club in General Meeting such income and expenditure accounts, balance sheets and reports as are required by the statutes. |
| Copies of balance sheet to be sent to members | 81. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Club in General Meeting together with a copy of the auditors' report shall not less than 28 days before the date of the meeting be sent to all persons entitled to receive notices of General Meeting of the Club. |

Payment
vouchers and
cheques

82. All payment vouchers shall be confirmed by two General Committee members as the General Committee may designate.
83. All cheques, promissory notes, drafts, bills of exchange, other negotiable instruments and contracts shall be made, signed, drawn, accepted and endorsed or otherwise executed, as the case may be, on behalf of the Club in such manner as shall from time to time be determined or resolved by the General Committee provided cheques shall be signed by at least two members of the General Committee.

Audit

Appointment of
auditor

84. Auditors shall be appointed and their duties regulated in accordance with the Ordinance.

The Seal

Seal

85. The General Committee may from time to time make regulations as to the custody of the Seal of the Club. The seal of the Club shall not be affixed to any instrument except by the authority of a resolution of the General Committee, and in the presence of two General Committee members; and those General Committee members shall sign every instrument to which the Seal of the Club is so affixed in his or their presence.

Notice

86. A notice may be served by the Club upon any Member, either personally or by sending it through the post in a prepaid letter, envelope or wrapper, addressed to such Member at his registered place of address.
87. Any Member whose registered place of address is not in Hong Kong, may from time to time notify in writing to the Club an address in Hong Kong, which shall be deemed his registered place of address within the meaning of the last preceding Article.
88. If a Member has no registered address within Hong Kong and has not supplied to the Club an address in Hong Kong for the giving of notices to him, a notice advertised once in English and once in Chinese in such newspapers as the Secretary for Home Affairs or the Corresponding Government Authority may from time to time approve for the purposes of giving notices shall be deemed to be notice to such Member on the day on which the advertisement appears.
89. Any notice sent by post shall be deemed to have been served on the day following that on which the letter, envelope, or wrapper containing the same is posted, and in proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice was properly addressed and sent at the post office and a certificate in writing signed by the secretary or other officer of the Club, that the letter, envelope or wrapper containing the notice was so addressed and posted shall be conclusive evidence thereof.

Bye-laws

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| Powers to Committee to make and alter Bye-laws | 90. The General Committee may subject to the terms of these Articles from time to time make, add to, alter and/or repeal bye-laws for the regulation of the Club, its officers, servants and agents, or the Members, and visitors as to the use or enjoyment of the Club or any part thereof. Provided always that any Bye-laws may be set aside or modified by a Resolution of a General Meeting of the Club. |
| How to be passed | 91. Any such alteration, addition or repeal of the existing bye- laws and new bye-laws or any additions thereto or alterations or repeal thereof shall be posted in the notice board of the Club for not less than 7 clear days and shall be entered in a book to be kept by the Secretary for the purpose and such Book shall be open to the inspection of all Members and visitors. |
| When bye-laws shall come into force | 92. Any alterations, addition or repeal of any existing bye-laws or any new bye-law or any alteration, addition or repeal thereto shall come into force at the expiration of seven clear days from the date of their first being posted in the notice board of the Club or upon such later date as the General Committee may decide. |
| Winding up if number of members falls below 100 | 93. If at any time the number of Members falls below 100, the General Committee shall summon an Extraordinary General Meeting and may by Special Resolution declare that the Club ought to be wound up, in which case it shall be wound up accordingly. |

Indemnity

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| Indemnification of Committee and staff | 94. Every member of the Sub-Committee, or officer (other than a General Committee member) or other servant of the Club shall be indemnified out of the funds of the Club, against all liability incurred in proper or reasonable discharge of his duties by him as such member of the Sub-Committee, or officer or servant in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with an application under Section 358 of the predecessor Ordinance or sections 903 or 904 of the Ordinance in which relief is granted to him by the Court, provided further that none of the assets of the Fund shall be applied either directly or indirectly in payment of the whole or part of any fine or penalty imposed upon any person by sentence or order of the Court. |
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95. The Club may decide to purchase and maintain insurance, at the expense of the Club, for any General Committee member, against:-
- (a) any liability to any person attaching to the General Committee member in connection with any negligence, default, breach of duty or breach of trust (except fraud) occurring in the course of performance of the duties of the General Committee member in relation to the Club (as the case may be); or
 - (b) any liability incurred by the General Committee member in defending any proceedings (whether civil or criminal) taken against the General Committee member for any negligence, default, breach of duty or breach of trust (including fraud) occurring in the course of performance of the duties of the General Committee member in relation to the Club (as the case may be).
96. 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 Clause 5 of the Memorandum of Association, 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.
97. No addition, alteration or amendment shall be made to or in the Memorandum of Association or these Articles of Association 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.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Article of Association.

| NAMES, ADDRESSES & DESCRIPTIONS OF SUBSCRIBERS |
|---|
| E. J. DE FIGUEIREDO, Hughes & Hough, Ltd., Hong Kong. |
| J. M. WONG, A. S. Watson & Co., Ltd., Hong Kong. |
| KWAN SUM YIN, 66, Queen's Road Central, Medical Practitioner. |
| H. F. UN, 20, Somerset Road, Banker. |
| W. S. V. CURTIS, 430, Nathan Road, Engineer. |
| S. P. HSU, 6 Queen's Road Central. |
| WONG CHAK NAM, 51, Cumberland Road, Kowloon Tong. |

Dated the 12th day of October, 1931.

WITNESS to the above signatures:

(Signed) GEORGE G. TINSON,

Hong Kong.