

**MEMORANDUM  
AND  
ARTICLES OF ASSOCIATION  
OF THE**

**Club de Recreio**

Incorporated the 13th day of November, 1911



Revised 6<sup>th</sup> November 2023  
Reprinted 1<sup>st</sup> November 2024

Printed by: Ying Wah Offset Printing Press Limited



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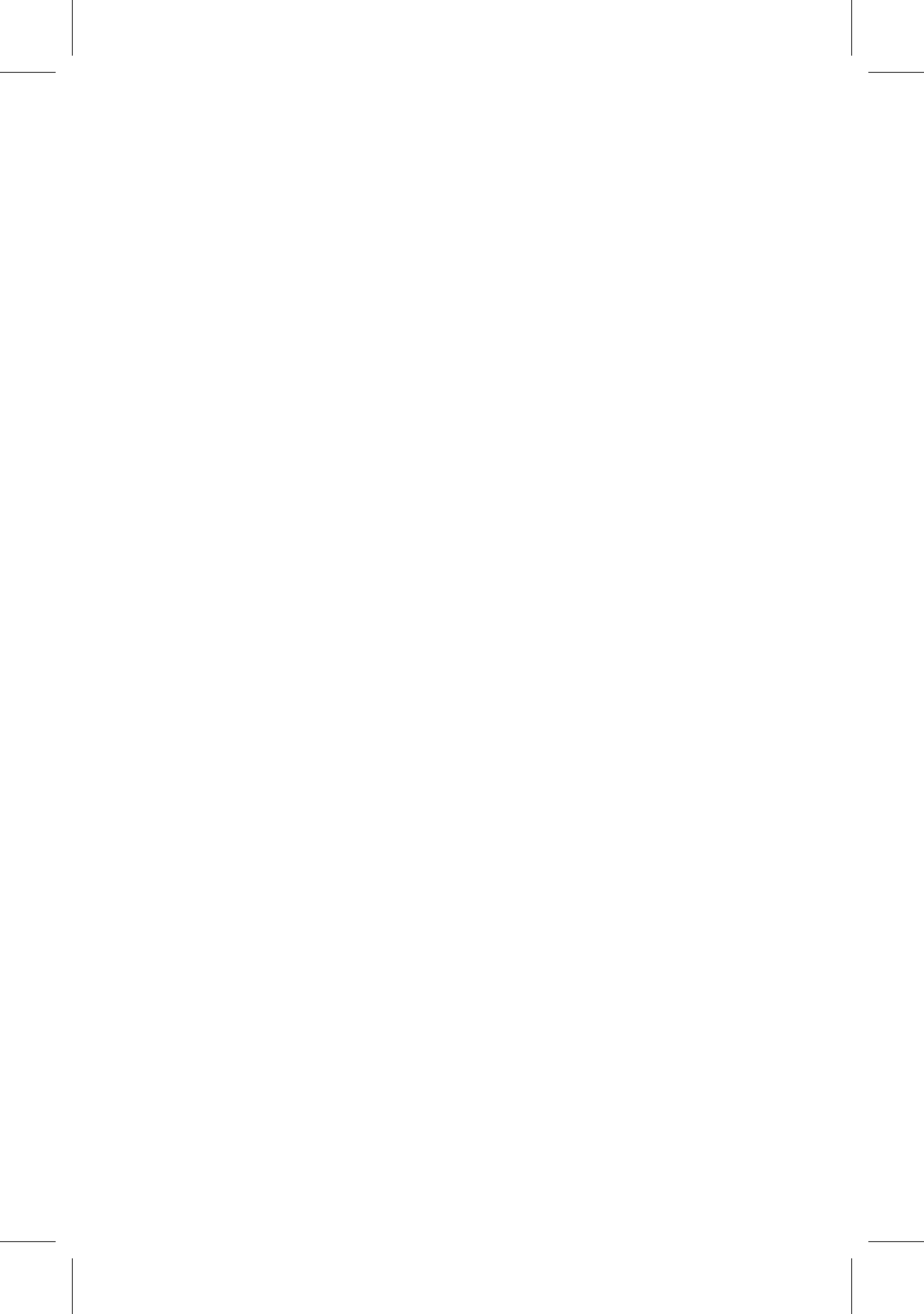
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**THE COMPANIES ORDINANCE**  
**(CHAPTER 622)**  
**SPECIAL RESOLUTION**  
**OF**

**Club de Recreio**

**Passed on the**  
**6<sup>th</sup> day of November 2023**

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At an Extraordinary General Committee of the Voting Members of the Club duly convened and held at 20 Gascoigne Road, King's Park, Kowloon on 6<sup>th</sup> November 2023 at 6:00pm., the following Special Resolution was duly passed :-

“That the new Memorandum and Articles of Association of the Club, a copy whereof has, for the purpose of identification, been signed by the President of the Club, be approved and adopted as the Memorandum and Articles of Association of the Club, in substitution for, and to the exclusion of, all existing Articles of Association of the Club”

Anthony Rupert Abraham,  
President

Dated this 6<sup>th</sup> day of November 2023.



# Club De Recreio

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(Under Section 25 of the Companies Ordinance 1865)

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Whereas it has been proved to me that the Club de Recreio which is about to be registered under the Companies Ordinance 1865 as an Association limited by guarantee, is formed for the purpose of promoting objects contemplated by the 25th Section of the Companies Ordinance 1865, 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 Frederick John Dealtry Lugard, Knight Grand Cross of the Most Distinguished Order of St Michael and St George, Companion of the Most Honourable Order of the Bath, Companion of the Distinguished Service Order, Governor and Commander-in-Chief of the Colony of Hongkong and its Dependencies and Vice-Admiral of the same, in pursuance of the 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 4th day of November 1911, do by this my Licence direct the Club de Recreio to be registered with limited liability without the addition of the word "Limited" to this name.

Given under my hand and the public Seal of the Colony at Victoria in the Colony of Hong Kong this 13th day of November 1911.

L.S.

F. J. D. Lugard

# Club de Recreio

## MEMORANDUM OF ASSOCIATION

- First:** - The name of the Company is the “Club de Recreio.”
- Second:** - The registered office of the Company will be situated in Hong Kong.
- Third:** - The objects for which the Club is established are:-
- (a) To take over the property, effects, benefits, and liabilities of the present unincorporated Club known as the Club de Recreio.
  - (b) To promote sports and pastimes and in particular social intercourse among its Members.
  - (c) To continue the upkeep of the existing Club house, to erect and provide Club house, pavilions, lavatories, kitchens, refreshment rooms, workshops, 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 furniture, implements, tools, utensils, plate, glass, linen, papers, periodicals, stationery, cards, games and other things required, of 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 same whether Members of the Club or not.
  - (e) To buy, prepare, make, supply, sell and deal in all kinds of apparatus used in connection with sports, and all kinds of provisions 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 common or property, real or personal, which may be requisite for purposes of, or conveniently used in connection with the objects of the Club and to sell, demise, give in exchange, or dispose of, the same, or any part thereof.
- (g) To hire and employ secretaries, clerks, managers, staff, workmen, and to pay to them, and to other persons in return for services rendered to the Club, salaries, wages, gratuities and pensions.
- (h) To promote and hold, either alone or jointly with any other association, club, or persons, sports 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.
- (i) To establish, promote, or assist in establishing, 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 the funds of this Club, except bona fide in furtherance of the objects of this Club.
- (j) To invest and deal with the moneys of the Club not immediately required upon such securities and in such manner as may from time to time be determined by the General Committee.
- (k) To do all such other lawful things as are incidental or conducive to the attainment of the above objects.

Provided that:-

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

**Fourth:** - (1) The income and property of the Club shall be applied solely towards the promotion of the objects of the Club as set out in this Memorandum of Association.

(2) Subject to sub-clause (3), none of the income or property of the Club may be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever, to any Member of the Club.

(3) The requirement under sub-clause (3) above does not prevent the payment by the Club:-

(a) of reasonable and proper remuneration to a Member of the Club for any goods or services supplied by him or her to the Club;

(b) of reimbursement to a Member of the Club for out-of-pocket expenses properly incurred by him or her for the Club;

(c) of interest on money lent by any Member of the Club to the Club at a reasonable and proper rate which must not exceed 2% per annum above the prime rate prescribed for the time being by The Hong-kong and Shanghai Banking Corporation Limited for Hong Kong dollar loans;

(d) of rent to a Member of the Club for premises let by him or her to the Club; Provided that the amount of the rent and other terms of the lease must be reasonable and proper; and such Member must withdraw from any meeting at which such proposal or the rent or other terms of the lease are under discussion; and

(e) of remuneration or other benefit in money or money's worth to a body corporate in which a Member of the Club is interested solely by virtue of being a member of that body corporate by holding not more than one-hundredth part of its capital or controlling not more than a one-hundredth part of its votes.

**Fifth:** - The liability of the Members is limited.

**Sixth:** - Every person who is a Member of the Club undertakes that if the Club is wound up while the person is a member of the Club, or within one year after the person ceases to be such a Member, the person will contribute an amount required of the person, not exceeding one hundred dollars to the Club's assets:

- (a) for the payment of the Club's debts and liabilities contracted before the person ceases to be such a Member;
- (b) for the payment of the costs, charges and expenses of winding up the Club; and
- (c) for the adjustment, among the contributories, of their rights.

**Seventh:** - If upon the winding up or dissolution of the Club there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Club, but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Club and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Club under or by virtue of Clause 4 hereof, 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 object.

**Eighth:** - The Club shall not form a subsidiary or hold a controlling interest in another body corporate, unless the formation of such a subsidiary or the holding of such a controlling interest has previously been approved by the Registrar of Companies in writing.

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

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*Names and Addresses.*

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1. A. M. Roza Pereira,  
Broker, Hongkong.
2. B. Basto,  
Noronha & Co., Hongkong.
3. V. Gonsalves,  
David Sassoon & Co., Ltd. Hongkong.
4. J. J. Remedios,  
International Banking Corp., Hongkong.
5. F. V. Vandenberg,  
Reiss & Co., Hongkong.
6. J. M. F. Basto,  
Cruz, Basto & Co., Hongkong.
7. C. A. da Roza,  
Lowe, Bingham & Matthews, Hongkong.

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Date the 4th day of November, 1911.

Witness to the above signatures,

F. X. D'ALMADA E CASTRO,  
*Solicitor;*  
*Hongkong.*

# THE COMPANIES ORDINANCE, CAP. 622

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## Company Limited by Shares

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### ARTICLES OF ASSOCIATION OF THE

# Club de Recreio

1. In these Articles, unless there is something in the subject or context inconsistent therewith:-
  - (a) “Ordinance” means the Companies Ordinance, Cap. 622 of the Laws of Hong Kong including the related subsidiary legislation;
  - (b) “The Club” means the Company registered as the Club de Recreio.
  - (c) “Member” means a Member of the Club and includes a Life Member, a Senior Member, a Full Member, an Associate Member, an Honorary Member, a Sporting Member and a Junior Sporting Member.
  - (d) “The General Committee” means the General Committee of the Club for the time being and a member of the General Committee shall be deemed to be a “director” of the Club for the purpose of the Ordinance.
  - (e) “The Secretary” means the Honorary Secretary or the Secretary of the Club for the time being.
  - (f) “The Treasurer” means the Honorary Treasurer or the Treasurer of the Club for the time being.
  - (g) “Annual Meeting or Annual General Meeting” means the Yearly General Meeting of the Members of the Club.
  - (h) “Extraordinary General Meeting” means a General Meeting of the Members of the Club especially summoned or convened under these Articles.

- (i) “General Meeting” means a General Meeting of the Members of the Club whether Annual or Extraordinary.
  - (j) “Special Resolution” means a Special Resolution of the Club passed in accordance with Section 564 of the Ordinance.
  - (k) “Extraordinary Resolution” means an Extraordinary Resolution of the Club passed in accordance with Section 564 of the Ordinance.
  - (l) “The Articles” means the Articles of Association of the Club.
  - (m) “The Bye-laws” means the bye-laws of the Club made by the General Committee pursuant to the Articles, for the time being in force.
  - (n) “The Seal” means the Seal of the Club.
  - (o) “The Office” means the registered office of the Club for the time being.
  - (p) “In Writing” means hand written, type-written, litho-graphed or printed.
  - (q) Words importing the Singular number include the Plural number, and words importing the Plural number include the Singular, and words importing the Masculine gender include the Feminine gender.
  - (r) “Rules” means the Articles and Bye-laws of the Club.
2. For the purposes of registration the membership of the Club is declared to be unlimited but the General Committee may when they think fit restrict the number of Members.
  3. The Club is established for the objects expressed in the Memorandum of Association.

## **Officers of the Club**

4. The Officers of the Club shall be the President, Honorary Secretary and Honorary Treasurer. Life Members, Senior Members and Full Members are eligible to hold such offices. Provided that instead of an Honorary Treasurer a firm of Accountants in Hong Kong SAR may be appointed annually at an Annual General Meeting to act as Treasurers of the Club. In the event of such appointment, any representative of such firm who is deputed by the firm to attend a meeting or meetings of the General Committee at such meeting or meetings. In the event of it being deemed expedient to employ a paid secretary, such secretary shall not be deemed to be an Officer or Member of the Club.

## **The General Committee**

5. (a) The General Committee shall consist of the Officers of the Club and six other Members, who must be a Life Member, a Senior Member or a Full Member, to be elected by all Members by ballot at the Annual General Meeting. Provided that if one nomination each is received for the offices of President, Secretary and Treasurer respectively and not more than six nominations are received as candidates for the remaining members of the General Committee the Life Members, Senior Members and Full Members so nominated shall be deemed to be duly elected. Any vacancy in the General Committee occurring during the year shall, if considered necessary by the General Committee, be filled by the General Committee from time to time.
- (b) Nominations for election of the Officers and of the members of the General Committee shall:-
  - (i) be submitted in writing to the Secretary by the Proposer who must be a Life Member, a Senior Member or a Full Member at least five clear days prior to the holding of the Annual General Meeting; and
  - (ii) be signed by the Proposer and Seconder, who in turn must also be a Life Member, a Senior Member or a Full Member and include a statement, over the signature of the proposed candidate, of his or her willingness to accept office if elected; and

- (iii) also state whether the proposed candidate is standing for election as President, Honorary Secretary, Honorary Treasurer or as a member of the General Committee; and
    - (iv) if not in full compliance with the aforesaid provisions, renders a proposed candidate ineligible for election.
  - (c) Upon receipt of the aforesaid nominations, the Secretary shall so soon thereafter as shall be convenient cause them, or copies thereof, to be posted on the Club's notice board.
  - (d) If no nominations are received, or if the nominations received within the time prescribed in Article (5)(b)(i) are insufficient to fill the minimum number of nine including the Officers of the Club, the retiring Officers and members of the General Committee shall be deemed to have been nominated unless they have expressly declared in writing that they would not accept the nominations. If such Officers or members of the General Committee decline to accept nominations for the ensuing year, the meeting shall stand adjourned for two weeks for further nominations to be submitted in accordance with Article (5)(b) to fill the vacancies. If at the adjourned meeting any vacancy still remains, such vacating members named by the Chairman at the meeting whose vacancies have not been filled, shall be deemed to have been re-elected at the adjourned meeting notwithstanding the provisions of Article (5)(b).
  - (e) A candidate standing for nomination either as President, Honorary Secretary or Honorary Treasurer may, if not elected into such office, be eligible for election as a member of the General Committee.
6. (a) The members of the General Committee 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).
- (b) If an Annual General Meeting is not held on or before the 31st day of December in any calendar year, the members of the General Committee shall not retire on that date but shall continue in office. The members of the General Committee shall retire at the deferred Annual General Meeting or at the Annual General Meeting of the succeeding calendar year, whichever is the earlier.



- (c) At the deferred Annual General Meeting at which members of the General Committee retire as aforesaid, the Members shall elect, in accordance with provisions of Article (5), a new General Committee and members of the General Committee so retiring shall, subject to the said provisions, be eligible for election.
  - (d) Members of the General Committee so elected shall retire at the Annual General Meeting next after their election in the same calendar year, but they shall be eligible for re-election in accordance with provisions of Article (5).
  - (e) The provisions of Article (5) with respect to nominations for election into the General Committee shall also apply to a deferred Annual General Meeting.
7. An Officer of the Club or a member of the General Committee may be removed from office, before the expiration of their period of office, by an Ordinary Resolution of Life Members, Senior Members or Full Members, notwithstanding anything in the Articles.
8. Notwithstanding anything in the Articles to the contrary:-
- (a) Any Officer of the Club or other member of the General Committee shall be entitled to resign on giving to the General Committee notice in writing in that behalf.
  - (b) Subject as hereinafter provided, in the event of the number of the General Committee falling below six, the continuing members shall have power to continue to act only for the purposes of filling any casual vacancy, receiving resignations and of convening any General Meeting of the Club.
  - (c) In the event of three or more members of the General Committee resigning within any period of seven days, the remaining members of the General Committee shall as soon as possible convene an Extraordinary General Meeting of the Club to elect new members in the place of those resigning.
  - (d) In the event of one half, or more, of the General Committee resigning within any period of seven days, the remaining member or members of the General Committee shall as soon as possible convene an Extraordinary General Meeting of the Club for the purpose of electing a new Committee and the remaining member or members shall automatically be deemed to have resigned immediately prior to the commencement of such Extraordinary General Meeting.

- (e) If all the members of the General Committee resign within any period of seven days, the President or failing him one of the other Officers of the Club shall as soon as possible convene an Extraordinary General Meeting of the Club for the purpose of electing a new General Committee. In such case, the resignations shall not take effect until immediately prior to the commencement of the next Extraordinary General Meeting.
- (f) Any Officer of the Club or other member of the General Committee who has resigned shall be eligible for re-election.
- (g) Any election made pursuant to this Article shall be conducted so far as possible in the same manner as an election at an Annual General Meeting as provided in Articles (4) and (5) hereof.
- (h) All acts done by the General Committee or any Sub-Committee appointed under Article (13) hereof shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such General Committee or Sub-Committee, be as valid as if every such person had been duly appointed and was qualified to be a member of the General Committee or Sub-Committee.

## **Management**

- 9. The management of the affairs of the Club shall be vested in the General Committee.
- 10. At all meetings of the General Committee five members shall form a quorum and the chairman shall have a second or casting vote.
- 11. On the written requisition of any three members of the General Committee the Secretary shall convene a special meeting of the General Committee.
- 12. The President or in his absence such member of the General Committee as may be appointed shall take the chair at all meetings of the General Committee, failing which any member of the General Committee may officiate.

## **Sub-Committees**

13. The General Committee may appoint Sub-Committees for such purposes as may be deemed advisable. Any such Sub-Committees shall consist of at least one Member of the General Committee.
14. The Officers of the Club shall be ex-officio members of all Sub-Committees.
15. Any Sub-Committee so formed shall conform to any regulations that may from time to time be imposed upon it by the General Committee.
16. Subject to the approval of the General Committee, or its review, the decisions of any such Sub-Committee shall be final on all matters coming within their province.

## **Powers of the General Committee**

17. The General Committee shall have the following powers:-
  - (a) To appoint and remove all staff of the Club and to fix the amount of their remuneration; and
  - (b) To purchase all necessary gear, furniture, refreshments, food and the like and to incur other expenditures for the requirements of the Club; and
  - (c) In the event of the Club not being able to field a full side for the Club team participating in any Hong Kong league competition of any sport or sports owing to there being insufficient persons able or willing to represent the Club regularly in such league competition, the General Committee shall have power in its sole and absolute discretion to invite any number of non-members of the Club to represent the Club as guest players in any such league competition but the invitation of any such non-member for such purpose shall not make them a Member of the Club nor shall it confer upon them any right to make use of the facilities of the Club except insofar as such facilities are required to be used for the purpose of or in relation to that particular sport for which they have been invited to represent the Club. The General Committee shall further be empowered to make all such Bye-laws and to impose all such conditions as they think fit with respect to such invitations and their termination and also to the control, management and conduct of such invitees whilst they are representing the Club as aforesaid.

18. The General Committee shall exercise and do all such things as may be exercised or done by the Club save such as are by the 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 the Articles, to the provisions of the Companies Ordinance Cap. 622 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 General Committee which would have been valid if such regulation had not been made.
19. The General Committee shall have power from time to time to make, alter and repeal all such Bye-laws as they may deem necessary or convenient for the proper conduct or management of the Club, and in particular but not exclusively to regulate:-
- (a) The times of opening and closing of any Club house or other premises belonging to the Club or any part thereof.
  - (b) The charges to be paid by Members and all persons whether Members or not for participation in any sport, game or function and for the benefit of any of the privileges and amenities of the Club and for the use by or supply to Members of any of the property or gear of the Club.
  - (c) The admission of visitors to the premises and benefits of the Club.
  - (d) The rules to be observed and stakes to be played for by Members and Visitors playing any game on the Club premises.
  - (e) The prohibition of particular games or sports on the Club premises entirely or at any particular time or times.
  - (f) The conduct of Members and Visitors of the Club in relation to one another and to the Club staff.
  - (g) The setting aside of any part or parts of the Club premises at any particular time or times for any particular purpose.

- (h) The imposition of fines for the breach of any Bye-law or any Article of Association of the Club.
  - (i) The procedure at General Meetings and Meetings of the General Committee of the Club.
  - (j) The election and expulsion of Members.
  - (k) Car parking facilities.
  - (l) The hiring of the Club's premises or such part or parts thereof to Members for wedding parties, private receptions and dinners and the like.
  - (m) Generally all such matters as are commonly the subject matter of Club rules.
20. The General Committee shall adopt such means as they deem sufficient to bring to the notice of Members or Visitors all such Bye-laws, amendments and repeals. All such Bye-laws, so long as they shall be in force, shall be binding upon all Members and Visitors of the Club.
21. Provided that no Bye-law shall be inconsistent with or shall affect or repeal anything contained in the Memorandum of Association of the Club or in the Articles and that any Bye-law may be set aside by a special resolution at a General Meeting of the Club.

## **Seal**

22. The Secretary shall cause the Seal to be kept and shall affix the Seal with the authority of the General Committee and in the presence of any two members of the General Committee to all instruments requiring to be sealed and all such instruments shall be signed by the two members of the General Committee in whose presence the Seal shall have been affixed and shall be countersigned by the Secretary.

## Accounts

23. Every cheque shall be signed by the President or the Treasurer or the Secretary and one member of the General Committee.
24. The General Committee shall cause true accounts to be kept of the moneys received and expended, and of the assets, credits and liabilities of the Club.
25. The accounts shall be made up to and closed on the thirty-first day of March in each year and a balance sheet containing a summary of the assets and liabilities of the Club shall be prepared by the Treasurer audited by an Accountant and shall be signed by the President, the Treasurer and by at least two members of the General Committee and the Auditor's report shall be attached to such Balance Sheet.
26. Fourteen clear days at least before each Annual General Meeting a copy of the Balance Sheet together with the Auditor's report shall be posted or sent to every Member of the Club present in Hong Kong.
27. If at any time the Club in General Meeting shall pass a resolution authorising the General Committee to borrow money, the General Committee shall thereupon be empowered to borrow for the purposes of the Club such amount of money either at one time or from time to time and 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 General Committee shall, in manner provided by Article (22) hereof, or in such other manner as circumstances may require or as the General Committee shall think fit, make all such dispositions of the Club property or any part thereof and enter into such agreements in relation thereto as the General 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, 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 Articles and the Memorandum of Association of the Club and to any Bye-law made by the General Committee as hereinafter provided for the time being in force all Members shall be entitled at all times to use in common all the premises and property of the Club and to be supplied at such charges as the General Committee shall from time to time determine with such meals, refreshments, liquors and things as are provided by the Club for the use of its Members and Honorary Members.

## **Membership**

29. (a) The members of the Club shall consist of Life Members, Senior Members, Full Members, Associate Members, Sporting Members, Junior Sporting Members and Honorary Members. The number of members shall be 2000 or such greater number as the General Committee shall from time to time determine.
- (b) Associate Member can choose to join as Single Associate Members or Family Associate Members. Family Associate Members include spouse and any children under and until the age of eighteen.
- (c) Spouse of the Associate Member will enjoy the same privileges of Associate Members.
- (d) Children of Family Associate Member will have the right to use the Club facilities and premises, other than the Bars, Card Rooms and shall be subject to Rules as may be prescribed by the General Committee from time to time.
30. (a) All persons who shall on the 28th September, 1976 be on the list of Life Members and Absent Members of the Club and who shall not within two months from such date give notice in writing to the Secretary of their desire to continue as members of the Club shall be considered as having resigned from membership.

(b) Life Members, Senior Members, Full Members and Associate Members shall have the right to receive notice of all General and other meetings of the Club and to attend the same and to vote and propose resolutions and move amendments thereat and subject to the provisions of the Articles generally to participate in the management of the affairs of the Club. Sporting Members and Junior Sporting Members shall have no right to receive notice, nor to attend or vote at or propose any resolution or move any amendment at the Annual General Meeting or any Extraordinary General Meeting or other meetings of the Club nor shall they be entitled in any way to participate in or have any voice in the affairs of the Club or the management thereof and shall not propose or second candidates for admission as Associate Members, Sporting Members and Junior Sporting Members. Provided always that when and so often as in the opinion of the General Committee it is desirable, the General Committee shall have power to co-opt any Associate Member to serve in any Sub-Committee appointed by the General Committee pursuant to Article (13).

### **Election of Associate Members**

31. Admission of Associate Members to the Club shall be by ballot and the election shall be in the hands of a Balloting Committee. Any person shall be eligible for election provided he or she has attained the age of eighteen years and provided that the General Committee shall have the right at any time before election to refuse or reject any application for such membership without giving any reason therefore. Candidates must be proposed by one Life Member, Senior Member or Full Member and seconded by another Life Member, Senior Member or Full Member, and application for admission must be made in writing signed by the candidate and by his proposer and seconder and addressed to the Secretary and shall be in the form prescribed by the General Committee.

### **Election of Full Members**

32. The General Committee shall have power by two-thirds majority vote of those present at a meeting to elect in each calendar year not more than twenty Associate Members with more than two years' continuous membership in the Club as Full Members. If elected, Full Members can either be Single Full Members or Family Full Members, including any children under and until the age of eighteen years.



33. The total number of Life Members, Senior Members and Full Members shall not exceed 200 at any given time.
34. The name, address and occupation of each candidate for admission as Associate Member as well as the name of the Proposer and Seconder shall be placed in the lobby of the Club House for at least one week prior to the day of ballot, and shall also be entered in a book kept for that purpose. In the case of applications by candidates as Members, such candidates may make use of the Club House or grounds or other privileges of the Club during the time the candidates' name is exhibited as aforesaid and until the result of the ballot is announced. The Proposer and Seconder of any candidate shall be jointly and severally liable for all sums due from such candidate to the Club prior and up to three months after the date of his or her election. The Ballot shall be open between 1000 hours and 1900 hours for seven days, excluding Mondays, immediately following the interview of the candidates by the Balloting Committee.
35. Except with the consent of the General Committee, the name of every candidate for admission as an Associate Member shall be placed on a waiting list. The General Committee shall from time to time determine the respective number of names that shall be permitted on the waiting list and when the permitted number of names has been reached no further names shall be placed on the list until the General Committee re-open such a list. Whenever there shall be a vacancy for admission as an Associate Member the name of the candidate on the waiting list shall be removed and they shall be balloted for in accordance with the Articles following.

### **Balloting Committee**

36. The Balloting Committee shall comprise members of the General Committee for the time being and of six other Life Members, Senior Members or Full Members of the Club to be elected by the Members at the Annual General Meeting provided that vacancies occurring from time to time may be filled by the General Committee. If required by the General Committee, all candidates for membership accompanied by their proposer or seconder shall prior to election meet a simple majority of the members of the Balloting Committee at such time and in such place as shall be determined by the General Committee from time to time.

37. Two members of the Balloting Committee, of whom one shall be a member of the General Committee, shall open the Ballot Box, and the result of the Ballot shall be recorded in a book kept for that purpose. One adverse vote in three shall exclude, and not less than ten votes shall constitute a Ballot. In the event of a Ballot being void by reason of less than ten votes being recorded within the period during which the Ballot shall be open, the General Committee may direct that Ballot shall remain open for a further period of seven days immediately following the original period of the Ballot. Should ten members of the Balloting Committee not have recorded their votes within the extended period the Candidate shall be deemed not to have been elected and to come within the operation of Article 41 hereof.
38. Members of the Balloting Committee shall not be allowed to ballot by proxy.
39. On the election of an Associate Member the fact shall be notified to them in writing and a copy of the Memorandum & Articles of Association and of the Bye-laws of the Club, with a receipt for the Entrance Fee and three months advance subscription, shall be forwarded to them.
40. If at any time after the election of a candidate, a majority of the Balloting Committee, of whom ten shall form a quorum, shall be of opinion that they have been elected under any misrepresentation or if any material information as to their character has been withheld they shall, after inquiry and notice to the person so elected, have power to delete their name from the list of Members and they shall thereupon cease to be a Member.
41. No candidate, proposed and not elected, shall be proposed again until the expiry of six months, nor shall they make use of the Club House until duly elected.
42. Notice shall be given in writing to the Proposer and Seconder of any candidate who has failed to gain admission to the Club.
43. The number of black balls shall not be disclosed.

44. On application, each candidate shall have the choice of joining as a Single Associate Member or a Family Associate Member. A Family Associate Member will include the spouse and any children under the age of eighteen years. The candidate is required to pay Entrance Fees as determined by the General Committee from time to time for the category he/she has chosen. Entrance fees are exempted for spouses and children under the family category.
45. On application, each candidate is required to pay monthly subscriptions and other charges on the first day of each month as determined by the General Committee.
46. The General Committee shall have power by a two-thirds majority vote of those present and voting at any committee meeting for which notice of the intention to do so has been given, to vary or alter the entrance fees and monthly subscriptions which shall become effective at such time as the General Committee may determine.
47. Due notice of change of address shall be given in writing to the Secretary and all notices, circulars and letters sent by post addressed to any Member at their last known registered address shall be deemed to have been properly sent to and received by such Member.
48. The subscription of any Member admitted on or before the 15th of the month is payable from the commencement of that month.

## **Accounts of Members**

49. Accounts of Members shall be made up at the end of each month and despatched to Members on or before the 5th of the ensuing month and on the 10th of such month a List of Accounts Unpaid shall be hung up in the Secretary's office where they may be referred to and paid. Should any accounts remain unpaid on the 25th of the month in which they are despatched the name of any Member whose account remains so unpaid shall be posted on the notice board at the entrance to the Club building, in the Members Bar and in the Ladies Room as a defaulter and if at the expiration of last day of the month on which their name is so posted, their account still being unpaid, they shall ipso facto cease to be a Member unless the General Committee in their sole and absolute discretion think fit to order otherwise.

50. (a) Notwithstanding the provisions of Article 49 the General Committee may, at any time as they see fit and upon such conditions as they may impose, exercise any one or more of the following powers:-
- (i) Require a Member to settle their indebtedness to the Club.
  - (ii) Require a Member to make a cash deposit to cover their future indebtedness to the Club.
  - (iii) Require a Member to make cash payments in respect of all their dues to the Club and all supplies obtained by them from the Club.
  - (iv) Limit the credit of a Member.
- (b) Any Member who:-
- (i) fails to comply with any written demand made by the General Committee under the hand of the Treasurer in exercise of the powers contained above within three days of its receipt; or
  - (ii) within three days of its receipt, fails to arrive at some satisfactory arrangement with the General Committee with regard to the written demand; or
  - (iii) exceeds the amount of their deposit or the limit imposed on their credit; or
  - (iv) fails to make cash payments as required of them; or
  - (v) commits a breach of any conditions imposed under sub-paragraph (a) hereof, shall be disallowed the privileges of a Member until the matter is rectified to the satisfaction of the General Committee.
- (c) If after thirty days of the date of a written demand, or failure, or breach, as the case may be, a Member is still in default, they shall ipso facto cease to be a Member of the Club.

51. The General Committee may, at any time as they see fit, have the account of any Member made up and call upon them to forthwith pay it and if they shall fail to comply therewith, they shall not be entitled to the privileges of the Club and no supplies shall be furnished to them, and the Club staff shall be instructed accordingly.
52. Any Member who shall fail to pay any money due from them to the Club at the time prescribed either by these Articles or by the Bye-laws of the Club for the time being in force, shall, ipso facto, cease to be a Member but the General Committee may in their discretion, for good cause shown, re-instate such Member.
53. Upon such re-instatement the General Committee may in their absolute discretion call upon such Member to deposit from time to time with the Treasurer or his nominee such sum of money as the General Committee shall think fit, credit being allowed to such Member for the amount of the said deposit only and no more.
54. No Member shall participate in any of the advantages of the Club or vote upon any question until they shall have paid their dues and any other claim the Club may have against them.
55. Defaulters whether they are still Members of the Club or not, who have not liquidated their accounts with the Club shall not be brought to the Club nor make use of the Club except for settling their outstanding dues.
56. Any Member may resign by giving notice in writing to the Secretary. A member resigning shall be liable for their subscription for the month in which they resigned and all dues outstanding from them to the Club.
57. The rights and privileges of a Member shall be personal to himself or herself, they shall not be transferable by his or her own act or by operation of law, and shall cease upon his or her death, or upon his or her ceasing from any cause to be a Member under the provisions of the Articles.
58. Any person who shall for any reason whatsoever cease to be a Member shall nevertheless remain liable for and shall pay to the Club all moneys which at the time of his or her ceasing to be a Member shall be due from him or her to the Club.

## **Honorary Members**

59. The General Committee shall have power by two-thirds majority of those present and voting at a meeting for which notice of intention to do so has been given to invite any person(s) to become Honorary Members of the Club, who are, in the opinion of the General Committee, worthy of such distinction by reason of their position or dignity, literary, artistic or scientific attainments, or other suitable qualifications, or who have rendered singular services to the Club. All persons so invited shall be accorded the use of the Club House and all the privileges of Members. They shall pay no subscription and shall have no voice in the management of the affairs of the Club.

## **Life Members**

60. The General Committee in meeting may by a two-thirds majority of those present and voting for which notice of the intention to do so has been given, may elect any Senior Member who has reached the age of seventy (70) years, and has rendered singular service to the Club as a Life Member, and they shall upon such election cease to be liable to payment of any future subscriptions. If elected, Life Members can either be Single Life Members, or Family Life Members, including the spouse and any children under and until the age of eighteen years.

## **Visitors & Guests**

61. Non-members, other than those governed by Articles 41 and 55 hereof, shall be permitted to enter the Club house in the company of a Member but this privilege shall not be exercised in the case of any one visitor more often than twice during any one month or eight times in one year, and their names must be entered in the Visitors Book provided for that purpose.
62. The preceding Article relating to Visitors and Guests shall not apply to gentlemen or ladies taking part in theatricals, concerts, sports, matches, official social functions or other entertainments of the Club, or who may be invited to such official functions or entertainments by the General Committee nor to guests of Members who have hired the Club's premises for holding a party or function.

## General Meetings

63. There shall be an Annual General Meeting of the Members of the Club, composed of not less than twenty Members, for the purpose of electing the General and Balloting Committee and Auditors for the ensuing year and a Report and Statement of Accounts of the Club shall be laid before such Meeting by the out-going General Committee. Any matter relating to the constitution and management of the Club may also be discussed at such Meeting. The Annual General Meeting should be held not later than 31st December each year.
64. The President of the Club shall be entitled to take the chair at every General Meeting of the Club, or if he or she be absent or if at any General Meeting he or she shall not be present within fifteen minutes after the time appointed for holding such Meeting or if he or she shall have previously notified the Secretary of his or her inability to be present, the Life Members, Senior Members or Full Members present shall choose another Member of the General Committee as Chairman, and if no Member of the General Committee be present, or if all the Members of the General Committee present decline to take the chair, then the Life Members, Senior Members or Full Members of the Club shall choose one of their number to be the Chairman of that Meeting.
65. At all General Meetings, other than a meeting convened under Article 66 hereof, twenty Members personally present shall constitute a quorum.
66. The General Committee may, if it thinks fit, call a general meeting. If the General Committee is required to call a general meeting under section 566 of the Ordinance, it must call it in accordance with section 567 of the Ordinance. But if the General Committee does not call a general meeting in accordance with section 567 of the Ordinance, the Members who requested the meeting, or any of them representing more than one half of the total voting rights of all of them, may themselves call a general meeting in accordance with section 568 of the Ordinance.
67. Any requisition made by the Members must state the object of the meeting proposed to be called, and must be signed by the requisitionists and deposited at the Secretary's office.

68. It shall be lawful for the General Committee prior to the arrival of the time fixed for the meeting to cancel or postpone any General Meeting convened by the General Committee, if in the opinion of the General Committee, the notice convening the General Meeting is defective or if, in the interest of the Club, such General 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 Members or an Annual General Meeting which, if cancelled, cannot be reconvened to be held within the period prescribed by Article 63 hereof.
69. If within half an hour from 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 in the next week at the same time and place. If at such an adjourned Meeting a quorum is not present, the business may proceed with such number of Members as may be present.
70. Every question to be determined in and every notice submitted to a General Meeting shall be determined by a majority of votes, with Life, Senior and Full Members having ten (10) votes each and Associate Members having five (5) votes each and the Chairman one (1) casting vote.
71. A declaration by the Chairman at any General Meeting that a resolution has been carried thereat upon a 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:
- (a) the Chairman of the meeting;
  - (b) at least 2 Members present and entitled to vote; or
  - (c) any Member or Members present and representing at least 5% of the total voting rights of all the Members having the right to vote at the meeting.
72. If a poll be demanded the same shall be taken at such time and place, and either by open voting or by ballot 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.
73. The demand for a poll shall not prevent the continuance of a Meeting for the transaction of any business other than the question on which a poll has been demanded.



74. The Chairman of any General Meeting may, with the consent of the Meeting, adjourn any Meeting from time to time and at any adjourned Meeting no business shall be transacted other than the business left unfinished at the meeting from which the adjournment took place.
75. Every special resolution passed at a General Meeting must be carried by a majority of not less than three-fourths of the Members present and entitled to vote.
76. All resolutions passed at any General Meeting of the Club shall be binding on all Life Members, Senior Members, Full Members, Associate Members, Honorary Members, Sporting and Junior Sporting Members of the Club.

### **Alteration of Articles**

77. 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.

### **Winding up**

78. If at any time the number of Life, Senior and Full Members falls below one hundred, the General Committee shall summon an Extraordinary General Meeting and such meeting may by Special Resolution declare that the Club ought to be wound up, and it shall be wound up accordingly.

### **Votes of Members**

79. 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 a quorum whilst any sum shall be due to the Club by such a Member.
80. (a) Every Member shall be entitled to appoint another Member or the Chairman, as a proxy to attend, speak and vote at any General Meeting
- (b) No Member or the Chairman may hold more than 3 proxies at any General Meeting

- (c) A proxy may only be validly appointed by a proxy notice, that is, a notice in writing that :
- (i) states the name and membership number of the Member appointing the proxy (donor);
  - (ii) states the name and membership number of the Member appointed to be the donor's proxy (if the donor is not appointing the Chairman for that purpose);
  - (iii) states the General Meeting in relation to which the proxy is appointed;
  - (iv) is signed by the donor and is accompanied by a copy of the donor's membership card; and
  - (v) is delivered to the Hon. Secretary not less than 48 hours before the time appointed for holding the General Meeting.

## **Discipline**

81. Any infraction of the Articles or Bye-laws shall be taken immediate cognizance of by the General Committee.
82. If any Member violates the Articles or Bye-laws, or if his or her conduct in or out of the Club House shall in the opinion of the General Committee, or of any fifteen Members of the Club (who shall certify the same in writing to the General Committee), be injurious of the character or interests of the Club or be derogatory to such Member's station in society the General Committee shall, after inquiry and notice given, be empowered (if five of their number present agree on that course) to recommend such Member to resign. If such Member so recommended shall not resign within fourteen days from the date of such communication, the General Committee shall have power to call an Extraordinary General Meeting, giving at least fourteen clear days' notice at which Meeting it shall be competent for the votes of two-thirds of those voting to expel such Member from the Club and no appeal shall lie from their determination to any other Meeting or Court of Law. In a sufficiently grave case the General Committee may, without giving him or her the option of resigning, immediately, suspend a Member from the use of the Club and shall forthwith call a General Meeting in manner hereinbefore provided for to consider the question of his or her expulsion.

83. When a Member resigns at the request of the General Committee, his or her subscription for the current month shall be returned to him or her.
84. The General Committee may after enquiry and notice given, instead of calling upon a Member to resign, suspend the Member whose conduct is in question from the use of the Club and all its privileges for a period not exceeding six months.
85. The General Committee may in all cases reconsider their own decisions upon being requested to do so in writing signed by any three members of the General Committee or any twenty Life Members, Senior Members or Full Members of the Club.
86. If any Member shall be convicted of an indictable offence or imprisoned for any other criminal offence or be adjudged a bankrupt, or make a composition or arrangement with his or her creditors, he or she shall thereupon cease to be a member of the Club; but the General Committee shall have power in their discretion to reinstate him or her on such terms as they may think fit.
87. A Member of the General Committee shall not act as a member of the General Committee at any Meeting at which his or her own conduct is in question, or at any Meeting held to investigate any case in which he or she is a complainant.
88. Any Member who has damaged or through carelessness has lost or destroyed any of the property of the Club shall repair or replace such property at his or her own cost, and he or she shall become chargeable for the amount or value of the property. In the case of a Guest or Visitor, his or her host will be similarly responsible.
89. (a) Subject to the provisions of the laws of Hong Kong, the Club shall not be responsible, nor shall any members of the General Committee or any Sub-Committee of the Club be liable in any capacity, for any injury, loss or damage to person or property suffered by any Member, Sporting Member, Junior Sporting Member, Visitor or guest of the Club or other persons on the Club's premises or processes and/or whilst representing the Club in any sport or game.
- (b) The Club accepts no responsibility for any property left at the Club's premises nor on vehicles parked thereat by Members, Sporting Members, Visitors, guests or any person.

90. Subject to the provisions of the applicable statutory requirements, every member of the General Committee, officer or staff of the Club shall be indemnified out of the funds of the Club against all liability incurred by him/her in good faith in the proper and reasonable performance or purported performance of his/her duties in relation to the Club other than any liability which attaches to him/her by law in respect of any negligence, default, breach of duty or breach of trust as such member of the General Committee, officer or staff in defending any proceedings, whether civil or criminal, in which judgement is given in his/her favour, or in which he/she is acquitted or in connection with an application under section 358 of the predecessor Ordinance as defined in section 2(1) of the Ordinance or section 903 or 904 of the Ordinance in which relief is granted to him/her 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.

### **Bye-laws**

91. (a) All matters not specially provided for by the Articles shall be left to the decision of the General Committee whose ruling shall be conclusive.
- (b) All Bye-laws made under the rules of the hitherto existing Club de Recreio, and all rules for play made by the said Club or the General Committee thereof shall remain in force, until altered or varied, or until new Bye-laws shall be made in lieu thereof, under the power for that purpose given by the Articles and shall be binding upon all Life Members, Senior Members, Full Members, Associate Members, Sporting Members, Junior Sporting Members and Visitors.

### **Junior Sporting Members**

92. (a) Young sportsmen or sportswomen can apply as Junior Sporting Members of the Club. They can be referred by National Sporting Associations or District Sports Associations or can be recommended by the respective Sporting Sections Conveners / Sub-committees.
- (b) They must agree to be available, when required, to represent the Club in league games or competitions.

- (c) They must agree to attend, if available, all scheduled training sessions and participate in activities organized for the designated sport in which they apply to join the Club.
- (d) They will pay a much reduced entrance fee and monthly subscription to be decided by the General Committee.
- (e) On completing the Junior Sporting Membership Scheme, after reaching the age of 28 years, they may apply as a Single Associate Member of the Club by paying only 20% of the entrance fee payable as an Associate Member at the time they joined as Junior Sporting Member of the Club.
- (f) After they are accepted as an Associate Member of the Club, they must agree to continue to represent the Club in the designated sport for a period of no less than three years.
- (g) If they, for any reason, opt out of the Junior Sporting Member Scheme, or have their membership terminated by the Club, they will forfeit all past payments made after they have been admitted as Junior Sporting Members of the Club.

## **Senior Members**

93. Any Full Member who:-

- (a) had or has been a member for at least 25 years which need not be continuous; and
- (b) has attained the age of 60 years;
- (c) may, petition the General Committee and upon the agreement of a two-thirds majority of its Members present and voting on his/her eligibility, become a Senior Member.

Notwithstanding any provision in these Articles to the contrary, they shall be liable to payment of fifty percent (50%) of the prevailing subscription from the date they were elected as a Senior Member. Senior Members can either be Single Senior Members or Family Senior Members, including his/her spouse and any children under and until the age of eighteen years.

## **Sporting Members**

94. (a) Outstanding Sportsman and Sportswomen can apply as Sporting Members of the Club. If admitted as Sporting Members, they must represent the Club in league matches and competitions for at least three years. They will be required to meet the training and playing commitments as set down by the respective Sports Sections.
- (b) Sporting Members will pay the same monthly subscription and charges as required by Associate Members of the Club.

## **Change of Status of Membership**

95. All existing members whose names are on the Register of Members of the Club on 21 September 2015 shall with effect from 22 September 2015, without additional monetary charge, be re-designated in the following status:-
- (a) Lady Subscriber re-designated as Single Associate member;
- (b) Associate Member with wife, Lady Subscriber and Junior Subscribers, re- designated as Family Associate Members;
- (c) Voting Member re-designated as Full Member;
- (d) Senior Voting Member Re-designated as Senior Member;
- (e) Life Voting Member re-designated as Life Member;
- (f) All existing Senior Voting Members as of 22 September 2015, will be re-designated as Life Members.



