

**THE COMPANIES ORDINANCE (CHAPTER 622)**

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

# **KOWLOON BOWLING GREEN CLUB**

**Founded 1900**

**Incorporated 1926**



## **MEMORANDUM**

**and**

## **ARTICLES OF ASSOCIATION**

**Amended in 1949, 1976, 1990, 1992, 1997, 1999, 2008, 2013, 2015 and 2016**

**Reprinted in 1976, 1990, 1997, 2001, 2009, 2013, 2015 and 2016**

**THE COMPANIES ORDINANCE (CHAPTER 622)**

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

**KOWLOON BOWLING GREEN CLUB**  
**MEMORANDUM OF ASSOCIATION**

**CONTENTS**

<u>Subject</u>	<u>Page</u>
Contents	1
Certificate of Incorporation.	2
Authority to delete "Limited" from name of company.	3
Resolution amending Articles of Association in 1948 and 1949.	4
Resolution amending Articles of Association in 1990.	5
Resolution amending Articles of Association in 1992.	6
Resolution amending Articles of Association in 1997.	7
Resolution amending Articles of Association in 1999.	8
Resolution amending Articles of Association in 1999.	9
Resolution amending Articles of Association in 2008.	10
Resolution amending Articles of Association in 2013.	11-12
Resolution amending Articles of Association in 2015.	13-17
Resolution amending Articles of Association in 2016.	18
Memorandum of Association	19-22
Articles of Association	23-43
Index to Articles of Association	44-45

**CERTIFICATION OF INCORPORATION**  
**of**  
**KOWLOON BOWLING GREEN CLUB**

**I HEREBY CERTIFY THAT KOWLOON BOWLING GREEN CLUB** is this day incorporated under the Hong Kong Companies Ordinances, 1911 and 1925, and that this Company is limited.

Given under my hand and Seal of Office this Sixteenth day of August in the Year of our Lord, One thousand Nine hundred and Twenty-six.

(Sgd.) HUGH A. NISBET,  
Registrar of Companies  
Hongkong.

## **KOWLOON BOWLING GREEN CLUB**

**(Under Section 21 of the Companies Ordinance 1911)**

WHEREAS it has been proved to me that the Kowloon Bowling Green Club, which is about to be registered under the Companies Ordinances 1911-1925, as an Association Limited by guarantee, is formed for the purpose of promoting objects contemplated by the 21<sup>st</sup> Section of the Companies Ordinance, 1911 and that it is the intention of the said Club that the income and property of the Association whencesoever derived shall be applied solely towards the promotion of the objects of the Association as set out in the Memorandum of Association of the said Club, and that no portion thereof shall be paid or transferred, directly or indirectly by way of dividend or bonus or otherwise however by way of profits to the persons who at any time are or have been Members of the said Association or to any person claiming through any of them.

Now therefore I, Sir Cecil Clementi, Knight Commander of the Most Distinguished Order of St. Michael and St. George, Governor and Commander-in-chief of the Colony of Hongkong and its Dependencies and Vice-Admiral of the same, in pursuance of powers in me vested, and in consideration of provisions and subject to the conditions contained in the Memorandum of Association of the said Club, as subscribed by seven members thereof on the first day of June 1926, do by this my Licence direct the Kowloon Bowling Green Club to be registered with limited liability without the addition of the word "Limited" to the name.

Given under my hand and the Public Seal of the Colony at Victoria in the Colony of Hongkong this fourth day of July, 1926.

(Sgd.) C. CLEMENTI.

**KOWLOON BOWLING GREEN CLUB  
SPECIAL RESOLUTION**

**Special Resolution passed at Extraordinary  
General Meeting held in the Club House on  
Friday 27th August, 1948 at 6 p.m.  
8th July, 1949 at 6. p.m.**

"That the new Articles submitted to this Meeting and, for the purpose of identification subscribed by the Chairman thereof, be approved and adopted as the Articles of the Club in substitution for and to the exclusion of all existing Articles thereof."

E.A. ATKINS,  
Chairman

**KOWLOON BOWLING GREEN CLUB  
SPECIAL RESOLUTION**

**Special Resolution passed at Extraordinary  
General Meeting held in the Club House on  
Sunday 30th September, 1990, at 10.30 a.m.**

"That the new Articles of Association submitted to this Meeting and, for the purpose of identification, subscribed by the Chairman thereof, be approved and adopted as the Articles of the Club in substitution for and to the exclusion of all existing Articles thereof."

J. THOMPSON,  
Chairman

**KOWLOON BOWLING GREEN CLUB  
SPECIAL RESOLUTION**

**Special Resolution passed at Extraordinary  
General Meeting held in the Club House on  
Sunday 6th December, 1992, at 10.30 a.m.**

"That the new Articles of Association submitted to this Meeting and, for the purpose of identification, subscribed by the Chairman thereof, be approved and adopted as the Articles of the Club in substitution for and to the exclusion of all existing Articles thereof."

J. THOMPSON,  
Chairman

**KOWLOON BOWLING GREEN CLUB  
SPECIAL RESOLUTION**

**Special Resolution passed at Extraordinary  
General Meeting held in the Club House on  
Thursday 24th July, 1997, at 6:30 p.m.**

"That the new Articles of Association submitted to this Meeting and, for the purpose of identification, subscribed by the Chairman thereof, be approved and adopted as the Articles of the Club in substitution for and to the exclusion of all existing Articles thereof."

A. LO  
Chairman



**KOWLOON BOWLING GREEN CLUB  
SPECIAL RESOLUTION**

**Special Resolution passed at Extraordinary  
General Meeting held in the Club House on  
Monday 1<sup>st</sup> March, 1999, at 6:30 p.m.**

"That the new Articles of Association submitted to this Meeting and, for the purpose of identification, subscribed by the Chairman thereof, be approved and adopted as the Articles of the Club in substitution for and to the exclusion of all existing Articles thereof."

A. LO  
Chairman

**KOWLOON BOWLING GREEN CLUB  
SPECIAL RESOLUTION**

**Special Resolution passed at Extraordinary  
General Meeting held in the Club House on  
Wednesday 18th August, 1999, at 6:30 p.m.**

"That the new Articles of Association submitted to this Meeting and, for the purpose of identification, subscribed by the Chairman thereof, be approved and adopted as the Articles of the Club in substitution for and to the exclusion of all existing Articles thereof."

A. LO  
Chairman

**KOWLOON BOWLING GREEN CLUB  
SPECIAL RESOLUTION**

**Special Resolution passed at Extraordinary  
General Meeting held in the Club House on  
Monday 18th August, 2008, at 6:30 p.m.**

"That the new Articles of Association submitted to this Meeting and, for the purpose of identification, subscribed by the Chairman thereof, be approved and adopted as the Articles of the Club in substitution for and to the exclusion of all existing Articles thereof."

F. WONG

Chairman

**KOWLOON BOWLING GREEN CLUB**  
**SPECIAL RESOLUTION**

**Special Resolution passed at Annual  
General Meeting held in the Club House on  
Friday 22nd March, 2013, at 6:30 p.m.**

At an Annual General Meeting of Kowloon Bowling Green Club duly convened and held at 123 Austin Road, Tsimshatsui, Kowloon on 22 March 2013, the following Special Resolutions were duly passed:-

1. Resolution 1 (Special)

Amendment to Memorandum and Articles of Association (Article 45A)

Senior Members

- 45A. An ordinary member who has been a Member of the Club for 25 years or more and reached the age of 80 or above, excluding periods of Absent and/or Sporting Membership (“hereinafter called Senior Member”) shall be entitled to senior membership of the Club. Senior Members shall be exempt from monthly subscriptions but shall continue to be responsible for payment of services rendered by or anything purchased in the Club. This privilege is bestowed upon a designated person and is not transferable.

2. Resolution 3 (Special)

Amendment to Memorandum and Articles of Association (Article 47C)

Junior/Student Sporting Members

47C

- (1) Candidates who are aged between 12 and 28 years of age may apply a Junior/Student Sporting Member under article 47C.
- (2) A written consent from a parent/guardian is required for those candidates aged less than 18 years of age.
- (3) Junior/Student Sporting Members shall pay entrance fees determined and revised by the General Committee from time to time.
- (4) Monthly subscription fees of Junior/Student Sporting Members will be determined and revised by the General Committee from time to time and will be completely

- waived for full-time students (a full-time student is as determined by his/her supporting documents).
- (5) Junior/Student Sporting Members can enjoy the facilities of the Club but have no voting rights.
  - (6) Junior/Student Sporting Members aged less than 18 years of age, when using the facilities of the Club are required to be accompanied by one of his/her Parents/Guardians.
  - (7) The membership of a Junior/Student Sporting Member shall automatically lapse upon such member reaching the age of 29.
  - (8) Should a Junior/Student Sporting Member who has reached the age of 29 decide to apply again for membership of the Club, procedures will be the same as those applicable to applicants who wish to join as ordinary members.
  - (9) The Junior/Student Sporting Membership Policy shall be determined and revised by the General Committee from time to time but may be set aside by a Special Resolution at a general meeting of the Club.

3. Resolution 4 (Special)

Amendment to Memorandum and Articles of Association (Article 89)

89. 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.

A. HO  
Chairman

**KOWLOON BOWLING GREEN CLUB**  
**SPECIAL RESOLUTION**

**Special Resolution passed at Extraordinary  
General Meeting held in the Club House on  
Friday 11th September 2015, at 6:30 p.m.**

At an Extraordinary General Meeting of Kowloon Bowling Green Club duly convened and held at 123 Austin Road, Tsimshatsui, Kowloon on 11 September 2015, the following Special Resolution was duly passed:-

1. Amendments to Article 48 to 50 about Absent Members and other amendments to the Memorandum and Articles of Association suggested by the Companies Registry

**Absent Members**

48. (1) To qualify Absent Membership a member must be away from Hong Kong for 6 successive months or more. Each successful application will be valid for 2 years (24 months).
  - (2) Written notice to the Secretary if received before the 15<sup>th</sup> day of a month then the application may, if approved, be effective next month.
  - (3) Information provided for application: Document proof of departure date, overseas address, e-mail address and expected date of return.
  - (4) Return membership card including spouse and children, parking label(s) and locker key(s). If a member does not return his/her membership card to the Club, the monthly subscription will be charged as usual.
  - (5) An application fee equivalent to 3-month subscription fee will be charged in advance and only refundable if application is unsuccessful.
  - (6) The monthly subscription fee can be exempted during his/her absence.
  - (7) An absent member's right would be suspended and thus would not use the Club facilities during the absent period.
49. An absent Member shall, within one month of his/her return to Hong Kong, notify the Secretary in writing of his/her return and of his/her wish to resume his/her membership whereupon he/she may immediately commence again to use the Club's facilities. They are required to provide with the supporting documents i.e. overseas address's bill or boarding pass for the General Committee to approve reactivating his/her ordinary membership. The whole month subscription fee for that month is payable irrespective of

the day of reactivation.

50. (1) Absent membership is not available to members who continue to reside in Hong Kong.
- (2) An absent member must settle his/her outstanding amount before he/she leaves Hong Kong, otherwise he/she would be charged the surcharge and his/her membership would be suspended by the Club.
- (3) An absent member shall renew his/her absent membership within 3 months before the expiry date. Payment of 3-month subscription fee in advance without refund would be applied to the next term. Otherwise, a surcharge equivalent to two times of the absent membership fee (6-month subscription) will be charged for late application.
- (4) Should a returned member fail to reactivate his/her ordinary membership within 1 month of return to Hong Kong, he/she will be regarded as resigning from membership. He/she must seek re-admission in the manner described in Article 30 but, in such case, the General Committee may, at their discretion, reduce or remit the entrance fee.
- (5) The General Committee has the authority to refuse re-admission to any member deemed to have abused the absent membership process. Should an absent member who has been refused re-admission by the General Committee, his/her debenture certificate should also be regarded as void.
- (6) During the absent period, the Club will not send notice/information to the absent members.
- (7) The General Committee has the authority to exercise discretion to waive all these conditions on compassionate ground.

## **Other amendments to the Memorandum and Articles of Association suggested by the Companies Registry**

### **1. Memorandum of Association**

#### 1.1 Heading

Amend the heading (appearing in the cover page and page 1 of the Memorandum of Association) as follows:

“THE COMPANIES ORDINANCE (CHAPTER ~~32~~ **622**)”

#### 1.2 Clause 3

Amend the Clause 3(k)(iii) as follows:

“(iii) The powers set forth in the Seventh Schedule of the **predecessor** Companies Ordinance (**as defined in section 2(1) of the Companies Ordinance, Chapter 622 of the Laws of Hong Kong**) (~~Cap.32~~) are hereby excluded.”

1.3 Clause 4

Amend Clause 4 as follows:

- “4. (i) The income and property of the Club...  
(ii) Subject to sub-clauses **(iv) and (v)** ~~(iii) and (iv)~~ below, no portion of the income and property of the Club shall be paid or transferred...  
(iii) No member of the General Committee of Governing Body of the Club shall be appointed to any salaried office of the Club, or any office of the Club paid by fees and no remuneration or other benefits in money or money’s worth (**except expect** as provided in...)...”

**2. Articles of Association**

2.1 Heading

Amend the heading as follows:

“THE COMPANIES ORDINANCE (CHAPTER ~~32-622~~)”

2.2 Article 1

(a) Amend the definition of “Committee” as follows:

“Committee” or “General Committee” means the General Committee of the Club for the time being **and any member of the Committee or the General Committee shall be deemed to be a ‘director’ of the Club for the purpose of the Ordinance.**

(b) Amend the definition of “Special Resolution” as follows:

“Special Resolution” means a special resolution passed in accordance with Section **564** ~~116~~ of the Companies Ordinance, Chapter ~~32~~, of the Laws of Hong Kong.

(c) Amend the definition of “Ordinance” as follows:

“Ordinance” means the Companies Ordinance, Chapter ~~32-622~~ **of the Laws of Hong Kong including the related subsidiary legislation.**

(d) Insert a new definition of “predecessor Ordinance” as follows:

**“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.**

2.3 Article 4

Amend as follows:

“4. The Club is established for the ~~purposes~~ **objects** expressed in the Memorandum of Association.”

2.4 Article 23

Amend Article 23(3) as follows:

“(3) The books of account shall be kept at the registered office of the Club, or, subject to **the applicable statutory provisions** ~~section 121(3) of the Ordinance~~, at such other place or places as the Committee thinks fit, and shall always be open to the inspection of the members of the Committee.”



- 2.5 Article 61  
Delete the first sentence of Article 61 and replace with the following:  
**“61. 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.”**
- 2.6 Article 63  
Delete and replace with the following:  
**“63. The Committee may, if it thinks fit, call a general meeting. If the 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 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.”**
- 2.7 Article 64  
Delete Article 64 in its entirety.
- 2.8 Article 72  
Amend Article 72 as follows:  
“72. At any general meeting a resolution put to the vote of the meeting...  
(a) by the chairman; or  
(b) by at least two 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%** ~~not less than one-tenth~~ of the total voting rights of all the Members having the right to vote at the meeting.  
~~(d) Unless a poll be so demanded...~~  
~~(e) A demand for a poll may be withdrawn.”~~
- 2.9 Article 85  
Amend as follows:  
~~“85. Subject to section 165 of the Ordinance, every member of the Committee, Treasurer, Secretary and Officers (**other than a member of the Committee**) for the time being of the Club...in connection with any application under section 358 of the **predecessor Ordinance or section 903 or 904 of the Ordinance**, in which relief is granted to them by the Court...”~~
- 2.10 Article 86  
Amend as follows:  
“86. Any question on the interpretation... in cases of differences arising between these Articles of Association, subsequent Bye-laws and the ~~Hong Kong Government’s Companies Ordinance, Chapter 32~~, the latter shall prevail.”
- 2.11 Article 87  
“87. No addition, alteration or amendment shall be made to or in the Memorandum of Association or these Articles of aAssociation 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.**”

A. HO  
Chairman

**KOWLOON BOWLING GREEN CLUB**  
**SPECIAL RESOLUTION**

**Special Resolution passed at Annual**  
**General Meeting held in the Club House on**  
**Tuesday 22nd March, 2016, at 6:30 p.m.**

At an Annual General Meeting of Kowloon Bowling Green Club duly convened and held at 123 Austin Road, Tsimshatsui, Kowloon on 22 March 2016, the following Special Resolution was duly passed:-

1. Amendments to Article 47(2), 47(3) and 50(5) of the Articles of Association of the Club

Article 47(2)

The General Committee shall determine from time to time the number of Individual Transferable Debenture Holders. An Individual may obtain an Individual Transferable Debenture on payment of a fee fixed from time to time by the General Committee in its absolute discretion. An Individual Transferable Debenture Holder shall have the right to use the Club facilities without payment of an entrance fee but must pay all other dues applicable to Ordinary Members. The rules of the Club shall apply equally to Individual Transferable Debenture Holders as to Members. Individual Transferable Debenture Holders may transfer their Debenture with the prior written approval of the Committee and on payment to the Club of a transfer fee to be fixed from time to time by the General Committee in its absolute discretion.

Article 47(3)

The existing Ordinary members shall have the right to convert their Ordinary Membership into an Individual Transferable Debenture Holder membership upon application and payment of a fee to be determined by the General Committee from time to time.

Article 50(5)

The General Committee has the authority to refuse re-admission to any member deemed to have abused the absent membership process. Should an absent member be refused re-admission by the General Committee, his/her debenture certificate should also be regarded as void.

A. LO  
Chairman

# **THE COMPANIES ORDINANCE (CHAPTER 622)**

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

## **KOWLOON BOWLING GREEN CLUB**

### **MEMORANDUM OF ASSOCIATION**

1. The name of the Company is "Kowloon Bowling Green Club (九龍草地滾球會)."
2. The registered office of the Company will be situated in the Hong Kong Special Administrative Region of the People's Republic of China.
3. The objects for which the Company is established are: -
  - (a) To acquire and take over the land building and premises of The Kowloon Bowling Green Club situated at Kowloon and generally to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property convenient for the purposes of the Club and, in particular, any land, buildings, easements, machinery, plant, mortgage or give in exchange or dispose of the same or any part thereof.
  - (b) To promote the games of Bowls, Lawn Tennis and other athletic sports and pastimes.
  - (c) To lay out, prepare and maintain grounds and tennis courts at Kowloon and elsewhere and to erect and provide Clubhouses, bungalows, or other residences, pavilions, lavatories, kitchens, refreshments rooms workshops, stables, sheds, and other conveniences in connection therewith, and to furnish and maintain the same, and to permit the same and the property of the Club to be used by Members and other persons either gratuitously or for payment.
  - (d) To purchase hire make or provide and maintain all kinds of animals, furniture, implements, tools, utensils, plate, glass, linen, books, papers, periodicals, stationery, cards, games and other things required, or which may be conveniently used in connection with the grounds, clubhouses and the other premises of the Club (wherever the same may be) by persons frequenting the same whether Members of the Club or not.
  - (e) To buy, prepare, make, supply, sell and deal in all kinds of bowls, tennis rackets and balls and all apparatus used in connection with these two games and other athletic sports and all kinds of provisions and refreshments required or used by Members or other persons frequenting the grounds, Club houses or premises of the Club.
  - (f) To hire, employ and dismiss secretaries, clerks, managers, servants, workmen and professional bowls and tennis players and to pay to them, and to other persons in return for services rendered to the Club, salaries, wages, gratuities and pensions.
  - (g) To promote and hold either alone or jointly with any other association, clubs or

persons. Bowls or tennis meetings, competitions and matches and to offer, give or contribute towards prizes, medals and awards, and to promote, give or support dinners, balls, concerts and other entertainments.

- (h) To establish, promote, or assist in establishing or promoting, and to subscribe to or become a member of any other association or club whose objects are similar, or in part similar, to the objects of the Club or the establishment or promotion of which may be beneficial to this Club. Provided that no subscription be paid to any such other association or club out of this Club, except *bone fide* in furtherance of the objects of the club.
  - (i) To invest and deal with the moneys of the Club not immediately required upon such securities and in such manner as may from time to time be determined.
  - (j) To borrow or raise, and give security for, money by the issue of, or upon bonds, debentures, bills of exchange, promissory notes, and other obligations or securities of the Club, or by mortgage or charge upon all or any part of the property of the Club.
  - (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 organizations of workers and organizations of employers.
    - (iii) The powers set forth in the Seventh Schedule of the predecessor Companies Ordinance (as defined in section 2(1) of the Companies Ordinance, Chapter 622 of the Laws of Hong Kong) are hereby excluded.”
4. (i) 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.
- (ii) Subject to sub-clauses (iv) and (v) 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.
  - (iii) No member of the General Committee of Governing Body of the Club shall be appointed to any salaried office of the Club, or any office of the Club paid by fees and no remuneration or other benefits in money or money’s worth (except as provided in sub-clause (v) below) shall be given by the Club to any member of the General Committee or Governing Body.
  - (iv) Nothing herein shall prevent the payment, in good faith, by the Club of reasonable and proper remuneration to any officers or servants of the Club, or to any member of the Club not being a member of General Committee or Governing Body of the Club in return for any services actually rendered to the Club.

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

- a.) to any member of its General Committee or Governing Body of out-of-pocket expenses;
- b.) of interest on money lent by any member of the Club or its General Committee or Governing Body at a rate per year not exceeding 2% above the prime rate prescribed for the time being by the Hong Kong 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 other benefit in money or money's worth to a body corporate in which a member of the Club or of its General Committee or Governing Body is interested solely by virtue of being a member of that body corporate by holding not more than one hundredth part of its capital or controlling not more than a one hundredth part of its votes.

(vi) No person shall be bound to account for any benefit he may receive in respect of any payment properly paid in accordance with sub-clauses (iv) and (v) above.

5. The liability of the members is limited.
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 \$ 100.
7. If upon the winding up or dissolution of the Club there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, 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, 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 4 above, such institution or institutions to be determined by the members of the Club at or before the time of dissolution and in default thereof by a Judge of the High Court of the Hong Kong Special Administrative Region having jurisdiction in regard to charitable funds and if this provision cannot be effected, then to some charitable object.

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 and Addresses**

J.S. MCINTOSH, Draughtsman,  
Kowloon Docks, Hongkong.

WILLIAM RUSSELL, G.M.S.,  
Harbour Office, Hongkong.

P. T. FARRELL, Consulting Engineer,  
King's Building, Hong Kong.

ROB. LAPSLEY, Clerk,  
Kowloon Docks, Hong Kong.

DAVID GOW, Chief Clerk,  
Kowloon Docks, Hong Kong.

C. BOND, Manager,  
Gande Price & Co., Ltd., Hongkong.

LEWIS GUY, Chemist,  
A.S. Watson & Co., Ltd., Hongkong

Dated the first day of June, 1926.

Witness to the above Signatures,

H.J. ARMSTRONG,  
Solicitor  
Hongkong.

# **THE COMPANIES ORDINANCE (CHAPTER 622)**

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

## **KOWLOON BOWLING GREEN CLUB**

### **ARTICLES OF ASSOCIATION**

#### **DEFINITIONS**

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

"The Club" means the Company registered as the Kowloon Bowling Green Club (九龍草地滾球會).

"Member(s)" means an Ordinary or Life or Permanent Member(s) of the Club and does not include Honorary members, Corporate Transferable Debenture Holders, Individual Transferable Debenture Holders, Non-voting members, Junior members, Absent members, Temporary members, Sporting members, visitors or guests.

"Committee" or "General Committee" means the General Committee of the Club for the time being and any member of the Committee or the General Committee shall be deemed to be a 'director' of the Club for the purpose of the Ordinance.

"The Secretary" means the Honorary Secretary of the Club for the time being.

"The Treasurer" means the Honorary Treasurer of the Club for the time being.

"General Meeting" means a general meeting of the ordinary and life members of the Club whether annual or extraordinary.

"Special Resolution" means a special resolution passed in accordance with Section 564 of the Ordinance.

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

"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.

"The Seal" means the seal of the Club.

"The office" means the office for the time being of the Club.



"In writing" means written or printed or partly written and partly printed.

- 1.1 Words importing the singular number include the plural number and words importing the plural number include the singular.
- 1.2 Words importing the masculine gender include the feminine gender and words importing the feminine gender include the masculine.
- 1.3 The Articles of Association and Bye-laws shall together form the Rules of the Club.
- 1.4 The Committee is empowered to define the meaning of "guest" and "member's household".
2. For the purpose of registration, the Club is declared to consist of 1700 members.
3. The Committee may, when they think fit, register an increase or a decrease in the number of members.
4. The Club is established for the objects expressed in the Memorandum of Association.
5. The income and property of the Club, whencesoever derived, shall be applied solely towards the promotion of the objects of the Club as set forth in its Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever to the persons who at any time are or have been Members of the Club or any of them; provided that nothing herein contained shall prevent the payment in good faith of remuneration to any Officers or employees of the Club or to any member thereof or any other person in return for services actually rendered in accordance with sub-clauses (iv) and (v) of Clause 4 of the Memorandum of Association.
6. Every Member of the Club undertakes to contribute to the assets of the Club in the event of same being wound-up while he is a Member, or within one year after ceasing to be a Member, for payment of the debts and liabilities of the Club contracted before the time at which he ceases to be a Member and 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 maybe required, not exceeding \$ 100.

## **CONTROL OF THE CLUB**

7. The Officers of the Club shall be the President, Vice President, Secretary and Treasurer who shall be elected annually at each annual general meeting.
8. The conduct of the affairs of the Club shall be vested in the General Committee consisting of the four Officers, the Bowls, Grounds, and Bar and Catering Convenors plus four other Members elected from the Members at each annual general meeting plus the immediate Past President of the Club.

9. The Committee shall not exceed twelve Members in total nor be less than six. Vacancies occurring during the year may be filled by the General Committee by co-opting replacements from the ordinary Members.
10. The Committee shall meet not less than once in each calendar month and five members shall comprise a quorum.
11. Meetings of the Committee may be convened by any Officer or any two members of the Committee not being Officers. If votes be equal at any meeting, the vote of the President or Chairman appointed to act for him shall, in addition to his own vote, have a second or casting vote.
12. The President or, in his absence, the Vice President shall preside at all meetings of the Committee, failing which, any member of the Committee may officiate.
13. The Committee may appoint subcommittees for special purposes. Such subcommittees shall consist of at least two members of the Club, one of whom shall be a member of the Committee and an Officer of the Club appointed by the Committee shall be an ex-officio member. The Committee may remove or replace any member of such subcommittee or may dissolve any subcommittee.
14. The members of any subcommittee shall elect from their number a Chairman to officiate at all meetings who shall report any advice, decisions made and actions taken by the subcommittee in writing to the Committee as soon as possible and, in any event, within seven days of each meeting.
15. Subcommittees so formed shall conform to any regulations that may from time to time be imposed on it by the Committee.
16. Subject to such control by the Committee, the decisions of such subcommittee shall be final on all matters coming within its province.
17. The Committee shall have power to appoint and remove all employees of the Club and to fix the amounts of their remuneration and other conditions of employment.
18. The Committee shall exercise and do all such things as may be exercised or done by the Club save such as are by these Articles or by any Ordinance in force required to be exercised or done by the Club in general meeting subject, nevertheless, to any regulations of these Articles, to the provisions of the Companies Ordinance of Hong Kong and to such regulations or provisions, not being inconsistent with the said regulations or provisions, as may be prescribed by the Club in general meeting but no regulation made by the Club in general meeting shall invalidate any prior act of the Committee which would have been valid if such regulation had not been made.
19. The Committee shall have power to make, alter and repeal all such Bye-laws deemed necessary or convenient for the proper conduct and management of the Club and, in particular but not exclusively, they may by such Bye-laws regulate: -

- (a) The times of opening and closing any Clubhouse or other premises belonging to the Club or any part thereof.
  - (b) The terms as to payment or otherwise of admission of any person to participate in the benefits of any of the privileges of the Club and the use by or the supply to any person of any of the property of the Club.
  - (c) The admission of visitors and guests to the premises and benefits of the Club.
  - (d) The rules to be observed and the stakes to be played for by any person playing any games on the Club's premises.
  - (e) The prohibition of particular games on the Club's premises entirely or at any particular time.
  - (f) The conduct of any person in relation to any other person and to the Club's employees.
  - (g) The setting aside of any part or parts of the Club's premises for particular purposes.
  - (h) The imposition of fines for the breach of any of the Rules of the Club.
  - (i) The procedure at General Meetings and the meetings of the Committee of the Club or any Sub-committee.
  - (j) Generally, all such matters as are commonly the subject matter of the Club's Rules.
20. The Committee shall, by means deemed sufficient, bring to the notice of persons entitled to enter the Club's premises all current Bye-laws. All Bye-laws, shall be binding upon all such persons.
21. No Bye-law shall be inconsistent with or shall affect or repeal anything contained in the Memorandum of Association or in the Articles of Association and any Bye Laws may be set aside by a Special Resolution at a general meeting of the Club.
22. The Secretary shall affix the seal of the Club with the authority of the Committee and in the presence of at least two members of the Committee to all instruments required to be sealed and all such instruments shall be signed by the two members of the Committee and shall be countersigned or witnessed by the Secretary. The Secretary and the Committee shall cause minutes to be made in books provided for the purpose: -
- (a) of all appointments of officers made by the General Committee.
  - (b) of the names of the members of the General Committee present at each meeting of the General Committee and of any sub-committee of the General Committee;
  - (c) of all resolutions and proceedings at all meetings of the Club, and of the General Committee, and of sub-committees of the General Committee.

and every member of the General Committee present at any meeting of the General Committee or sub-committee of the General Committee shall sign his name in a book to be kept for that purpose.

## ACCOUNTS

23. (1) The Committee shall cause proper books of account to be kept with respect to: -
- (a) all sums of money received and expended by the Club and the matters in respect of which the receipt and expenditure takes place;
  - (b) all sales and purchases of goods by the Club;
  - (c) the assets and liabilities of the Club.
- (2) 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.
- (3) The books of account shall be kept at the registered office of the Club, or, subject to the applicable statutory provisions, at such other place or places as the Committee thinks fit, and shall always be open to the inspection of the members of the Committee.
- (4) The Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Club or any of them shall be open to the inspection of members not being members of the Committee, and no member (not being a member of the Committee) shall have any right of inspecting any account or book or document of the Club except as conferred by statute or authorized by the members of the Committee or by the Club in general meeting.
24. All cheques shall be signed by any two of the President, Vice President, Secretary and Treasurer.
25. The accounts shall be made-up to 31<sup>st</sup> December each year and an annual Statement of Accounts including a balance sheet shall be prepared in accordance with sound accounting practice by the Treasurer, or by accountants acting on the Committee's instructions. The Statement of Accounts shall be audited by Certified Public Accountants appointed at each annual general meeting and, following the approval of them by the Committee, shall be signed by two members of the Committee on its behalf.

26. (1) The Councillors shall from time to time, in accordance with the requirements of the Ordinance, cause to be prepared and to be laid before the Club in general meeting such income and expenditure accounts balance sheets and reports as are required by the Ordinance.
- (2) A copy of every balance sheet (including every document required by law to be annexed to it) which is to be laid before the Association in general meeting together with a copy of the Committee's report and a copy of the auditor's report, shall not less than 21 days before the date of the meeting be sent to every member of the Club.  
Provided that this article shall not require a copy of those documents to be sent to any person of whose address the Club is not aware or who is an absent member of the Club.
27. If the Club at any time in general meeting shall resolve to raise a capital loan, the Committee shall thereupon be empowered to borrow for the prescribed purposes such an amount under best possible terms and conditions and upon such security as shall be specified in the resolution. The Committee shall make all such dispositions of the Club's property or any part thereof and enter into such agreements in relation thereto as the Committee may deem proper for giving security for such loans. All Members of the Club, whether they voted on such resolution, and all persons becoming Members of the Club after the passing of such resolution and all others who may by virtue of these Articles be entitled to the privileges and the use of the property of the Club, shall be deemed to have assented to the same as if they had voted in favour of such resolution and shall be bound thereby.
28. Subject to the express provisions of the Memorandum and Articles of Association and to any Bye-laws made by authority of the Articles of Association, all Members shall be entitled to use in common the premises and property of the Club and to be supplied with meals, refreshments, liquors, services and any other items provided by the Club for the use of Members at charges determined by the Committee from time to time.

## **MEMBERSHIP**

29. Membership of the Club shall be divided into: -

- (a) Ordinary members.
- (b) Permanent members.
- (c) Life members.
- (d) Honorary members.
- (e) Corporate Transferable Debenture Holders.

- (f) Individual Transferable Debenture Holders.
- (g) Non-voting members
- (h) Junior members.
- (i) Absent members.
- (j) Temporary members.
- (k) Sporting members.
- (l) Senior members
- (m) Junior/Student Sporting members

### **Ordinary Members**

- 30. (1) Admission of ordinary members to the Club shall be by ballot conducted by the Balloting Committee.
- (2) Candidates must be proposed by one Member to whom the candidate shall be personally known and seconded by another, both of whom shall have been Members of the Club for at least one year. Applications for admission must be in writing and be signed by the candidate, his proposer and seconder. Applications shall be addressed to the Secretary and shall be in such form as the Committee may from time to time determine.
- (3) No member of the, Balloting Committee may propose or second a candidate for admission as an ordinary member of the Club save with the approval of the General Committee.
- 31. Ordinary members shall pay entrance fees and monthly subscriptions of amounts fixed by general meeting from time to time.
- 32. (1) The Balloting Committee shall consist of the General Committee and five other members of the Club elected at each annual general meeting. Vacancies occurring in this Committee shall be filled by the General Committee by co-opting Members to it.
- (2) The Vice President of the Club shall be the Chairman of the Balloting Committee. In his absence the members of the Balloting Committee present at any meeting shall elect from their number a Chairman who shall officiate at such meeting. Five members present at any meeting of the Balloting Committee shall comprise a quorum.

33.
  - (1) All applications for admission as ordinary members shall be presented by the Secretary to the General Committee at its first meeting after the receipt by the Secretary of such forms. The Committee shall decide whether the application is in order to be forwarded to the Balloting Committee.
  - (2) The Secretary shall maintain a register of applications for membership in order by date of receipt by him.
  - (3) The Committee shall regulate from time to time the number of registered candidates who are to be considered for admission by the Balloting Committee at any time taking cognizance of the capacity of the Club's various facilities.
34.
  - (1) Not less than 21 days before a meeting of the Balloting Committee, the application forms for those candidates who are to be considered at the meeting shall be posted in the Clubhouse.
  - (2) The Balloting Committee Chairman shall cause to be forwarded to each candidate whose application for membership has been posted in the Clubhouse a notice informing him of the date, time and venue of a Balloting Committee meeting which he is required to attend. Accompanying this notice shall be a pro forma invoice for the entrance fee and the first month's subscription.
  - (3) A candidate shall be entitled to use the Clubhouse, grounds, excluding the car park, and facilities and to purchase refreshments during the time his application form is posted but his sponsors shall be jointly and severally liable for all debts incurred by the candidate during the period from the posting of his application form until a decision is made by the Balloting Committee on his admission.
  - (4) In the event a candidate is unable to appear before the Balloting Committee he should so inform the Balloting Committee in writing with an explanation for his inability to appear and he may be re-invited to a subsequent meeting of the Balloting Committee but only one such reinvitation will be issued.
35.
  - (1) While application forms of candidates are posted, the ballot on the applicants shall remain open. Members of the Balloting Committee who are unable to attend the meeting at which these candidates are to be considered may record their votes in the office and shall sign the Ballot Register recording their votes.
  - (2) At the Balloting Committee meeting the votes of those members present shall be cast whereupon the ballot will close. Members of the Balloting Committee present shall sign the Ballot Register recording their votes.
  - (3) No member of the Balloting Committee, whether voting at the meeting, or prior to it, shall, under any circumstance, vote by proxy.
  - (4) The ballot box will be opened in the presence of the Balloting Committee at the meeting and the result of the ballot shall be announced. The number of votes against admission of any candidate shall not be divulged by the Balloting

Committee.

- (5) A ballot shall consist of at least eight votes and one against vote in four shall deny that candidate admission.
  - (6) In the event of a ballot containing less than eight votes the ballot shall be declared null and void. The candidates shall be informed of the situation and a further ballot shall be arranged but without the presence of the candidates being required a second time.
  - (7) On announcement of his election as a member, a candidate shall pay, forthwith, the fees due to the Club by him in accordance with the pro forma invoice previously forwarded to him.
36. On the election of an ordinary member, he shall be so notified in writing and a copy of the Memorandum and Articles of Association and of the Bye Laws of the Club shall be forwarded to him.
  37. In the event of a newly-elected ordinary member failing to pay the dues prescribed in Article 35 (7) within two weeks of his election the Committee may erase his name from the list of Members unless he shall justify the delay to the satisfaction of the Committee. Notice of the erasure shall be given to the proposer and seconder who shall be jointly and severally liable for all debts incurred by the former candidate up to the time of his name being removed from the list of Members but excluding the entrance fee and first month's subscription which will not be chargeable in the case of the removal of the defaulting Member's name from the membership list.
  38.
    - (1) A candidate who has failed to gain admission to the Club shall be so notified in writing but the Committee shall not be obliged to give reasons for the fact.
    - (2) A candidate proposed but not elected shall not be proposed again within six months of the date of the meeting resulting in his non-acceptance nor shall he make use of the Clubhouse, grounds or facilities.
  39. Members changing their places of residence or postal addresses shall notify the Secretary of the change furnishing him with a new address to which correspondence may be sent. All items forwarded by post to a Member's last known address shall be considered as being received by the Member.
  40. No Member shall participate in any of the advantages of the Club or vote upon any question at a general meeting until his entrance fee, subscription and any other claim the Club may have against him have been paid.
  41. The rights and privileges of a Member shall be personal to himself. They shall not be transferred by his own act or by operation of law and shall cease upon his death or upon his ceasing from any cause to be a Member under the provisions of these Articles provided that the Committee may, at their discretion, offer continuing membership of the Club to the spouse of a deceased Member.



42. A Member desiring to resign his membership shall give one month's notice, in writing, to the Secretary.
43. Any Member whose membership is terminated for any reason whatever shall, nevertheless, remain liable for all debts outstanding in his account with the Club at the time of his ceasing to be a Member.

### **Permanent Members**

44. (1) Up to a maximum of 50 ordinary members of good standing may, upon application to and the approval of the Committee, elect to become Permanent Members of the Club on payment of a lump sum which shall be fixed from time to time by the Committee. Permanent Members, having paid such lump sum, shall be relieved of the liability of paying future monthly subscriptions during their lifetimes but shall remain responsible for any other charges levied on members from time to time.
- (2) For the purpose of calculating the amount of the lump sum payable to qualify for Permanent Membership, applicants will be divided into age groupings as follows: -

Up to 35 years;  
36 to 45 years;  
46 to 55 years;  
Over 55 years

and account will be taken of monthly subscription trends.

### **Life Members**

45. A general meeting may, on the recommendation of the Committee, elect to life membership ordinary members who have given especial service to the Club or otherwise brought distinction or honour to the Club. Life members shall be exempt from payment of further fees or subscriptions but shall continue to be responsible for payment for services given or purchases made in the Club.

### **Senior Members**

- 45A. An ordinary member who has been a Member of the Club for 25 years or more and reached the age of 80 or above, excluding periods of Absent and/or Sporting Membership (“hereinafter called Senior Member”) shall be entitled to senior membership of the Club. Senior Members shall be exempt from monthly subscriptions but shall continue to be responsible for payment of services rendered by or anything purchased in the Club. This privilege is bestowed upon a designated person and is not transferable.

## **Honorary Members**

46. A general meeting may, on the recommendation of the Committee, elect to honorary membership any person of distinction who is not otherwise a member of the Club. Honorary members shall be exempt from payment of the usual fees for entrance and monthly subscription but shall be responsible for payment for services given or purchases made in the Club.

## **Corporate Nominees**

47. (1) The General Committee shall determine from time to time the number of Corporate Transferable Debenture Holders. A business organization may obtain one or more Corporate Transferable Debentures on payment of a fee fixed at the time by the Club's General Committee. A Corporate Transferable Debenture Holder shall have the right to nominate two members of its staff for each Debenture held, to use the facilities of the club. Each nominee, when approved by the Committee, may use the facilities of the club without payment of an entrance fee but must pay all other dues applicable to Ordinary Members. The Rules of the Club shall apply equally to Corporate Transferable Debenture Holders and their nominees as to Members. Corporate Transferable Debenture Holders may transfer their Debentures with the prior written approval of the General Committee and on payment to the Club of a transfer fee to be fixed from time to time by the General Committee in its absolute discretion.
- (2) The General Committee shall determine from time to time the number of Individual Transferable Debenture Holders. An Individual may obtain an Individual Transferable Debenture on payment of a fee fixed from time to time by the General Committee in its absolute discretion. An Individual Transferable Debenture Holder shall have the right to use the Club facilities without payment of an entrance fee but must pay all other dues applicable to Ordinary Members. The rules of the Club shall apply equally to Individual Transferable Debenture Holders as to Members. Individual Transferable Debenture Holders may transfer their Debenture with the prior written approval of the Committee and on payment to the Club of a transfer fee to be fixed from time to time by the General Committee in its absolute discretion.
- (3) The existing Ordinary members shall have the right to convert their Ordinary Membership into an Individual Transferable Debenture Holder membership upon application and payment of a fee to be determined by the General Committee from time to time.

## **Non-Voting Members**

47A.

- (1) A candidate proposed as an ordinary member of the club may signify on the application for membership that he wishes to pay by instalments the entrance fee current at the time of his application.
- (2) Payment shall be by way of a deposit payable forthwith upon the candidate being elected as a member with the balance, plus a reasonable allowance for administration costs, payable by equal monthly instalments over the following 30 months.
- (3) Upon admission as a member a candidate electing to pay the entrance fee by instalments shall not, until such time as the final instalment is duly paid, attend any general meetings or have any vote or voice in the affairs of the Club, including election to the Committee, the nominations of persons for membership of the Club, the use of the carpark and shall not become an absent member. Subject thereto Articles of Association and any Bye-laws made by authority of the Articles of Association shall apply to non-voting members as to ordinary members.
- (4) The number and amount of instalments, the period during which instalments are payable, whether a premium should be payable by candidates in return for being able to pay entrance fees by instalments and any other conditions considered appropriate shall be determined from time to time by members in general meeting.

## **Sporting Members**

47B.

- (1) Candidates applying under this arrangement shall be recognised bowlers (e.g. bowling regularly in a league competition)
- (2) Members who join as Sporting members can enjoy all the facilities of the Club but have no voting rights for the first two years.
- (3) Joining procedures are the same as those applicable to applicants who wish to join as ordinary members. Upon acceptance by the Balloting Committee, successful applicants are required to sign an undertaking to bowl for the Kowloon Bowling Green Club on a regular basis for a period decided by the General Committee in conjunction with the current Sporting Membership Policy.
- (4) The Sporting Membership Policy shall be determined and revised by the General Committee from time to time but may be set aside by a Special Resolution at a general meeting of the Club.

## **Junior/Student Sporting Members**

47C.

- (1) Candidates who are aged between 12 and 28 years of age may apply a Junior/Student Sporting Member under article 47C.
- (2) A written consent from a parent/guardian is required for those candidates aged less than 18 years of age.
- (3) Junior/Student Sporting Members shall pay entrance fees determined and revised by the General Committee from time to time.
- (4) Monthly subscription fees of Junior/Student Sporting Members will be determined and revised by the General Committee from time to time and will be completely waived for full-time students (a full-time student is as determined by his/her supporting documents).
- (5) Junior/Student Sporting Members can enjoy the facilities of the Club but have no voting rights.
- (6) Junior/Student Sporting Members aged less than 18 years of age, when using the facilities of the Club are required to be accompanied by one of his/her Parents/Guardians.
- (7) The membership of a Junior/Student Sporting Member shall automatically lapse upon such member reaching the age of 29.
- (8) Should a Junior/Student Sporting Member who has reached the age of 29 decide to apply again for membership of the Club, procedures will be the same as those applicable to applicants who wish to join as ordinary members.
- (9) The Junior/Student Sporting Membership Policy shall be determined and revised by the General Committee from time to time but may be set aside by a Special Resolution at a general meeting of the Club.

## **Absent Members**

- 48.
- (1) To qualify Absent Membership a member must be away from Hong Kong for 6 successive months or more. Each successful application will be valid for 2 years (24 months).
  - (2) Written notice to the Secretary if received before the 15<sup>th</sup> day of a month then the application may, if approved, be effective next month.
  - (3) Information provided for application: Document proof of departure date, overseas address, e-mail address and expected date of return.

- (4) Return membership card including spouse and children, parking label(s) and locker key(s). If a member does not return his/her membership card to the Club, the monthly subscription will be charged as usual.
  - (5) An application fee equivalent to 3-month subscription fee will be charged in advance and only refundable if application is unsuccessful.
  - (6) The monthly subscription fee can be exempted during his/her absence.
  - (7) An absent member's right would be suspended and thus would not use the Club facilities during the absent period.
49. An absent Member shall, within one month of his/her return to Hong Kong, notify the Secretary in writing of his/her return and of his/her wish to resume his/her membership whereupon he/she may immediately commence again to use the Club's facilities. They are required to provide with the supporting documents i.e. overseas address's bill or boarding pass for the General Committee to approve reactivating his/her ordinary membership. The whole month subscription fee for that month is payable irrespective of the day of reactivation.
50. (1) Absent membership is not available to members who continue to reside in Hong Kong.
- (2) An absent member must settle his/her outstanding amount before he/she leaves Hong Kong, otherwise he/she would be charged the surcharge and his/her membership would be suspended by the Club.
  - (3) An absent member shall renew his/her absent membership within 3 months before the expiry date. Payment of 3-month subscription fee in advance without refund would be applied to the next term. Otherwise, a surcharge equivalent to two times of the absent membership fee (6-month subscription) will be charged for late application.
  - (4) Should a returned member fail to reactivate his/her ordinary membership within 1 month of return to Hong Kong, he/she will be regarded as resigning from membership. He/she must seek re-admission in the manner described in Article 30 but, in such case, the General Committee may, at their discretion, reduce or remit the entrance fee.
  - (5) The General Committee has the authority to refuse re-admission to any member deemed to have abused the absent membership process. Should an absent member be refused re-admission by the General Committee, his/her debenture certificate should also be regarded as void.
  - (6) During the absent period, the Club will not send notice/information to the absent members.
  - (7) The General Committee has the authority to exercise discretion to waive all these conditions on compassionate ground.

## **Temporary Members**

51. Persons over the age of 21 years who may be temporarily visiting Hong Kong may be admitted by the Committee to the privileges of the Club as temporary members on the introduction of a Member, seconded by another Member, for a maximum period of three months and shall pay the same subscriptions in the same fashion as ordinary members but will not be required to pay any entrance fees. A temporary member shall not attend any general meetings or have any vote or voice in the affairs of the Club. The proposer and seconder of a temporary member shall be jointly and severally responsible for all debts contracted him.

## **Junior Members**

52. (1) The Committee may, at their discretion, grant to the children of Members under the age of 21 years the privilege of junior membership and shall, likewise, have the power to restrict or to withdraw the said privileges wholly or in part as they see fit. Junior members may be divided into such categories as the Committee shall determine. The subscription payable by the Member parent whose child or member of whose household has been granted junior membership shall be such sum for each category of junior member as the Club shall decide in general meeting.  
  
(2) The Committee may, at their discretion, restrict or withdraw the right of Members' children under the age of 21 years to use the facilities of the Club.

## **VISITORS AND GUESTS**

53. A visitor to Hong Kong may be introduced to the privileges of the Club by a proposing and a seconding Member for a maximum period of two weeks by signing him into the Visitors' Book retained in the office. The visitor shall have full use of the Club's facilities, except the car park, but must pay for any purchases by means of cash coupons. A visitor shall pay neither entrance fee nor monthly subscription and has no voice in any of the Club's affairs.
54. Residents of Hong Kong may be introduced to the Club as guests by members on such conditions as the Committee may decide and subject to the provisions of the Bye-laws.
55. The Committee, at their discretion and without being required to give any reason therefore, may at any time restrict or withdraw the privileges accorded to visitors or guests either wholly or partly.

## DUES AND PENALTIES

56. Accounts of Members shall be made-up to the end of each month and be promptly despatched to Members. Should any Members account remain unpaid on the last day of the month in which it was despatched, the name of the Member may, at the discretion of the Committee, be posted as a defaulter at such place or places within the Clubhouse as the Committee shall from time to time nominate and if his account remains unpaid at the expiration of two weeks from the day on which his name was so posted, he shall, ipso facto, cease to be a Member unless the Committee, in their sole and absolute discretion, think fit to order otherwise.
  57. The Committee may, at any time and upon such conditions as they may impose, limit the credit of a Member.
  58. No Member shall enjoy the privileges of the Club nor vote at any General Meeting if he is posted as a defaulter under the Rules of the Club.
  59. (1) (a) If at any time the Committee shall be of the opinion that the interests of the Club so require they shall have power to suspend the rights of any Member to use the Club's facilities or any part of them for a period not exceeding six months, but the Committee may waive such suspension or part thereof at their discretion, in the light of circumstances. No Member shall be so suspended unless a resolution to that effect shall have been carried by a majority of at least two thirds of the Members actually present at a meeting of the Committee specially convened for that purpose.
    - (b) It shall be the duty of the Committee to take immediate cognizance of any infraction of the Rules of the Club by any Member.
  - (2) If the Committee shall be of the opinion that the conduct of any Member be such as to endanger the character or good order of the Club or, if any Member shall appear to the Committee to have wilfully acted contrary to the Rules of the Club, they may call a general meeting or at least ten Members may requisition the Committee to call a general meeting at which the question of the expulsion of the offending Member shall be submitted provided that prior notice shall have been given to the Member that his conduct will be brought before a general meeting in order that he may appear in his defence.
  - (3) If a majority of not less than three-quarters of the Members present and entitled to vote agree that the actions of the offending Member calls for expulsion from the Club he shall cease to be a Member of the Club forthwith and notification thereof shall be promptly sent to him by the Secretary.
60. If any Member shall be convicted of an indictable offence or become bankrupt or make a composition or arrangement with his creditors, he shall thereupon cease to be a Member of the Club but the Committee shall have the power, at their discretion, to reinstate him on such terms as they may deem appropriate.

## **GENERAL MEETINGS**

61. 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 the committee shall appoint but it shall be held as soon as practicable after the 1<sup>st</sup> January and not later than 31<sup>st</sup> March.
62. All general meetings other than annual general meetings shall be called extraordinary general meetings.
63. The Committee may, if it thinks fit, call a general meeting. If the 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 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**

64. An annual general meeting and a meeting called for the passing of a special resolution shall be called by at least 21 days' notice in writing and a meeting of Members of the Club, other than the annual general meeting or a meeting for the passing of a special resolution, shall be called by at least 14 days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Club in general meeting, to such persons as are, under the articles of the Club, entitled to receive such notices from the Club.
65. Provided that a meeting of the Members shall, notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it is so agreed: -
  - (a) in the case of a meeting called as the annual general meeting, by all Members entitled to attend and vote thereat; and
  - (b) in the case of any other meeting, by a majority of 95% of the Members entitled to attend and vote thereat.

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



## PROCEEDINGS AT GENERAL MEETINGS

66. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting with the exception of the consideration of the accounts, balance sheets, and the reports of the Committee and auditors, the election of Committee members in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors.
67. No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business and continues to be present at the conclusion of the meeting; save as herein otherwise provided, two Members present in person shall be a quorum.
68. If within thirty minutes after the time appointed for any general 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, time and place in the next week, or to such other day, time and place as the Committee may determine and if, at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present shall be a quorum.
69. The President of the Club shall preside as chairman at every general meeting or, if he shall not be present within 15 minutes after the time appointed for the commencement of the meeting or is unwilling to act or is absent from Hong Kong or has given notice to the Committee of his intention not to attend the meeting, the Committee members present shall elect one of their number to be chairman of the meeting. If at any meeting no member of the Committee is willing to act as chairman or if no member of the Committee is present within 15 minutes after the time appointed for holding the meeting, the Members present shall choose one of their numbers to be chairman of the meeting.
70. 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 30 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 transacted at an adjourned meeting.
71. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded: -
  - (a) by the chairman; or
  - (b) by at least two 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 be so demanded a declaration by the chairman that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the proceedings of the Club's meetings shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.

A demand for a poll may be withdrawn.

72. Except as provided in article 75, if a poll is 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.
73. 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 a poll is demanded, shall be entitled to a second or casting vote.
74. After a proposal has been rejected at a General Meeting the same may not be brought up again as a proposal until six months have elapsed.
75. A poll demanded on the election of a chairman, or on the question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken as such time as the chairman of the meeting directs, and any business other than that upon which the poll has been demanded may be proceeded with pending the taking of the poll.

## **VOTES OF MEMBERS**

76. No Member shall be entitled to vote at any general meeting unless all moneys payable by him to the Club in his capacity as a Member, and which have been outstanding for more than one month after they fell due for payment, have been paid.
77. (1) Every Member shall have one vote and any Member entitled to attend and vote at a meeting shall be entitled to appoint another person (whether a Member or not) as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the member to speak at the meeting provided that a proxy shall not be entitled to vote except on a poll and provided further that no single person shall be permitted to act as the proxy for more than three Members.  
  
(2) It shall be the responsibility of the Member intending to appoint another person as his proxy to determine by making enquiry at the registered office of the Club whether such person is permitted to act as his proxy.  
  
(3) In the event that a person has been appointed to act a proxy by three Members, any further appointments in addition to the three already held shall be deemed invalid.
78. On a poll votes may be given either personally or by proxy.

79. The instrument appointing a proxy shall be deposited at the registered office of the Club at 123 Austin Road, Kowloon, or at such other place within Hong Kong as is specified for that purpose in the notice convening the meeting, 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.
80. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
81. Any form issued to a Member by the Committee for use by him for appointing a proxy to attend and vote at a general meeting shall be such as to enable the Member, according to his intention, to instruct the proxy to vote in favour or against or, in default of instructions, to exercise his discretion in respect of each resolution dealing with any special business to be transacted at the meeting.
82. In Art. 82. "special business" means: -
  - (a) all business transacted at any extraordinary general meeting; and
  - (b) all business transacted at an annual general meeting except the consideration of accounts and the reports of the Committee and auditors, the election of directors in place of those retiring and the appointment of, and fixing of the remuneration of, the auditors.
83. Subject to the provisions of the Ordinance and Article 87 below, nothing in these articles shall be altered or varied, nor shall additions be made thereto, except at an extraordinary general meeting of not less than fifteen Members entitled to vote to be convened specially for that purpose.
84. Every Treasurer, Secretary and Officers (other than a member of the Committee) for the time being of the Club shall be indemnified out of the funds and assets of the Club against all liabilities and obligations which they, or purported performance of their duties in relation to the Club other than any liability which attaches to them by law in respect of any negligence, default, breach of duty or breach of trust. Further, they shall be indemnified from the funds and assets of the Club against any liability incurred by them in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application under section 358 of the predecessor Ordinance or section 903 or 904 of the Ordinance in which relief is granted to them by the Court. Provided that none of the funds or assets of the Club shall be applied in payment of the whole or part of any fine or penalty imposed upon any person by sentence or order of a Court of Justice.
85. Any question on the interpretation of the foregoing Articles of Association and subsequent Bye-laws shall be left to the Committee whose decision on any point shall be final provided always that in cases of differences arising between these Articles of Association, subsequent Bye-laws and the Ordinance, the latter shall prevail.

86. 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.
87. The provisions of Clause 7 of the Memorandum of Association relating to the winding-up or dissolution of the Club shall have effect and be observed as if the same were repeated in these Articles.
88. 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.

## INDEX TO ARTICLES OF ASSOCIATION

<b><u>Subject</u></b>	<b><u>Article</u></b>	<b><u>Page</u></b>
Accounts	23-28	27-28
Balloting Committee	32	29
Balloting Procedure	33-36	30-31
Borrowing Powers	27	28
Committee, Sub.	13-16	25
Committee, Powers of	17-19	25-26
Contribution on winding-up	6	24
Control of Club	7-16	24-25
Definitions	1	23-24
Dues, Payment	56	38
Entrance Fees	31	29
Indemnity	85	42
Meetings, General	61-63	39
“ “ Notice	64-65	39
“ “ Proceedings at	66-75	40-41

## INDEX TO ARTICLES OF ASSOCIATION

<u>Subject</u>	<u>Article</u>	<u>Page</u>
Members, Categories of	29	28-29
“Ordinary	30-31	29
“Permanent	44	32
“Life	45	32
“Senior	45A	32
“Honorary	46	33
“Corporate	47	33
“Non-Voting Members	47A	34
“Sporting Members	47B	34
“Junior/Student Sporting Members	47C	35
“Absent	48-50	35-36
“Temporary	51	37
“Junior	52	37
Members, Numbers of	2-3	24
Members, Votes of	76-87	41-43
Officers	7	24
Penalties	57-60	38
Seal	22	26-27
Subscriptions	31	29
Visitors and Guests	53-55	37

**- NOTES -**