

**ARTICLES OF ASSOCIATION**

**OF**

**CRAIGENGOWER CRICKET CLUB**

---

**Incorporated the 2nd day of May, 1951**

adopted by Special Resolution passed on  
the 24th day of September 1982  
and amended by Special Resolutions dated up to  
and including 27th day of March 1992,  
27th day of March 1997, 21st day of January 2005,  
29th day of April 2005, 30th day of April 2010  
and 27<sup>th</sup> April 2018

---

Ho, Wong & Wong  
Solicitors & Notaries  
Hong Kong.

## CERTIFICATE OF INCORPORATION

---

I hereby certify that “CRAIGENGOWER CRICKET CLUB” is this day incorporated under the Hong Kong Companies Ordinance, 1932, and that this Company is limited.

GIVEN under my hand and seal of Office this 2nd day of May One Thousand Nine Hundred and Fifty One.

(sd.) W.ANEURIN JONES

Registrar of Companies

Hong Kong



Seal of  
The Registrar  
of Companies,  
Hong Kong

***THE COMPANIES ORDINANCE, 1932, SECTION 20***

---

**LICENCE TO DISPENSE WITH  
THE WORD "LIMITED"**

---

**WHEREAS** it has been proved to my satisfaction that the Craigenower Cricket Club, which is about to be registered under the Companies Ordinance, 1932, as an Association limited by guarantee, is to be formed for the purpose of promoting objects of the nature contemplated by Section 20 of the Companies Ordinance, 1932, and that it is the intention of the Association that its income and property, whencesoever derived, shall be applied solely towards the promotion of the objects of the association, as set forth in its Memorandum of Association, and that no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend or bonus, or otherwise howsoever by way of profit to the persons who at any time are, or have been, members of the Association, or to any of them, or to any person claiming through any of them.

**NOW**, therefore **I, SIR ALEXANDER WILLIAM GEORGE HERDER GRANTHAM**, Knight Commander of the Most Distinguished Order of Saint Michael and Saint George, Governor and Commander-in-Chief of the Colony of Hong Kong and its Dependencies, in pursuance of the powers vested in me by Section 20 of the Companies Ordinance, 1932, and in consideration of the provisions and subject to the conditions contained in the Memorandum of Association of the Craigenower Cricket Club as subscribed by Seven members thereof on the 22nd day of March 1951, do by this my Licence direct that the Craigenower Cricket Club may be registered with limited liability, without the addition of the word "Limited" to its name.

Given under my hand and the Public Seal of Hong Kong this 23rd day of April 1951.

(sd.) A. G. GRANTHAM  
Governor.



Hong Kong \$20.00 Stamp Duty Paid 5.4.51
---

**ARTICLES OF ASSOCIATION**  
**OF**  
**CRAIGENGOWER CRICKET CLUB**

---

adopted by Special Resolution passed on  
the 24th day of September 1982  
and amended by Special Resolutions dated up to  
and including  
27th day of March 1992,  
27th day of March 1997, 21st day of January 2005  
29th day of April 2005, 30th April of 2010 and 27<sup>th</sup> April 2018.

**Part A: Mandatory Articles**

**First.** - The name of the Company is “Craigengower Cricket Club” (紀利華木球會).

**Second.** - The Registered Office of the Company will be situate in Hong Kong.

**Third.** - The objects for which the Company is established are:-

- (a) To take over the property, effects, benefits and liabilities of the present unincorporated Club known as Craigengower Cricket Club. (紀利華木球會)
- (b) To promote the games of Cricket, Tennis, Lawn Bowls and other sports and pastimes, and social intercourse among the residents of Hong Kong irrespective of race, nationality or creed.
- (c) To continue the upkeep and maintenance of the existing Club House and grounds in Hong Kong, and to erect and provide Club Houses, bungalows, matsheds, or other residences, pavilions, lavatories, kitchens, refreshment rooms, workshops, sheds and other conveniences in connection there with and to furnish and maintain the same, and to permit the same and the property of the Club to be used by the Members and other persons, either gratuitously or for payment.
- (d) To purchase, hire, make or provide and maintain all kinds of furniture, implements, tools, utensils, plate glass, linen, books, papers, periodicals,

stationery, cards, games, and other things required or which may be conveniently used in connection with the Club Houses and other premises of the Club (wherever the same may be) by persons frequenting the Club, whether Members of the Club or not.

- (e) To buy, prepare, make, supply, sell and deal in all kinds of equipment used in connection with athletic sports, and all kinds of provisions, wines and spirits, tobacco, mineral waters and refreshments required or used by Members of the Club or other persons frequenting the premises of the Club.
- (f) To purchase, take on lease or in exchange, or otherwise acquire any lands, buildings, easements, rights of communal or property, real or personal, which may be requisite for the purpose of or conveniently used in connection with the objects of the Club and to sell, demise, mortgage, give in exchange, or dispose of the same, or any part thereof.
- (g) To hire and employ secretaries, treasurers, auditors, clerks, managers, servants, groundsmen, and to pay them, and to others in return for services rendered to the Club, hono rarium, salaries, wages, allowances, gratuities and pensions.
- (h) To lend or hire out for public use its grounds, Club Houses, and other premises of the Club (wherever the same may be) either gratuitously or for payment.
- (i) To promote and hold, either alone or jointly with any other association, Club, or person athletic sports and meetings, competitions and matches, and to offer, give or contribute towards prizes, medals and awards, and to promote, give or support dinners, balls, dances, concerts and other entertainment.
- (j) 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 any such an association or a club will 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 the Fourth Clause of Part A of the Articles.
- (k) 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.
- (l) 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 charges upon all or any part of the property of the Club for the purpose of the Club.
- (m) To do all such other lawful things as are incidental or conducive to the attainment and furtherance of the above objects.

Provided that:-

- (i) In case the Club shall take or hold any property which may be subject to any trusts, the Club will only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The objects of the Club shall not extend to the regulation of relations between workers and employers or organizations of workers and organizations of employers.
- (iii) The powers set forth in the Seventh Schedule of the predecessor Companies Ordinance (Cap 32) (as defined by section 2(1) of the Companies Ordinance (Cap.622) are hereby excluded.

**Fourth.**-(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 the Articles.

(2) Subject to sub-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 Governing Body of the Club shall be appointed to any salaried office of the Club, or any office of the Club paid by fees and no remuneration or other benefit in money or money's worth (except as provided in sub-clause (5) below) shall be given by the Club to any member of the General Committee or 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 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 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 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 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.

- (6) 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 (4) and (5) above.

**Fifth.** - No addition, alteration or amendment shall be made to or in the Articles for the time being in force, unless such addition, alteration or amendment has previously been submitted to and approved by the Registrar of Companies in writing or is made under a direction given under section 104(2)(b) or 105 of the Companies Ordinance (Cap.622).

**Sixth.** - The Fourth and Fifth Clauses of Part A of the Articles contain conditions on which a licence is granted by Governor to the Club in pursuance of Section 20 of the former Companies Ordinance, 1932 (which licence is now regarded as a licence granted under section 103 of the Companies Ordinance (Cap.622)).

**Seventh.** - The liability of the Members is limited.

**Eighth.** - Every Member of the Club undertakes to contribute to the assets of the Club in the event of the same being wound up while he is a Member, or within one year after he ceases to be a Member, for the payment of the debts and liabilities of the Club before he ceases to be a Member, and the costs and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding fifty dollars.

**Ninth.** - If upon the winding up or dissolution of the Club there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed, among the members thereof, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Club, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Club under and by virtue of the Fourth Clause of Part A of the Articles, 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 and so far as effect cannot be given to the aforesaid provision then to some charitable objects.

**Tenth.** - True accounts shall be kept of the sums of money received and expended by the Club, and the matter in respect of which such receipt and expenditure

take place, and of the property, credits, and liabilities of the Club; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Club for the time being, shall be open to the inspection of the members. Once at least in every year, the accounts of the Club shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.

**Eleventh.** – 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, descriptions and addresses are hereto subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

Names, Addresses and Descriptions of Subscribers

**CHI WEI LAM.**

Kwong Wah Hospital, Kowloon,  
Medical Practitioner.

**ALFRED EDWARD COATES,**

43, Morrison Hill Road, Hong Kong,  
Clerk.

**BERTRAM WALTER BRADBURY**

1, Cornwall Avenue, Kowloon,  
Gentleman.

**RICHARD BASA,**

13, Dragon Terrace, Hong Kong,  
Gentleman.

**SORAB RUSTOM SOLINA,**

Lytton House, Kowloon,  
Merchant.

**NAVEL PESTONJI KARANJIA,**

14, King's Road, Hong Kong,  
Medical Practitioner.

**LI SUI WING,**

9, Ngan Mok Street, Hong Kong.  
Compradore.

Dated this 22nd day of March 1951.

**WITNESS** to all the above signatures:

**W.H.YOUNG**

Solicitor,  
Hong Kong.

**ARTICLES OF ASSOCIATION**

**OF**

**CRAIGENGOWER CRICKET CLUB**

adopted by Special Resolution passed on  
the 24th day of September 1982  
and amended by Special Resolutions dated up to  
and including 27th day of March 1992,  
27th day of March 1997, 21st day of January 2005,  
29th day of April 2005, 30th day of April 2010 and 27<sup>th</sup> April 2018.

---

**Part B : Other Articles**

**PRELIMINARY**

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

‘The Articles’ or ‘these Articles’ shall mean to include Part A and Part B of these Articles and reference to Clause number in these Articles refers to the relevant clause in Part A and reference to Article number in these Articles refers to the relevant Article in Part B.

‘Annual General Meeting’ means the yearly General Meeting of the Members of the Club held in accordance with the requirements under the Ordinance.

‘Club’ means the Company registered as the Craigengower Cricket Club.

‘Clubhouse’ means any premises of the Club.

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

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

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

‘In Writing’ means written, typewritten or printed, or partly printed or, partly typewritten.

‘Lady Subscriber’ means a lady subscriber of the Club so registered and does not include a Member, Honorary Member or Visiting Member.

‘Member’ means a Member of the Club (whether male or female) so registered and does not include an Honorary Member, Visiting Member or Lady Subscriber.

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

‘Office’ means the registered 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.

‘Seal’ means the official seal of the Club.

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

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

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

Words and expressions in the singular include the plural, and words and expressions in the plural include the singular. Words and expressions importing the masculine gender include where the context admits the female.

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

2. For the purpose of registration, the Club is declared to consist of 1,950 members of which 200 shall be Corporate / Associate Corporate Nominees, but the Committee may from time to time register an increase of members or the composition thereof.

3. The Club is established for the objects expressed in Part A of the Articles.

## **MANAGEMENT**

4. The management of the affairs of the Club shall be vested in the Committee.

5. (1) The Committee shall consist of a President, a Vice-President, an Honorary Secretary and an Honorary Treasurer, who shall be Officers of the Club, and eight other Special Voting Members. They shall be ordinarily resident in Hong Kong. They shall be elected by members at each Annual General Meeting. Vacancies occurring during the year shall, if considered necessary or advisable by the Committee,

be filled by the Committee from time to time from among the Special Voting Members.

- (2) Nominations for election into the Committee shall -
  - (a) be submitted in writing to the Secretary by the Proposer, who shall be a Special Voting Member, at least ten clear days prior to the holding of the Annual General Meeting; and
  - (b) be signed by the Proposer and Secunder, who shall also be a Special Voting Member, and include a statement, over the signature of the proposed candidate, of his willingness to accept office if elected.

(3) If no nominations are received or if the nominations received within the time prescribed in paragraph 2(a) are insufficient in number to make up a Committee comprising a President, a Vice-President, an Honorary Secretary and an Honorary Treasurer and eight other such Special Voting Members the meeting shall stand adjourned for two weeks for further nominations to be submitted in accordance with paragraph (2) to fill the existing vacancies. If at the adjourned meeting any vacancy remains, such of the vacating members who shall be named by the Chairman at the meeting as have not had their vacancies filled shall be deemed to have been re-elected at the adjourned meeting, notwithstanding the provisions of paragraph (2).

(4) A candidate standing for nomination either as President, Vice-President, Honorary Secretary, or Honorary Treasurer may, if not elected into such office, be eligible for election as one of the eight such members to serve on the Committee.

6. (1) The General Committee members shall retire from office at every Annual General Meeting of the Club, but they shall be eligible for re-election in accordance with the provisions of Article 5.

(2) If an Annual General Meeting is not held on or before 30 April in any calendar year, the General Committee members shall not retire on that date but shall continue in office until an Annual General Meeting is held in that year.

(3) At the Annual General Meeting at which General Committee members retire as aforesaid, the members shall elect, in accordance with the provisions of Article 5, a new Committee and General Committee members so retiring shall, subject to the said provisions, be eligible for election.

7. (1) A firm of accountants in Hong Kong duly qualified to practise under the Professional Accountants Ordinance, Chapter 50 of the Laws of Hong Kong, may be appointed at an Annual General Meeting to act as treasurers of the Club. In the event of such an appointment, any representative of such firm who is also a Special Voting Member of the Club and is deputed by the firm to attend a meeting or meetings of the Committee shall be deemed to be a member of that Committee at such meeting

or meetings.

(2) In the event of it being deemed necessary or expedient to employ a paid Secretary such Secretary shall not be deemed to be an Officer or a member of the Committee.

8. (1) The Committee may appoint from among the members of the Club one or more Sub-Committees comprising not less than three members (at least one of whom shall be a member of the Committee) for the management of any particular branch of the affairs of the Club. Any such Sub-Committee so formed shall, in the exercise of the powers so delegated, be subject to the directions and control of the Committee and shall conform to any regulations that may from time to time be imposed upon it by the Committee.

(2) The decisions of any Sub-Committee shall be final in all matters coming within its province, but shall be subject to review by the Committee who may amend, alter, vary or rescind any such decision.

(3) The Officers of the Club shall be ex-officio members of all Sub-Committees appointed under paragraph (1) hereof.

9. (1) An Audit Committee, comprising not less than three Members, other than those elected as Officers, General Committee members or Convenors, shall be elected by the Members at each Annual General Meeting, after the election of the Committee and the Convenors, for the purposes of measuring and evaluating the effectiveness of the financial and operational activities of the Club. The Audit Committee shall submit its report to the Members at the next Annual General Meeting following their appointment based on the purposes hereinbefore set out.

(2) The members of the Audit Committee shall retire from office at every Annual General Meeting of the Club but they shall be eligible for re-election at the Annual General Meeting.

(3) If no or insufficient nominations for the Audit Committee are received at the Annual General Meeting, such of the vacating members who shall be named by the Chairman at the meeting as have not had their vacancies filled shall be deemed to have been re-elected at the meeting.

10. All acts done by any meeting of General Committee members or any Sub-Committee or Audit Committee, or by any person acting as a member of such Committee or Sub-Committee or Audit Committee shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such General Committee members or Sub-Committee or Audit 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 and was qualified to be a member of the Committee or Sub-Committee or Audit Committee.

11. All convenors of such branches of the Club's sporting or social

activities as the Committee may in its absolute discretion decide shall be elected by the Members of the Club at each Annual General Meeting after the election of the Committee.

12. The Committee shall exercise all such powers and do all such things as may be exercised or done by the Club save such as are, by these Articles or by any ordinance in force in Hong Kong required to be exercised or done by the Club in General Meeting, subject nevertheless to any regulations or provisions contained in the Ordinance, and to such regulations or provisions, not being inconsistent with the said regulations and provisions, as may be prescribed by the Club in General Meeting; but no regulations made by the Club in General Meeting shall invalidate any prior act of the Committee which would have been valid if such regulations had not been made.

13. The Committee shall have power to appoint and remove all employees of the Club and to fix the amount of their remuneration; also to purchase all necessary gear, furniture, refreshments, etc., and incur other expenditure for the requirements of the Club.

14. The Committee shall have power from time to time to make, alter and rescind all such By-laws as it may deem necessary or convenient for the proper conduct and management of the Club, and in particular, though not exclusively it may by such By-laws regulate:-

- (a) The hours of the opening and closing of the Club House or other premises belonging to the Club or any part thereof;
- (b) The charges to be paid for participation in any games or functions of the Club and for the use or supply of any of the property of the Club;
- (c) The rules to be observed and stakes to be played for by Members, Honorary Members, Visiting Members, Lady Subscribers or Visitors playing any games on the Club's premises;
- (d) The admission of visitors to the premises and benefits of the Club;
- (e) The prohibition of particular games in the Club's premises entirely or at any particular time;
- (f) The conduct of Members, Honorary Members, Visiting Members, Lady Subscribers and Visitors of the Club in relation to one another and to the Club servants;
- (g) The setting aside of any part of the Club's premises for particular purposes;
- (h) The imposition of nominal fines for the breach of any By-laws or any Articles of Association of the Club;

- (i) The election and expulsion of Members; and
- (j) Generally all such other matters as are commonly the subject matter of the Club rules;

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

15. The Committee shall have power to increase or decrease the entrance and other fees and/or subscriptions payable by all Members, Visiting Members and Lady Subscribers by such amount and on such terms as it shall in its discretion think fit: Provided always that the Committee shall first give to the Members, Visiting Members and Lady Subscribers 30 days' notice of its intention to do so.

16. The Committee shall adopt such means as it deems sufficient to bring to the notice of all Members, Honorary Members, Visiting Members, Lady Subscribers and Visitors all such By-laws, amendments or repeals. All such By-laws, so long as they are in force, shall be binding on all Members, Honorary Members, Visiting Members, Lady Subscribers, and Visitors of the Club, and unless otherwise stated shall become effective from the date of the notice.

17. (1) The Committee shall cause true accounts to be kept of the money received and expended, and of the assets and liabilities of the Club. The accounts shall be made up to and closed on the 31st day of December in each year and a Balance Sheet containing a summary of the assets and liabilities of the Club shall be signed by the President or Vice-President and Treasurer and two General Committee members. The auditors' report shall be attached to each Balance Sheet.

(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.

18. A copy of the Balance Sheet together with every document required by law to be annexed thereto and also copies of the auditors' report and the report of the General Committee members shall be posted or sent to every member of the Club resident in Hong Kong and not on the list of Absent Members, at least 21 clear days before each Annual General Meeting.

19. If at any time the Club in General Meeting shall pass a resolution authorising the Committee to borrow money for the purposes of the Club, the Committee shall be empowered to raise such sums of money at any one time or from time to time at such rate of interest and in such form and manner and upon such security as shall be specified in such resolution, and thereupon the Committee shall, in manner provided by Article 22 hereof or in such other manner as circumstances may require or as the Committee shall think fit, make all such dispositions of the Club's property or any part thereof and enter into such arrangements in relation thereto as the Committee may deem proper for giving security for such loans and

interest. All Members of the Club, whether voting on such resolution or not, and all persons becoming Members of the Club after the passing of such resolution and all others who may by virtue of these Articles be entitled to the privileges and to the use of the property of the Club, shall be deemed to have assented to the same as if they have voted in favour of such resolution and shall be bound thereby.

20. The Treasurer shall receive all entrance and other fees, subscriptions, amounts due on bills and all other moneys coming to the Club. His receipt shall be the only valid discharge and he shall pay into a bank, to be named by the Committee, all moneys received by him.

21. All cheques shall be signed by the President or Vice-President and the Treasurer or Secretary.

22. The Secretary shall cause the Seal of the Club to be kept, and he shall affix the seal, with the authority of the Committee and in the presence of at least two members of the Committee, to all instruments requiring to be sealed, and all such instruments shall be signed by the two General Committee members present and by the Secretary.

23. (1) The General Committee shall cause minutes to be made in books provided for the purpose –

- (i) of all appointments of Officials made by the General Committee;
- (ii) of the names of the General Committee members present at each meeting of the General Committee and of any Sub-Committee of the General Committee;
- (iii) 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 General Committee member present at any meeting of the General Committee or committee of General Committee shall sign his name in a book to be kept for that purpose.

(2) The books of account shall be kept at the Office of the Club, or subject to the applicable statutory requirements of the Ordinance, at such other place or places as the General Committee think fit, and shall always be open to the inspection of the General Committee members.

(3) The General 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 General Committee members, and no member (not being a General Committee member) shall have any right of inspecting any account or book or document of the Club except as conferred by statute or authorized by the



General Committee or by the Club in general meeting.

(4) The General Committee shall from time to time in accordance with the applicable statutory 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 statutes.

### **MEMBERSHIP**

24. (1) The membership of the Club shall consist of:-
- (a) Ordinary Voting Members and
  - (b) Special Voting Members

(2) Those members who are Ordinary Voting Members of the Club on 26th March 1992 (the said date) shall continue to be Ordinary Voting Members. Such other Members as may be admitted from time to time to membership of the Club on or after the said date shall be admitted only as Ordinary Voting Members.

(3) Anyone who is a Lady Subscriber of the Club on the said date may apply to become an Ordinary Voting Member in the form herein prescribed provided always that in respect of such Lady Subscribers the Committee may from time to time reduce for any period of time the fees payable under Articles 26 and 27(1).

(4) Those Members who are Special Voting Members of the Club on the said date shall continue to be Special Voting Members.

(5) Subject to the nominating and vetting procedures hereinafter set out, an Ordinary Voting Member may, after the said date, be elected as a Special Voting Member with the approval of three-quarters of the votes cast at an Annual General Meeting subject to any criteria adopted by a General Meeting from time to time. An exception may be made where an Ordinary Voting Member does not meet the full criteria but has nevertheless made special contribution to the Club by way of voluntary service. The nominating and vetting procedures shall be promulgated by the Secretary from time to time. An Ordinary Voting Member upon being elected a Special Voting Member shall, subject to the provisions of these Articles and the By-laws, be such for life or until he ceases to be a Member.

(6) The total number of Special Voting Members shall be such a number as shall be approved by the Members at a General Meeting.

25. For all persons seeking membership of the Club admission shall be by ballot and the election shall be in the hands of the Committee, but the Committee shall have the right at any time before election to refuse or reject any application for membership without giving any reason therefor. A candidate who has reached the age of 18 years shall be eligible to apply for admission and shall be introduced to 2 members of the Committee before his application is posted. Candidates must be

proposed by one Special Voting Member and seconded by another, and application for admission must be made in writing signed by the candidate and by his proposer and seconder in the following or such other form as the Committee may substitute therefor-

The Committee of  
Craigengower Cricket Club

Date : \_\_\_\_\_

I desire to become a Member of the Craigengower Cricket Club and in the event of being elected I hereby agree to become a Member of the said Club and to be bound by the Articles of Association and By-laws of the Club and hereby authorise you to place my name on the Register of Members.

My full name is \_\_\_\_\_

Hong Kong Identity Card No. \_\_\_\_\_

Sex : Male/Female \_\_\_\_\_

My private address is \_\_\_\_\_

\_\_\_\_\_ Telephone no. \_\_\_\_\_

My business address is \_\_\_\_\_

\_\_\_\_\_ Telephone no. \_\_\_\_\_

My profession or occupation is \_\_\_\_\_

My date of birth is \_\_\_\_\_

MARITAL STATUS \_\_\_\_\_

Particulars of my family, (if any) \_\_\_\_\_

Name of spouse : \_\_\_\_\_

Spouse's date of birth : \_\_\_\_\_

Spouse's Hong Kong Identity Card No. \_\_\_\_\_

Name of child(ren) and date(s) of birth \_\_\_\_\_

\_\_\_\_\_ Signature : \_\_\_\_\_

We the undersigned are well acquainted with Mr./Mrs./Miss/Ms. \_\_\_\_\_ and believe him/her to be in every respect eligible to become a member of the Club.

We jointly and severally accept liability under Article 34 of the Club's Articles of Association.

Introducer	_____	_____
	Full Name	Signature
Proposer	_____	_____
	Full Name	Signature
Secunder	_____	_____
	Full Name	Signature

Introduced to the following Committee Members :-

_____	on	_____
(Name)		(Date)
_____	on	_____
(Name)		(Date)

26. All candidates shall pay in advance an entrance fee of such sum as the Committee may determine from time to time, which fee, after deducting all dues (if any) owing by him to the Club, shall be refunded to the candidate if he is not elected a Member.

27. (1) The subscription for a Member shall be such sum per month as the Committee may determine from time to time payable in advance on the first day of every month or on such other day as the Committee may decide.

(2) The name, address and profession or occupation of each candidate for admission as a Member, as well as the names of the Proposer, Secunder, and Introducer, shall be posted in the Club House for at least 14 days, after which he shall be balloted for by the Committee at their next meeting.

28. A ballot shall consist of not less than 7 votes given personally by General Committee members present and voting, and one black ball in three shall automatically exclude.

29. In the event of a ballot being void by reason of less than 7 General Committee members having balloted or on account of some other irregularity, notice shall be given forthwith to the Proposer and Secunder concerned, and such candidate shall be entitled to come up for ballot again at the next meeting of the Committee. If at such next meeting the ballot is again found to be void, the candidate shall be deemed not to have been elected.

30. A candidate proposed and not elected may not be proposed again until the expiration of 3 months, nor shall he make use of the Club House, property or grounds.

31. On the election of a Member the fact shall be notified to him in writing and a copy of the Articles and the By-laws of the Club with a bill for his first month's subscription shall be forwarded to him as soon as is conveniently possible.

32. In the event of the non-election of a candidate, notice in writing shall be sent to such candidate and his Proposer and Secunder as soon as is conveniently possible.

33. No newly elected Member shall participate in any of the activities or privileges of the Club or attend any of its meetings until he has paid his subscription and any other moneys due and payable to the Club.

34. In the event of a newly elected Member failing to pay such sums as may be due from him to the Club within one month of his election, the Committee may, unless such Member shall justify such delay to the satisfaction of the Committee, at its discretion, erase his name from the list of Members, and notice thereof shall be given to his Proposer and Secunder who shall be jointly and severally liable for all such sums due and payable to the Club.

35. Members changing their place of residence shall give due notice to the Secretary and shall furnish him with an address to which notices and letters may be sent. All notices and letters sent by post or otherwise to the last known address shall be considered as duly received by the Member.

36. A Member desiring to resign from the Membership of the Club shall inform the Secretary in writing to that effect.

37. (1) Subject to the matters hereinafter set out in this Article 37, the rights and privileges of a Member shall be personal to himself; they shall not be transferred by his own act or by the 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.

(2) Both the spouse and those children that are below the age of 21 years of a Member may use the Club's premises and the Club's facilities subject to such restrictions as may be imposed by the Committee from time to time. These privileges shall cease upon the death of the Member or upon his ceasing from any cause to be a Member under the provisions of these Articles.

(3) Upon the death of a Member, the spouse of that deceased Member may, within 12 months thereof, apply to the Club under this article to become a member of the Club in the place of the said deceased Member.

(4) On attaining the age of 21 years, a son or daughter of a Member may, within 90 days, of attaining such an age, apply to the Club under this article to become a member of the Club in addition to the said Member.

(5) For the purposes of any spouse, or child of a Member seeking

membership of the Club under this Article, membership shall be subject to the Articles of Association of the Club relating to all persons seeking membership of the Club and any such application shall be made in accordance with the said Articles. Provided always that in respect of the persons seeking membership under this Article, the Committee may from time to time reduce for any period of time the fees payable under Articles 26 and 27(1).

38. Any person who ceases to be a Member, shall, nevertheless, remain liable to pay to the Club all moneys which at the time of his ceasing to be a Member were due from him to the Club.

39. The Committee may, in its discretion and without requiring the usual rules to operate, with reasonable justification and upon its unanimous assent re-instate to membership any ex-member seeking re-admission.

### **LADY SUBSCRIBERS**

40. (1) Wives of Members who became Lady Subscribers before the said date may, if they so wish, continue to be Lady Subscribers. They shall enjoy such privileges as the Committee may from time to time determine through By-laws.

(2) All Lady Subscribers (other than those referred to in Article 40(1) above) who were admitted before the said date shall continue to be Lady Subscribers.

(3) Any Lady Subscriber referred to in this Article 40 may apply to become an Ordinary Voting Member in accordance with the provisions of Article 23(3).

(4) For the avoidance of doubt any Lady Subscriber who shall be admitted as an Ordinary Voting Member in accordance with these Articles shall forthwith cease to be a Lady Subscriber.

### **ABSENT MEMBERS**

41. (1) A Member leaving Hong Kong for more than six successive months at a time and having first informed the Secretary, in writing, of the date of his departure and the expected date of his return, may apply to have his name placed on the Absent Members' List, and shall not be liable to pay subscription during the period of his absence:

Provided always that -

(a) if such a Member leaves after the first 10 days or returns before the last 10 days of any month, he shall be liable to pay the subscription for that month;

and

- (b) if such a Member -
- (i) does not inform the Secretary, in writing, of his return to Hong Kong within 14 days of his arrival; or
  - (ii) does not resume his Membership as heretofore within 12 months of the date of his departure,

he shall be deemed to have resigned his Membership and shall only be re-admitted to Membership under Article 25.

(2) The spouse and children of an Absent Member shall not be entitled to the privileges set out in Article 37(2) hereof.

(3) A Member who absents himself from Hong Kong for six successive months or more without either complying with the provisions of paragraph (1) or without paying his monthly subscription in accordance with Article 27(1) shall also be deemed to have resigned his Membership and shall only be re-admitted to Membership under Article 25.

#### **EMIGRANT MEMBERS**

42. (1) A Member who satisfies the Committee that he has emigrated and will not be ordinarily resident in Hong Kong and wishes to maintain his association with the Club, may apply, in writing, to the Secretary to be placed on the Emigrant Members' List upon payment of a once and for all fee of such sum as the Committee may determine from time to time. If and when he returns to Hong Kong on a visit he shall, by paying throughout the period of his visit the prevailing monthly subscription in accordance with the provisions of Article 27(1), be entitled to all the rights and privileges of Membership appropriate to him, including the exercise of the right to vote applicable to him.

(2) The spouse and children of an Emigrant Member shall not be entitled to the privileges provided under Article 37(2) except and only for a period as the Member both is in Hong Kong on a visit and pays the prevailing monthly subscription in accordance with Article 42(1) above during the Member's visit.

#### **SENIOR MEMBERS**

43. When it is brought to the attention of the Committee that:-

- (a) A Member, who is a Member on the said date, has been a Member continuously for 30 years or more; or
- (b) A Member, who becomes a Member after the said date, has both been a

Member continuously for 30 years or more and also has attained the age of 60 years,

The Committee may, upon the agreement of two-thirds majority of its members present and voting on his eligibility, elect him to become a Senior Member and thereafter, notwithstanding any provision in these Articles to the contrary, he shall be entitled to all the rights and privileges of Membership appropriate to him, including the exercise of the right to vote applicable to him without paying the monthly subscription in accordance with Article 27(1).

### **CORPORATE NOMINEES**

44. (1) Corporate Nominee Members who were admitted on or before 20 February 1998 (“the said date”) shall continue to be Corporate Nominee Members. Other members of the same nominee class shall be admitted, after the said date, either as Corporate Nominee Members or as Associate Corporate Nominee Members.

(2) A company, firm or business may apply, in writing, to the Committee for a Corporate Nominee Membership or an Associate Corporate Nominee Membership, if accepted, shall pay such fee as may be determined by the Committee from time to time.

(3) Members of all categories of the Club may apply, as candidates for Corporate Nominee Membership or Associate Corporate Nominee Membership by first incorporating / forming oneself into one form of business entity or another, in writing to the Committee on first come first serve basis by paying such discounted entrance fee, complying with such necessary formalities as required and subjecting to the nominating and vetting procedures as may be determined by the Committee from time to time. Thereafter, the successful candidates must then resign from their former category of membership in writing pursuant to Article 36 without any compensation whatsoever but without prejudice to their obligations as described in Articles 26 and 38 up to the date of resignation.

(4) The holder of a Corporate Nominee Membership or an Associate Corporate Nominee Membership shall have the right in perpetuity to nominate 2 members or 1 member of its staff respectively at a time to use the facilities of the Club. However, the percentage composition of Corporate Nominee Membership and Associate Corporate Nominee Membership shall be decided by the Committee from time to time but the total combined number of such nominated members shall not exceed 200.

(5) Such nominees (which may be male or female), if approved by the Committee, shall be known as Corporate Nominees or Associate Corporate Nominees who, while remaining so nominated, shall be Ordinary Voting Members who may use the facilities of the Club without payment of an entrance fee.

(6) All the Articles of Association, By-laws and other regulations

of the Club, except the one relating to entrance fees, shall apply to Corporate Nominee Members and Associated Corporate Nominee Members.

(7) The entity and / or holder of a Corporate Nominee Membership or Associate Corporate Nominee Membership if by the following operation such as name change, merger, acquisition, take-over, amalgamation and cessation, or transfer of its holding, shares and equity, should in any material way, affect the Corporate / Associate Nominee Membership status, the entity and / or holder must first obtain prior written approval of the Committee for the same purpose and make payment to the Club of a transfer fee of 15% or such other percentage of a fee as the Committee may decide from time to time, of the latest fee for the sale and / or purchase of a Corporate Nominee Membership or an Associate Corporate Nominee Membership.

(8) In the event that the holder of a Corporate Nominee Membership or an Associate Corporate Nominee Membership does not nominate any member of its staff within 3 months of a nominee vacancy occurring then the entity and / or holder shall pay the normal Club dues in respect of the vacancy (other than entrance fee) as though it had made a nomination.

### **LIFE MEMBERS**

45. (a) On the recommendation and subject to the approval of the Committee a Special Voting Member may be elected a Life Member at any General Meeting of the Club.

(b) On being elected, the Life Member shall be exempted from paying the monthly subscription and shall be entitled to all the rights and privileges of Membership appropriate to him, including the exercise of the right to vote applicable to him.

(c) Any person who has been a Life Member of the unincorporated Craigenhower Cricket Club shall continue to be a Life Member of the Club.

### **PATRONS**

46. (1) The Committee may -
- (a) at any time invite the Chief Executive of the Hong Kong Special Administrative Region to be a Patron of the Club for the term of his office; and
  - (b) at the first meeting of the Committee, held after each and every Annual General Meeting, in its absolute discretion, invite any other persons to become Patrons of the Club during such Committee's term of office who, in the opinion of the Committee, are worthy of



such distinction by reason of their position or dignity, literary, artistic or scientific attainments or other suitable qualifications, or who have rendered signal service to the Club.

(2) Patrons shall, without payment of any fee whatsoever or subscription, be entitled to all the benefits and privileges of Membership except that they shall not be qualified to be Officers, or General Committee members or to vote upon any question at a Meeting of the Club, nor shall they have any voice in the management of the Club.

(3) Any person who has accepted the office of Patron may relinquish it, at any time, upon written notice being given to the Committee.

### **HONORARY MEMBERS**

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

### **VISITING MEMBERS**

48. Any visitor to Hong Kong may be admitted by the Committee to the privileges of the Club, on conditions that he shall have no voice in the management of the Club, on the proposal of a Special Voting Member, seconded by another, for a period not exceeding 3 months in any 12 months on a payment of such monthly subscription as the Committee may determine from time to time payable in advance. The Proposer and Secunder shall jointly and severally be responsible for all liabilities to the Club incurred by such Visiting Member.

49. The Committee may in their discretion at any time withdraw the privileges accorded to a Visiting Member.

### **VISITORS**

50. Visitors shall be permitted to enter the Club House in the company of a Member or a Lady Subscriber but this privilege shall not be enjoyed in case of any one visitor more than twice during any one month or more than 8 times in one year, and their names must be entered in the Visitors' Book provided for that purpose.

51. The foregoing Article relating to Visitors shall not apply to any person taking part in the theatricals, concerts, matches or other entertainments of the Club or

to any one invited to such entertainments by the Committee.

### **PENALTIES**

52. (1) Accounts of Members, Honorary Members, Visiting Members and Lady Subscribers shall be made up at the end of each month and dispatched to them on or before the 15th day of the ensuing month. On the 25th day of such month a list of unpaid accounts shall be available in the Secretary's office where they may be referred to during office hours or at such other time by special arrangement with the Secretary.

(2) Should any accounts remain unpaid at the end of the calendar month in which they are dispatched the name of any Member, Honorary Member, Visiting Member or Lady Subscriber whose account remains so unpaid shall, unless the Committee in its sole and absolute discretion thinks fit to order otherwise, be posted as a defaulter at such places in the Club House as the Committee may from time to time decide, and if at the expiration of seven days from the day on which his name is so posted the relevant account remains still unpaid he shall ipso facto cease to be a Member, Honorary Member, Visiting Member or Lady Subscriber as the case may be, unless the Committee in its sole and absolute discretion thinks fit to order otherwise.

53. No Member, Honorary Member, Visiting Member or Lady Subscriber of the Club shall participate in any of the advantages of the Club or receive any prize or vote upon any question (if so privileged) until all claims by the Club have been met.

54. The Committee may, at its discretion, re-instate any Member, Honorary Member, Visiting Member or Lady Subscriber dealt with under Article 52 hereof upon payment of all dues and on receipt of a written explanation of the cause of non-payment.

55. (1) Notwithstanding the provisions of Article 52, the Committee may, at any time it sees fit and upon such conditions as it may impose, exercise any one or more of the following powers -

- (a) Require a Member, Honorary Member, Visiting Member or Lady Subscriber to settle his indebtedness to the Club.
- (b) Require any of the persons mentioned in sub-para. (a) to make cash payments in respect of all his dues to the Club and all supplies obtained by him from the Club.
- (c) Require any of the persons mentioned in sub-para. (a) to make a cash deposit to cover his future indebtedness to the Club.

- (d) Limit the credit of any of the persons mentioned in sub-para. (a).
- (2) Any of the persons mentioned in para.(1)(a) who -
- (a) fails to comply with any written demand made by the Committee under the hand of the Secretary in exercise of the powers contained above within three days of its receipt; or
  - (b) within three days of its receipt, fails to arrive at some satisfactory arrangement with the Committee with regard to the written demand; or
  - (c) exceeds the amount of his deposit or the limit imposed on his credit; or
  - (d) fails to make cash payments as required of him; or
  - (e) commits a breach of any condition imposed under paragraph (1),

shall be disallowed the privileges to which that person is entitled according to its category of membership until the matter is rectified to the satisfaction of the Committee.

(3) If after thirty days of a written demand, or failure, or breach, as the case may be, any of the persons mentioned in para.(1)(a) is still in default he shall ipso facto cease to be a Member, Honorary Member, Visiting Member or Lady Subscriber as the case may be, of the Club.

56. (1) If any Member, Honorary Member, Visiting Member or Lady Subscriber shall refuse or neglect to comply with the provisions of the Articles and with the By-laws of the Club, or shall be guilty of any conduct unbecoming of a gentleman or a lady, as the case may be, or whose conduct is likely to be injurious to the Club, such Member, Honorary Member, Visiting Member or Lady Subscriber shall be liable to expulsion by a resolution passed by three-fourths of the Committee present and voting, provided that at least 3 weeks before the meeting at which such resolution is passed he or she shall have had notice thereof, and of the intended resolution for his or her expulsion, and that he or she shall, at such meeting and before the passing of such resolution, have had an opportunity of giving, orally or in writing, any explanation or defence he or she may think fit. A Member, Honorary Member, Visiting Member or Lady Subscriber expelled under this Article shall forfeit all rights to, and claim upon, the Club and its property.

(2) Within 7 days on passing of such resolution, the Committee shall

give a written notification to the person expelled of such resolution, who shall be entitled to give notice of appeal in writing to the Committee within 14 days of the service of such notification which shall be valid if it is sent by registered post to the last known address of the person expelled. Upon the person expelled giving a notice of appeal as aforesaid, the Committee shall within 14 days issue a notice of not less than 21 days convening an Extraordinary General Meeting of the Club to consider the appeal of the person expelled. The members at the Extraordinary General Meeting may confirm, revoke or otherwise vary such resolution of the Committee.

57. When a Member, Honorary Member, Visiting Member or Lady Subscriber resigns at the request of, or is expelled by, the Committee, the subscription for the current month shall be refunded.

58. The Committee may, after inquiry and notice given, suspend a Member, Honorary Member, Visiting Member or Lady Subscriber whose conduct is in question from the use of the Club House, the facilities of the Club and all privileges for a period not exceeding 3 months. Notwithstanding such suspension the person concerned shall continue to be liable for the monthly subscriptions and all sums due to the Club.

59. The Committee may in all cases reconsider its own determination upon being requested so to do in writing signed by any 3 General Committee members or any 20 Members.

60. If any Member, Honorary Member, Visiting Member or Lady Subscriber shall be imprisoned for any criminal offence, or shall be adjudged bankrupt, or shall make any composition or arrangement with creditors, under the provisions of any statute, or being engaged in any profession, shall, on account of misconduct, be prohibited by the governing body of such profession from continuing to practise under its regulations, he or she shall ipso facto cease to be a Member, Honorary Member, Visiting Member or Lady Subscriber, as the case may be, and shall forfeit all rights in, and claim upon the Club and its property but upon application being made by any such person to the Committee stating the cause of such imprisonment, adjudication in bankruptcy, making of any composition or arrangement or prohibition as aforesaid, as the case may be, such person may be re-admitted and restored to his or her former rights by the Committee.

61. A member of the Committee shall not act as such at any meeting at which his own conduct is in question, or at any meeting held to investigate any case in which he is complainant.

## **MEETINGS**

62. At all meetings of the Committee five members shall form a quorum and in the event of an equality of votes the Chairman shall have a casting vote.

63. On the written requisition of any three General Committee members the Secretary shall call a special meeting of the Committee.

64. The President or in his absence, the Vice-President, shall take the chair at all Meetings of the Committee, and in their absence the Committee may appoint one of their number to act as Chairman.

65. 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. An Annual General Meeting shall be held not later than the 30th day of April in every year for the purpose of receiving the Report of the Committee, of examining and passing the accounts of the previous year, of electing the Officers and General Committee members for the current year and of transacting general business.

66. The President shall be entitled to take the chair at every General Meeting of the Club, or if he shall not be present within fifteen minutes after the time appointed or has notified his intention not to be present then the Vice-President shall take the chair. Failing these two, the Members present shall choose a member of the Committee as Chairman, and if no member of such Committee be present or if all present decline to take the Chair, then the Members shall choose one of the Special Voting Members present to be Chairman.

67. Fifteen Members shall form a quorum at all General Meetings, and if within half an hour from the time appointed for such Meeting a quorum be not present, the Meeting if convened by Members' requisition shall be dissolved or if convened in any other case it shall be adjourned to the same day in the following week at the same time and place. If at such adjourned meeting, a quorum is not present, the business may be proceeded with, with such number of Members as may be present.

68. Subject to the provisions contained in Part 12 of the Ordinance all General Meetings shall be called either by circular sent by mail, or otherwise, and addressed to the Members at their last known address or through the medium of one English and one Chinese newspaper published locally giving twenty-one days' notice of the meeting. The circular or advertisement with a statement of the object of the meeting shall also be exhibited in a conspicuous place in the Club House for the same period. 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 such meeting. Any notice sent to a Member shall, if it is delivered in person, be deemed to have been served immediately; and, if sent by post, if properly addressed, prepaid and posted, the letter shall be deemed to have been served at the expiration of 48 hours after the letter containing the notice was posted by Ordinary Mail.

69. It shall be lawful for the Committee prior to the arrival of the time fixed for the meeting to cancel or postpone any meeting convened by the Committee, if in the opinion of the Committee, the notice convening the meeting is defective or if, in the interest of the Club, such meeting should be cancelled or postponed: Provided

always that this power shall not be exercised in the case of an Extraordinary General Meeting convened on the requisition of the Members whether pursuant to these Articles or sections 566, 568 and 569 of the Ordinance, or a General Meeting convened by the Court under section 570 of the Ordinance, or an Annual General Meeting which, if cancelled, cannot be reconvened within the period prescribed by Article 65.

70. The Committee may convene Extraordinary General Meetings of the Club specifying in the notice the objects or object for which the Meeting is called and no business other than that of which notice has been so given shall be brought forward at such Meeting.

71. (1) The Committee shall call an Extraordinary General Meeting under the conditions as stated in the immediately preceding Article upon the written requisition of any thirty Members or such requisition as provided by sections 566 to 568 of the Ordinance.

(2) As soon as reasonably practicable after receiving the requisition referred to in Article 71(1) the Secretary shall call a special meeting of the Committee; and this meeting shall be held within seven days of the receipt of the said requisition by the Club to consider the validity of the same.

(3) If the Committee determines that the said requisition is valid then it shall, as soon as reasonably practicable after the special meeting referred to in Article 71(2) send a notice to the Members calling an Extraordinary General Meeting to consider the said requisition, such a meeting to be held twenty-one days after deemed service of the said notice on the Members. A copy of the said requisition and notice shall also be posted at the Club House.

(4) In the event that the Committee has not sent out a notice calling the Extraordinary General Meeting as requested in the said requisition within twenty-one days of receiving the same then the requisitionists may themselves convene an Extraordinary General Meeting.

(5) Notwithstanding the foregoing provisions of this Article, if the General Committee members are required to call a General Meeting under section 566 of the Ordinance, they must call it in accordance with section 567 of the Ordinance. If the General Committee members do not call a General Meeting in accordance with section 567 of the Ordinance, the Members who requested the meeting, or any of them representing more than one half of the total voting rights of all of them, may themselves call a General Meeting in accordance with section 568 of the Ordinance.

72. No resolution put to an Extraordinary General Meeting shall be deemed to have been carried unless it is approved by a majority of at least three-fourths of the votes cast by Members present and voting.

73. The Chairman of any General Meeting may, with the consent of the

Meeting, adjourn any Meeting from time to time and from place to place. No business shall be transacted at any adjourned Meeting other than that left unfinished at the Meeting from which the adjournment took place.

74. Every question to be determined in any General Meeting shall be determined by a majority of votes and the Chairman has a casting vote.

75. A declaration by the Chairman at any General Meeting that a resolution has been carried thereat upon the show of hands shall be conclusive, and an entry to that effect in the Minute Book of the Club shall be sufficient evidence of that fact, unless immediately on such declaration a poll shall be demanded by not less than 5 Members present in person or by proxy having the right to vote at the meeting; or by 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; or by the Chairman of the meeting.

76. If a poll be demanded the same shall be taken at such time and place as the Chairman shall direct, and the result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded.

77. All resolutions passed at any General Meeting shall be binding on all Members, Honorary Members, Visiting Members and Lady Subscribers of the Club.

78. All matters not specially provided for by these Articles shall be left to the discretion of the Committee whose ruling shall be conclusive and final.

79. Subject to the Fifth Clause of Part A of the Articles, nothing in these Articles shall be altered or varied nor shall additions be made thereto, except by Special Resolution.

80. Any question as to interpretation of the foregoing Articles and the By-laws shall be left to the Committee whose decision on any point shall be final.

### **VOTES**

81. No Member shall be entitled to be present or to vote on any question at any General Meeting or upon a poll or to be reckoned in quorum whilst any sum shall be due and payable to the Club by such Member.

82. Subject to section 588 of the Ordinance, votes shall be given personally the Members present at a General Meeting or the proxies duly appointed by the Members who are entitled to vote and there shall be no voting by proxy except where a poll is demanded in accordance with Article 75.

83. Every Special Voting Member shall be entitled to fifty votes and every Ordinary Voting Member shall be entitled to one vote.



## INDEMNITY & INSURANCE

84. (1) A General Committee Member or former General Committee Member of the Club may be indemnified out of the Club's assets against any liability incurred by the General Committee Member to a person other than the Club in connection with any negligence, default, breach of duty or breach of trust in relation to the Club.

- (2) Paragraph (1) only applies if the indemnity does not cover—
  - (a) any liability of the General Committee Member to pay—
    - (i) a fine imposed in criminal proceedings; or
    - (ii) a sum payable by way of a penalty in respect of non-compliance with any requirement of a regulatory nature; or
  - (b) any liability incurred by the General Committee Member—
    - (i) in defending criminal proceedings in which the General Committee Member is convicted;
    - (ii) in defending civil proceedings brought by the Club in which judgment is given against the General Committee Member;
    - (iii) in defending civil proceedings brought on behalf of the Club by a member of the Club in which judgment is given against the General Committee Member; or
    - (iv) in connection with an application for relief under section 903 or 904 of the Ordinance in which the Court refuses to grant the General Committee Member relief.
- (3) A reference in paragraph (2) (b) to a conviction, judgment or refusal of relief is a reference to the final decision in the proceedings.
- (4) For the purposes of paragraph (3), a conviction, judgment or refusal of relief—
  - (a) if not appealed against, becomes final at the end of the period for bringing an appeal; or
  - (b) if appealed against, becomes final when the appeal, or any further appeal, is disposed of.
- (5) For the purposes of paragraph (4) (b), an appeal is disposed of if—
  - (a) it is determined, and the period for bringing any further appeal has ended; or
  - (b) it is abandoned or otherwise ceases to have effect.

85. The General Committee Members may decide to purchase and maintain insurance, at the expense of the Club, for a General Committee Member of the Club 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 for fraud) in relation to the Club; 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) in relation to the Club.