



# ORIENTAL CLUB

**FOUNDED 1824**

## **RULES AND BY-LAWS**

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[ ] 2014

## **ORIENTAL CLUB**

At a meeting held in the House of the Royal Asiatic Society on 24<sup>th</sup> February 1824, Major General Sir John Malcolm presiding, it was resolved to form a Society to be called the "Oriental Club". A Committee was appointed with the Duke of Wellington as President and it was invested with the power to elect original Members to the number of 400.

The Committee met on 5th April 1824, at the Thatched House Tavern and a week later at the Bombay Club's quarters in Albemarle Street. At its second meeting a Sub-Committee was appointed to draft rules and regulations and Sir John Malcolm, Chairman of the Club, undertook to seek for temporary premises. These were found at 16 Lower Grosvenor Street, where, on 7th June, a meeting was held at which it was decided to open the doors to Members on Thursday, 8th July 1824.

The Club has its habitation in Lower Grosvenor Street for four years. During this time it acquired 18 Hanover Square, the residence of Mr J. D. Alexander, a Director of the East India Company. It was eventually decided to demolish this house and rebuild on the site, the architect being Benjamin Wyatt, a younger member of the famous architectural family, who had begun life in the private office of the Governor General, Lord Wellesley, in Calcutta.

The Clubhouse was occupied for the first time on 1st September 1828. An extra floor was added in 1853, the architect being Decimus Parton and two more (mainly bedrooms) in 1903.

The Club remained in Hanover Square until 1961, when the old premises were replaced by an office block. The Committee under the Chairmanship of Sir Arthur Bruce moved the Club to its present beautiful and historic building in Stratford Place.

In the original prospectus of the Club the qualification for Membership was stated as follows:

"The qualifications for Members of this Club are, having been resident or employed in the Public Service of His Majesty, or the East India Company, in any part of the East — belonging to the Royal Asiatic Society — being officially connected with the administration of our Eastern Governments abroad or at home" and that further "all persons who have served the King or Company in the East, who have resided or travelled, or whose official situations connect them with that quarter of the globe, be considered eligible to become Members".

This ruling was applied for many years but before the end of the 19th century the scope of the Club had already been widened. Today it might be expected that social and political changes in the East would have resulted in fewer candidates with the original qualifications coming forward; in fact, a surprisingly high proportion of new members continue to have Eastern connections of one kind or another and this link with the Club's "oriental" past is still greatly valued.

Ladies, who had already been admitted as guests for many years, first became eligible for Associate Membership (see Rule 6) in 1952. Ladies became eligible for full Membership in October 2010.

The Duke of Wellington, whose portrait by H. W. Pickersgill, R.A., purchased by the subscription of Members in 1934 hangs in the Library, was the first and only President of the Club, no one having been elected to that office since the Duke's death in 1852.

The list of distinguished gentlemen who are Members of the Club in its early days is a lengthy one and can be found in "The Annals of the Oriental Club, 1824 — 1858" compiled by Mr Stephen Wheeler in 1925. Other interesting information up to the end of the nineteenth century is recorded in "The Oriental Club and Hanover Square," by Mr Alexander F. Baillie, published in 1901,

Since then two histories of the Club have been written. The first was by Mr D.M. Forrest published 1967. The most recent history by Mr H.G.J. Riches was published in 1998.

On 1<sup>st</sup> July 2014 the Club incorporated by transferring its assets and undertaking to a new company, Oriental Club (1824) Limited.

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## **ORIENTAL CLUB**

### **RULES**

#### **INTERPRETATION**

- 1.1 These Rules are made in accordance with the Articles. If there is any conflict between the terms of the Articles and the terms of these Presents the Articles shall prevail.
- 1.2 In these presents the words standing in the first of the Table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:

#### **WORDS**

#### **MEANINGS**

#### **Address**

Includes a postal or physical address and a number or address used for the purposes of sending or receiving documents or information by electronic means.

#### **Articles**

The Articles of Association of the Club.

#### **British Isles**

Great Britain, Northern Ireland, the Irish Republic, the Isle of Man and the Channel Islands.

#### **Clear Days**

The period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

#### **Club**

Oriental Club (1824) Limited, a company limited by guarantee (company no. 08986415) whose registered office is at Stratford House, Stratford Place, London W1C 1ES.

#### **Clubhouse**

Stratford House, Stratford Place, London W1C 1ES, and any other premises permanently used by the Members of the Club as a Clubhouse.

#### **Committee**

The [SL1] Committee of Management for the time being of the Club.

#### **Companies Acts**

The Companies Acts (as defined in Section 2 of the Companies Act 2006).

<b>Directors</b>	The Directors of the Club, as defined in the Articles.
<b>Election Committee</b>	The members of the Committee for the time being and such other Town Members (not exceeding eight in number) as may have been appointed by Ordinary Resolution passed at an Annual General Meeting of the Club, who shall hold office as members of the Election Committee until the next succeeding Annual General Meeting.
<b>Electronic form</b>	Any communication that is sent or supplied by electronic means (e.g. email or fax) or in otherwise electronic form (e.g. sending a disk by post). References to electronic copy have a corresponding meaning.
<b>Electronic means</b>	<p>A document or information is sent by electronic means if it is:</p> <p>(a) sent and received by means of electronic equipment for the processing or storage of data; and</p> <p>(b) entirely transmitted, conveyed and received by wire, radio, optical or other electromagnetic means.</p>
<b>Enhanced Resolution</b>	A resolution passed at a General Meeting of the Club by a majority of not less than two-thirds of such Members as being entitled so to do vote in person or by proxy at such General Meeting.
<b>Marginal Notes</b>	<p>Words importing the singular number only shall include the plural number and vice versa.</p> <p>Throughout the Rules and By-Laws of the Club, all words importing one gender shall include all other genders.</p> <p>The expression "Secretary" shall include an Assistant or Deputy Secretary and any person appointed by the Directors to perform any of the duties of the Secretary.</p> <p>The marginal notes shall not affect the construction of these presents.</p>
<b>Ordinary Resolution</b>	A resolution passed at a General Meeting of the Club by a majority of more than one-half of such Members as being entitled to do so vote in person or by proxy at such meeting.

<b>Public Holiday</b>	Christmas Day, Good Friday and any day that is a bank holiday under the Banking and Financial Dealings Act 1971 in the part of the United Kingdom where the Club is registered.
<b>Special Resolution</b>	A resolution passed as a special resolution in accordance with the Companies Acts.
<b>Substantial Quorum</b>	A quorum of at least sixty per cent of Members entitled to vote, present in person or by proxy.
<b>These presents</b>	These Rules as originally framed or as from time to time altered.
<b>Writing</b>	Written and/or printed or produced by any substitute for writing and/or printing or partly one and partly another whether sent in electronic form or otherwise.

## **OBJECTS**

- |    |   |        |
|----|---|--------|
| 2. | The object of the Club is to conduct a Members' Social Club at Stratford House, Stratford Place, London W1C 1ES, or at such place or places as the Club shall by Enhanced Resolution determine. | Object |
|----|---|--------|

## **MEMBERS**

- |    |   |                   |
|----|---|-------------------|
| 3. | The number of Members of the Club shall be unlimited, provided that in order to regulate the number of the various classes of members the Committee shall have power from time to time to require that candidates for Membership of the Club shall, before their application can be considered by the Election Committee in accordance with the Rules for election of Members, be required to join a waiting list for such period or until the happening of such event as the Committee shall from time to time determine. In exercising this power the Committee may exempt a particular candidate or exclude a particular class or classes of Membership from these requirements. | Number of Members |
|----|---|-------------------|

The Members shall be classified as follows:

- |     |   |                    |
|-----|---|--------------------|
| (a) | Town Members, namely Members (not being Honorary, Temporary or Associate Members) who on election or on the 1st January of the year in respect of which their annual subscription last became due ordinarily resided in the British Isles within 100 miles of the Clubhouse, or, being resident in the British Isles beyond such distance, had their regular place of business in London.   | Classes of Members |
| (b) | Country Members, namely Members (not being Honorary, Temporary or Associate Members) who on election or on the 1st January of the year in respect of which their annual subscription last became due ordinarily resided in the British Isles but who did not reside within 100 miles of the Clubhouse or have their regular place of business in London and also Members who on election or on the 1st January of the year in which their annual subscription |                    |

last became due ordinarily resided on the Continent of Europe and did not have their regular place of business in London.

- (c) Overseas Members, namely Members who are not Town, Country, Honorary, Temporary or Associate Members.
- (d) Honorary Life Members, namely Honorary Life Members at the date of the adoption of these presents, and also any other person who at the date upon which they are proposed for election as such have been members of the Club for an aggregate of at least 50 years (excluding any period or periods of temporary membership) or, while Members of the Club, have in the opinion of the Committee rendered distinguished service to the Club, and shall hereafter be elected by the Committee as Honorary Members for the period of their lives.
- (e) Life Members, namely Members who have become Life Members under the provisions of Rule 8.
- (f) Honorary Members, namely Honorary Members at the date of the adoption of these presents and persons hereafter elected as Honorary Members pursuant to Rule 4.
- (g) Temporary Members, namely Temporary Members and persons hereafter elected as Temporary Members pursuant to Rule 5.
- (h) Associate Members, namely Associate Members and persons hereafter elected as Associate Members pursuant to Rule 6.

A Town or Country Member who ceases to be qualified as such during the currency of any year shall forthwith notify the Secretary in writing, but shall not be entitled to any refund of their annual subscription or liable to pay any additional annual subscription as the case may be in respect of that year.

An Honorary Life Member (not being a Member of the Club at the date of his election to that class) and an Honorary, Temporary or Associate Member shall be entitled to the enjoyment and use of the privileges, amenities and accommodation afforded by the Club (subject to the provisions of these presents and of any By-law made under Rule 48 restricting such enjoyment or use) but shall not by virtue of such membership acquire any right of property in any assets of whatsoever nature or kind which are at any time the property of or held in trust for the Club except to the extent provided in Rule 78.

The decision of the Committee whether any person is qualified to be or to continue to be a Member in any of the above-mentioned classes shall be final.

4. In addition to the power to elect Honorary Life Members as hereinbefore provided, the Committee may elect as an Honorary Member of the Club for such period as they may determine any gentleman of distinction and also the Secretary or any past Secretary of the Club.

Honorary  
Members

5. (a) The Committee may elect any person ordinarily resident outside the British Isles as a Temporary Member of the Club at such subscription (if any) and for such period not exceeding two consecutive months as they may prescribe provided that any person so elected may be re-elected as a Temporary Member for a further period or periods, but so that he shall not be entitled to be so re-elected for a period exceeding two consecutive months on any one occasion and then only if such period, when aggregated with any other periods for which they shall have been elected as a Temporary Member, shall not exceed 180 days in any consecutive twelve months. Temporary Members
- (b) The Committee may also elect as Temporary Members all or any of the Members of any other Club while the whole or substantially the whole of its Clubhouse shall be closed, at such subscription (if any) as they think fit, and may determine such temporary membership either generally or in any particular case.

6. The Committee may elect as an Associate Member of the Club the husband or wife, widow or widower, or partner of any person who is at the date of such election or was at the date of his or her death a Member, upon payment of such entrance fee (if any) and annual subscription and generally upon such terms (in particular as to the enjoyment and use of the privileges, amenities and accommodation afforded by the Club) in all respects as the Committee shall by By-law determine, but so that any person so elected as an Associate Member shall only continue as such until otherwise determined by the Committee and shall ipso facto cease to be an Associate Member if the Member whose spouse or partner they are ceases to be a Member (otherwise than by death or grave ill health) or if, in the case of a spouse or partner, the marriage or civil partnership is dissolved or annulled or otherwise terminated. An Associate Member shall not be entitled to be a member of the Committee or the Election Committee or to propose or second any candidate for membership of the Club or to receive notice of or to requisition, attend or vote at any General Meeting of the Club. The Committee may vary or rescind any By-law made pursuant to this Rule. Associate Members

### ENTRANCE FEE AND ANNUAL SUBSCRIPTION

7. On election to membership (other than Honorary, Temporary or Associate) each member shall subject as hereinafter mentioned pay an entrance fee to the Club of an amount determined from time to time by the Committee. Details of the rates of such fees shall be permanently exhibited on the Club's Notice Board. The Committee shall have power to require such fee to be paid in full on election or partly on election and partly on a later date or event and shall also have power in its absolute discretion to waive wholly or partly the payment of an entrance fee in the case of a particular candidate either unconditionally or upon such conditions as the Committee may prescribe. Entrance Fee

Any decision of the Committee to change or vary the amount of any entrance fee may be varied by a resolution of the Club passed in General Meeting but no such variation shall affect any entrance fee which shall have become payable before the passing of such resolution.

8. (a) Every Member (other than a Life, Honorary Life, Honorary or Temporary Member) shall, subject as hereinafter mentioned, pay an annual subscription to Annual Subscription

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the Club. The amount of the annual subscription payable by each category of Members shall be determined from time to time by the Committee and, subject as hereinafter mentioned, the rates of such subscriptions shall come into effect on such date or dates as the Committee shall determine. The Committee shall as soon as practicable after any decision to change or vary any rate of subscriptions cause a notice to that effect to be placed on the Club's notice board.

- (b) Any decision of the Committee to change or vary any rate of subscription in exercise of the powers conferred upon it may be varied by a resolution of the Club passed in General Meeting but no such resolution shall affect any subscription that shall have become payable before the passing of such resolution.
- (c) There shall be permanently exhibited on the Club's notice board a list of all current rates of annual and other subscriptions.
- (d) Every annual subscription shall be payable in full notwithstanding that the Member shall cease to be a Member before the expiration of any year, except that upon election a Member shall be required to pay a due proportion only of his first annual subscription calculated from the first day of the month in which he is elected.
- (e) Every annual subscription after the first shall become due in advance on 1st January in each year, provided that any Member (other than an Associate Member) who shall have notified the Committee before such date that he wishes to pay his annual subscription by instalments shall be entitled to pay the same in instalments of such amounts payable on such dates and subject to such conditions as to the method of payment as the Committee shall prescribe. Instalments
- (f) Any Member (other than an Associate Member) who has been a Member for upwards of five years and has attained the age of fifty-five may become a Life Member of the Club by making a single payment by way of commutation of their annual subscription. The amount of such payment shall be calculated by reference to the rate of Town Membership subscription then current and appropriate to the age of the Member, to life expectancy or other actuarial evidence and to such other factors as the Committee shall from time to time in its absolute discretion determine. Upon making such single payment calculated as aforesaid a Member shall not thereafter be called upon to pay any further subscription but, subject thereto, shall retain all the rights, privileges and obligations of a Member and the Rules shall be so construed. In no circumstances shall the whole or any part of a Member's commuted subscription paid in accordance with this Rule be repayable to a Member or to his estate. Life Membership

9. Any Overseas Member (other than an Overseas Member on a temporary visit for a period of not in excess of fourteen days) arriving in the British Isles shall at once notify the Secretary of the date of his arrival, his address for the receipt of notices and other communications and whether or not this is a temporary visit, and shall if the visit ends within a period of twelve months pay on or before his departure a further subscription calculated at such rate as shall from time to time be determined by the

Subscription of Overseas Members on temporary visit to British Isles

Committee, in respect of each calendar month or part of a calendar month during which he shall have been a visitor to the British Isles, and a Member who departs within twelve months shall be deemed to have been on a temporary visit for purposes of this Rule and Rule 10.

10. Any Overseas Member who arrives in the British Isles or the Continent of Europe otherwise than on a temporary visit shall unless he shall have ceased to be a Member or have left the British Isles or the Continent of Europe (with a view to residing ordinarily outside them) before the next succeeding 1st January be deemed to have become a Town Member or a Country Member as the case may be on such date.

Overseas Members to become Town or Country Members unless on temporary visit

### **ELECTION OF MEMBERS**

11. Every candidate for membership (other than for Honorary Life Membership or Honorary Membership or Temporary Membership pursuant to Rule 5(b)) shall deliver to the Secretary an application in such form as the Committee shall from time to time prescribe. Such application shall be proposed by one Member and (except in the case of a candidate for Associate Membership) seconded by another and supported by such number of other Members, none of which Members may be an Honorary, Temporary or Associate Member, as the Committee may from time to time prescribe by By-law.

Application for Membership

12. Subject to Rule 14 every candidate for Town, Country or Overseas Membership shall be subject to election by the Election Committee who shall have power to reject the application for Membership of any candidate without being called upon to give reasons for their decision. Any such election shall be conducted in such manner as the Election Committee shall determine. No candidate shall be deemed to be elected unless at least ten votes are cast in his favour and not more than two votes are cast against him. The Election Committee shall, at least fourteen days before the date fixed by them for an election, cause a notice to be placed on a notice board in the Clubhouse setting out the names of the candidates for election and the names of the Members proposing and seconding them and stating the date upon which the election will take place.

Election procedure

13. When a candidate has been duly elected by the Election Committee the Secretary shall forthwith send to him at the address given in his application a notification of his election together with a request for payment of his entrance fee (if any) and his first annual subscription or, where appropriate, the first instalment thereof. Until payment of the entrance fee (if any) or, if the candidate so wishes, one half thereof and of the first annual subscription or, where appropriate, the first instalment thereof, an elected candidate shall not be entitled to exercise any of the rights of a Member.

Notification of election

14. A Town, Country or Overseas Member who resigns from the Club and subsequently applies for re-election may be re-elected by the Committee who may in their discretion waive the payment of the whole or any part of the entrance fee for the time being in force.

Re-election after resignation

15. Every Member at the date of the adoption of these presents and every person who hereafter becomes a Member of the Club shall be bound by the Rules and By-laws for the time being of the Club to the same extent as if such Rules and By-laws had been signed and delivered as a deed by him or her and contained covenants on his or her part to be bound by all the provisions thereof.

Rules binding on every Member

## CESSATION OF MEMBERSHIP

16. A Member shall ipso facto cease to be a Member of the Club if he or she: Cessation of Membership
- (a) dies;
  - (b) becomes bankrupt or makes any arrangement with his or her creditors;
  - (c) sends to the Club notice in writing of his or her resignation, but so that he or she shall remain liable to pay his or her annual subscription for the year in which such notice shall be deemed to have been served;
  - (d) is expelled by resolution of the Committee passed in manner provided in Rule 17;
  - (e) not being a Temporary Member fails to make payment of any annual subscription or any instalment thereof due from him or her within four months of the same becoming due, but without prejudice to his liability to pay the same, and so that the Committee may in their discretion re-elect him to membership without payment of any entrance fee if such payment is made before the 1st January then next; or
  - (f) not being elected as a Temporary or Associate Member, fails to make payment of the entrance fee (if any) and the first annual subscription or any instalment thereof due from him within one month after the date of notification of his election but without prejudice to his liability to pay the same and so that the Committee may in their discretion re-elect him to membership if such payments are made before the 1st January then next.
17. Any Member of the Club may be suspended or expelled from Membership by resolution passed by a majority consisting of not less than two-thirds in number of all the Members of the Committee for the time being in the United Kingdom at a meeting of the Committee at which not less than 8 members are present. Any Member so proposed to be expelled shall be invited to make any statement that he may desire at a meeting of the Committee before the resolution for his expulsion is put to the vote. The decision of the Committee shall be final and binding on the Member and no reasons for such decision shall be given. A Member who has been so expelled from the Club shall not, unless the Committee otherwise determine, be entitled to have his subscription for the then current year or his entrance fee (if any) refunded or be eligible for re-election or be introduced thereafter as a visitor to the Clubhouse. Suspension and expulsion from Membership

## GENERAL MEETINGS

18. The Club shall during the month of May in each year or so soon thereafter as the Directors shall determine hold a General Meeting as its Annual General Meeting in addition to any other meetings in the last year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Club and that of the next. The Annual General Meeting shall be held at such time and place as the Directors shall appoint and, if the Directors fail to convene an Annual General Meeting in accordance with this Rule, it may be convened on the requisition of twenty Members entitled to vote Convening of Annual General Meeting

thereat, or Members representing at least 5% of Members entitled to vote thereat (whichever is the lower), and in such case the provisions of Rule 19 shall become applicable. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

19. The Directors may, whenever they think fit, convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on the requisition of 20 Members entitled to vote thereat, or Members representing at least 5% of Members entitled to vote thereat, (whichever is the lower). The requisition must state the general nature of the business to be transacted at the meeting and must be signed by the requisitionists and deposited at the Clubhouse and may consist of several documents in like form, each signed by one or more requisitionists.

Convening of  
Extraordinary  
General  
Meetings

If the Directors do not within twenty-one days from the date of the deposit of the requisition proceed duly to convene a meeting, the requisitionists (or any of them representing more than one half of the total of them) may themselves convene a meeting in the same manner as nearly as possible and upon the same notice as that upon which meetings are to be convened by the Directors.

Requisition

20. A General Meeting at which a Special Resolution is proposed by these presents shall be called by fifty-six days' notice in writing at the least and every other General Meeting shall be called by twenty-one days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the time of the meeting and a statement informing the Member of his or her right to appoint another person as his or her proxy. In the case of special business, the notice must specify the general nature of that business, and if a Special Resolution is proposed to be passed the notice shall specify this and include the text of the proposed resolution. The notice shall be served in manner hereinafter mentioned upon such Members as are entitled to vote at such meeting, the Club's auditors, and the Directors of the Club. The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any Members entitled to receive notice thereof shall not invalidate the proceedings at the meeting. A copy of the notice shall also be posted on a notice board in the Clubhouse upon the same day as it is despatched to the Members.

Length and  
posting of  
notice

21. It shall be the duty of the Directors on a requisition in writing signed by any Member entitled to vote at General Meetings to give to Members entitled to vote at the next Annual General Meeting of the Club notice of any resolution which is intra vires the Club and is intended to be moved at such meeting provided that such requisition is received at the Clubhouse not later than the 15th March last preceding such Annual General Meeting.

Members'  
Resolutions

22. Any Member entitled to vote at a General Meeting may move an amendment to any Ordinary Resolution or Enhanced Resolution of which notice of the intention to propose the same has been given pursuant to these presents provided that such amendment shall be pertinent to the subject matter of the said resolution and a copy of such amendment shall have been received by the Secretary on or before the sixth day previous to the day of such meeting. The Secretary shall on such day or on the following day post a copy of such amendment on the notice board in the Clubhouse upon which the notice setting out the resolution has been posted. A Special

Amendments  
to Resolution

Resolution may be amended by Ordinary Resolution at a General Meeting, provided that the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

### **PROCEEDINGS AT GENERAL MEETINGS**

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|-----|---|---|
| 23. | (a) All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all business transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet and the reports of the Directors and of the Auditors, the appointment or the announcement of the appointment of the Directors and Members of the Committee and the Election Committee in the place of those retiring or vacating office and the appointment of the Auditors.  | Special<br>business                         |
|     | (b) All business shall be deemed to be substantial business (in addition to being deemed special business) and therefore requiring a Special Resolution with a Substantial Quorum if its subject matter is or relates to a proposal either (i) to sell, let, or otherwise dispose of the whole or a substantial part of the Clubhouse, or (ii) to dissolve the Club, or (iii) to alter any of the Rules relating in any way to either of the matters specified in (i) or (ii) above.  |   |
| 24. | Except where these Rules or the Companies Acts provide that an Enhanced Resolution or a Special Resolution is required, all business transacted at General Meeting shall be by Ordinary Resolution.   | Transaction<br>of business                  |
| 25. | No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Twenty Members personally present and entitled to vote shall be a quorum unless these Rules require a Substantial Quorum, in which case a Substantial Quorum must be present.  | Quorum                                      |
| 26. | If within half-an-hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on 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, or at such other place as the Chairman shall appoint and if at such adjourned meeting a quorum is not present within half-an-hour from the time appointed for holding the meeting the Members personally present and entitled to vote (not being less than ten) shall be a quorum.   | Procedure<br>in the<br>absence of<br>quorum |
| 27. | The Chairman (if any) of the Directors shall preside as Chairman at every General Meeting, provided that the Chairman of the Directors may delegate to the Chairman of the Committee the responsibility for presiding as Chairman at any General Meeting. If at any meeting neither of such persons shall be present within ten minutes after the time appointed for holding the same, or shall not be willing to preside, the Members present shall choose some Director to be Chairman of the meeting or, if no such Director be present or if all the Directors present decline to take the chair, the Members present shall choose one of their number to be Chairman of the meeting. | Chairman                                    |
| 28. | The Chairman of the meeting may (and shall if so directed by the meeting) adjourn a meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the  | Adjournment                                 |

meeting of which the adjournment took place. Whenever a meeting is adjourned for twenty-one days or more, notice of the adjourned meeting shall be given in the same manner as for the original meeting. Save as aforesaid, the Members shall not be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting.

- |     |  |                             |
|-----|--|-----------------------------|
| 29. | At all General Meetings a resolution put to the vote of the meeting shall be decided on a show of hands unless before or upon the declaration of the result of the show of hands a poll be demanded by the Chairman of the meeting, by at least five Members present in person or by proxy and entitled to vote, or by Members (present in person or by proxy) representing at least 10% of the total number of Members entitled to vote, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried or has been carried unanimously or by a particular majority, shall be conclusive, and an entry to that effect in the Minute Book of the Club shall be conclusive evidence thereof without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn at any time before the declaration of the result thereof. | Demand for Poll             |
| 30. | If a poll be demanded in manner aforesaid, it shall be taken forthwith in such manner as the Chairman of the meeting shall direct.   | Taking of Poll              |
| 31. | 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.  | Other business may continue |

### VOTES OF MEMBERS

- |     |  |                           |
|-----|--|---------------------------|
| 32. | Subject as hereinafter provided, every Town Member, Country Member, Overseas Member, Honorary Life Member and Life Member present in person or by proxy shall have one vote. No Honorary Member, Temporary Member or Associate Member shall be entitled to a vote.   | Votes                     |
| 33. | Only a Member who shall have paid every subscription that shall be due and payable to the Club in respect of his membership within one month of the same being due shall be entitled to vote on any question either personally or by proxy at any General Meeting.   | Voting qualification      |
| 34. | A Member entitled to vote at a General Meeting is entitled to appoint another person (who need not be a Member of the Club) as his or her proxy to exercise any or all his or her rights to attend, speak and vote at a General Meeting of the Club. A proxy must vote in accordance with any instructions given by the Member by whom the proxy is appointed. | When voting proxy allowed |
| 35. | Proxies may only validly be appointed by a notice in Writing (a "Proxy Notice") that:  |                           |
|     | 35.1.1 states the name and address of the Member appointing the proxy;   | Signing of proxy          |
|     | 35.1.2 identifies the person appointed to be that Member's proxy and the General Meeting in relation to which that person is appointed;  |                           |

- 35.1.3 is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Directors may approve; and
- 35.1.4 is delivered to the Club in accordance with these presents and any instructions contained in the notice of General Meeting to which they relate.
36. The Club may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes.
37. Unless a Proxy Notice indicates otherwise, it shall be treated as:
- 37.1.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
- 37.1.2 appointing that person as a proxy in relation to any adjournment of the General Meeting to which it relates as well as the meeting itself.
38. The Proxy Notification Address in relation to any General Meeting is the registered office of the Club or any other Address specified by the Club as an Address at which the Club or its agents will receive Proxy Notices relating to that meeting, or any adjournment of it, delivered in hard copy form or electronic form, or any electronic Address which the Club gives in a notice calling a meeting, in an instrument of proxy sent out by it in relation to the meeting, or in an invitation to appoint a proxy issued by it in relation to the meeting. Proxy Notification Address
39. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof must be received at a Proxy Notification Address not less than forty-eight hours (not including Saturdays, Sundays or Public Holidays) before the time appointed for holding the meeting or adjourned meeting at which time the person named in the instrument proposes to vote; otherwise the person so named shall not be entitled to vote in respect thereof. In the case of a poll taken more than 48 hours after it is demanded, the Proxy Notice must be received by the Club not less than 24 hours before the time appointed for the taking of the poll. In the case of a poll not taken during the meeting but taken not more than 48 hours after it was demanded, the Proxy Notice must be received not less than forty-eight hours (not including Saturdays, Sundays or Public Holidays) before the time appointed for holding the meeting, or given to the chair, Secretary or any Director at the meeting at which the poll was demanded. Period of validity
40. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal provided that no intimation in Writing of the death shall have been received by the Secretary at a Proxy Notification Address one hour at least before the time fixed for holding the meeting, in accordance with Rule 42. Death of appointor
41. A Member who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a General Meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid Proxy Notice has been delivered to the Club by or on behalf of that person. If the Member casts a vote in such circumstances, any vote cast by the proxy appointed under the Proxy Notice is not valid. Effect of Member's attendance

42. An appointment under a Proxy Notice may be revoked by delivering to the Club a notice in Writing given by or on behalf of the Member by whom or on whose behalf the Proxy Notice was given to the Club. A notice revoking the appointment of a proxy only takes effect if it is received at least one hour before the start of the meeting or adjourned meeting to which it relates, or (in the case of a poll not taken on the same day as the meeting or adjourned meeting) the time appointed for taking the poll to which it relates.
- Revocation  
of proxy

### **DIRECTORS**

43. The Club shall have a board of Directors, who shall be appointed and removed in accordance with the Articles.
- Appointment  
& removal of  
Directors
44. The Directors shall have the powers given to them by the Articles, and shall take decisions in accordance with the Articles, provided nevertheless that nothing shall be done which would change the existing character or amenities of the Club without sanction of an Enhanced Resolution passed at a General Meeting and that without such sanction no single project costing more than twenty-five per cent of the total monies collected in subscriptions during the previous year of account may be undertaken.
- Powers  
of  
Directors

### **COMMITTEE**

45. The Members of the Committee shall consist of 12 persons, each of whom shall be a Town Member, or Honorary Life Member or Life Member who would satisfy the criteria for a Town Member, at the date of his appointment.
- Number and  
qualification  
of  
Committee
46. Subject to the person appointed being willing to accept office, the Committee shall within sixty days of any casual vacancy occurring in its body or in the Election Committee appoint any Town Member, or Honorary Life Member or Life Member who would satisfy the criteria for a Town Member, (subject to Rule 59) as a member of the Committee or of the Election Committee as the case may be to fill such vacancy. Any person so appointed shall retain his office only until the next Annual General Meeting but shall then be eligible for reappointment.
- Committee  
to fill  
vacancies

### **POWERS OF THE COMMITTEE**

47. The Committee shall have day to day management of the affairs of the Club, subject to the powers of the Directors. In particular, but without restricting the generality of the foregoing, the Committee shall:
- Powers of  
Committee
- 47.1 determine the remuneration of the Club's employees in accordance with any budget proposed by the Committee and approved by the Directors, with the exception of the remuneration of the Secretary which shall be determined by the Directors in accordance with Rule 51;
- 47.2 determine the entrance fees and annual subscriptions payable by Members in accordance with Rules 7 and 8;
- 47.3 prepare the operational policies for the Club for approval by the Directors and implement such policies;

- 474 manage the Club's day to day relations with the Members and with its neighbours and external parties;
- 475 assist the Directors in the preservation of the Clubhouse through analysing and prioritising renewals projects;
- 476 prepare the operational budget for approval by the Directors and implement such budget;
- 477 assist the Directors as requested on strategic long-term policy planning, and implement the strategic long-term policy adopted by the Directors.
48. In the exercise of their powers specified in Rule 47, the Committee may from time to time make, modify or abrogate such By-laws as they in their absolute discretion shall deem necessary, expedient or convenient for the conduct and management of the Clubhouse or the general activities of the Club. All By-laws so made and any variation or abrogation thereof shall be posted on a notice board in the Clubhouse. Power to make by laws
49. The Members for the time being of the Committee may act notwithstanding any vacancy in their body; provided always that in case the Members of the Committee shall at any time be reduced in number to less than four it shall be lawful for them to act as the Committee to filling up vacancies in their body or of summoning a General Meeting, but not for any other purpose. Power to act notwithstanding vacancies

### **SECRETARY**

50. The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit, in accordance with Rule 51. Anything by these presents required or authorised to be done by or to the Secretary may, if the office is vacant or there is for any other reason no Secretary capable of acting, be done by or to any Assistant or Deputy-Secretary or, if there is no Assistant or Deputy-Secretary capable of acting, by or to any person authorised generally or specially in that behalf by the Directors. Secretary
51. The Secretary's remuneration shall be determined by a decision of the Directors, after consultation with the Committee. Secretary's remuneration

### **DISQUALIFICATION OF MEMBERS OF THE COMMITTEE**

52. The office of a member of the Committee shall be vacated if:
- (a) the Committee reasonably believes he has become physically or mentally incapable of managing his own affairs and it resolves that he be removed from office; Vacation of office
  - (b) he is not qualified as a Town Member, Honorary Life Member or Life Member of the Club (or is an Honorary Life Member or Life Member of the Club but would not satisfy the criteria for a Town Member) at the date of any Annual General Meeting held after the date of his appointment;
  - (c) he by notice in writing to the Club resign his office;

- (d) he be absent from meetings of the Committee for six successive months without leave of absence given by resolution of the Committee, and the Committee resolve that his office be vacated;
- (e) he be removed by a decision of the Directors.

**RETIREMENT OF MEMBERS OF THE COMMITTEE AND THE ELECTION COMMITTEE**

- 53. At the Annual General Meeting in every year one-third of the Members of the Committee for the time being or, if their number is not a multiple of three, then the number nearest to but not exceeding one-third and all Members of the Election Committee, shall retire from office but shall (subject to Rule 59 in the case of Members of the Committee) be eligible for re-appointment. A member of the Committee retiring or vacating office at an Annual General Meeting under Rule 59 or 60 shall not be taken into account in determining the Members of the Committee who are to retire by rotation at such meeting. Retirement by Rotation
- 54. A member of the Committee or of the Election Committee retiring or vacating office at an Annual General meeting shall retain his office until the dissolution of that meeting. Retention of office until Dissolution of meeting
- 55. The Members of the Committee to retire pursuant to Rule 53 shall be those who have been longest in office since their last appointment. As between Members of equal seniority, the Member so to retire shall in the absence of agreement be selected from among them by lot. The length of time a Member has been in office shall be computed from the date of his last appointment. Retirement by seniority
- 56. Subject to Rule 58, the Club shall at the Annual General Meeting at which any Members of the Committee or the Election Committee retire or vacate office as provided in these presents, fill up by Ordinary Resolution the vacancies so caused. Any vacancy not so filled up shall be deemed to be a casual vacancy within the meaning of Rule 46. Vacancies to be filled
- 57. No person shall be eligible for appointment to the Committee or the Election Committee at any Annual General Meeting unless, within the prescribed time before the day appointed for the meeting, there shall have been given to the Secretary notice in writing by some Member duly qualified to be present and vote at the meeting for which such notice is given of his intention to propose such persons for appointment and also notice in writing, signed by the person to be proposed, of his willingness to be appointed. The prescribed time above mentioned shall be that, between the date when the notice is served or deemed to be served and the day appointed for the meeting, there shall not be less than ten nor more than twenty-eight intervening days. The names of all persons so proposed for appointment shall be posted on a notice board in the Clubhouse at least seven days prior to the date of the Annual General Meeting on the dissolution of which they are, on appointment, to take office. Eligibility for appointment and Annual General Meeting  
  
Posting of candidates
- 58. If the number of persons proposed for appointment to the Committee or the Election Committee at an Annual General Meeting shall exceed the number of vacancies, a ballot by Members entitled to vote at such meeting shall be held, in such manner as the Committee shall determine, from 9 a.m. to 9 p.m. on the day before that upon Ballot

which such Annual General Meeting is to be held and on the day of such meeting from 9 a.m. until half an hour before the time fixed for such meeting. In the event of any of such persons obtaining an equal number of votes, the Committee shall arrange for lots to be cast as to which of them shall be appointed. The result of the ballot shall be announced at such Annual General Meeting and shall be deemed to be the Resolution of the meeting.

- |     |   |  |
|-----|---|--|
| 59. | Every member of the Committee who shall have held office as such for a consecutive period of three years shall retire from office at the next Annual General Meeting and shall not be eligible for re-appointment as a member of the Committee prior to the Annual General Meeting in the year following the first-mentioned Annual General Meeting. A member of the Committee who shall have held office as such for a period of three consecutive years and has served as Chairman of the Committee in the third of those years shall not be required to retire from office at the next Annual General Meeting and shall be eligible for re-appointment as a member of the Committee for one further year and shall retire at the following Annual General Meeting. Except as aforesaid, no person shall be eligible for appointment to the Committee within one year from the last date upon which he ceased for any reason to be a member of the Committee. | No person eligible for re-appointment for one year             |
| 60. | The Club may by Enhanced Resolution remove any member of the Committee or of the Election Committee before the expiration of his period of office, and may (subject to Rule 59) by Ordinary Resolution appoint another person in his stead; but any person so appointed shall retain his office only until the next Annual General Meeting, when he shall be eligible for re-appointment.   | How Members of Committee and Election Committee can be removed |

### PROCEEDINGS OF THE COMMITTEE

- |     |  |                         |
|-----|--|-------------------------|
| 61. | The Committee may meet together for the dispatch of business and adjourn and otherwise regulate their meeting as they think fit.   | Conduct of meeting      |
|     | Subject to Rule 17, four shall be a quorum.  | Quorum                  |
|     | Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote.  | Chairman's casting vote |
| 62. | A member of the Committee and, on the request of a member of the Committee, the Secretary may at any time summon a meeting of the Committee by notice served upon the several members of the Committee. A member of the Committee who is absent from the United Kingdom shall not be entitled to notice of such a meeting.   | Summoning a meeting     |
| 63. | The Committee shall from time to time elect a Chairman and Vice-Chairman and determine the period for which each of them is to hold office. The persons so appointed shall be the Chairman and Vice-Chairman of the Club. The Chairman or, in his absence, the Vice-Chairman shall preside at all meetings of the Committee but if there be no Chairman or Vice-Chairman or if at any meeting neither of them be present within five minutes after the time appointed for holding the same, the Members of the Committee present may choose one of their number to be Chairman of the meeting. | Election of Chairman    |

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|-----|--|--|
| 64. | Subject to Rule 17, a meeting of the Committee at which a quorum is present shall be competent to exercise all the authorities, powers and discretions for the time being vested in the Committee generally.   | Quorum is competent to act   |
| 65. | The Committee may delegate any of their powers to Sub-Committees consisting of such member or members of their body and if they think fit, such Member or Members (other than Temporary Members or Honorary Members excepting the Secretary of the Club if he shall be an Honorary Member but including Associate Members) of the Club as they may determine, and any Sub-Committee so formed shall, in the execution of the powers so delegated, conform to any regulations imposed on it by the Committee. The meetings and proceedings of any such Sub-Committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Committee so far as applicable and so far as the same shall not be superseded by any regulations made by the Committee as aforesaid. No member of the Committee or any Sub-Committee (other than the Secretary of the Club) shall be remunerated for his services as such out of the funds of the Club. | Delegation of power to Sub-Committees<br><br>Proceedings of Sub-Committees |
| 66. | All acts bona fide done by any meeting of the Committee or of any Sub-Committee of the Committee or by any person acting as a member of the Committee shall, notwithstanding it be afterwards discovered that there are some defect in the appointment of such member or person acting as aforesaid or that they or any of them are disqualified or had vacated office, be as valid as if every such person had been duly appointed and was qualified and had continued to be a member of the Committee or Sub-Committee as the case may be.   | Validity of acts   |
| 67. | The Committee shall cause proper minutes to be made of the proceedings of all meetings of the Club and of the Committee and of Sub-Committees of the Committee and all business transacted at such meetings and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, shall be sufficient evidence without any further proof of the facts therein stated.   | Keeping of Minutes   |
| 68. | Subject to Rule 17 a resolution in writing signed by all the Members of the Committee or of any Sub-Committee of the Committee for the time being in the United Kingdom shall be as valid and effectual as if it had been passed at a meeting of the Committee or of such Sub-Committee duly convened and Constituted.   | Written resolutions  |

### **BORROWING POWERS**

- |     |  |                             |
|-----|--|-----------------------------|
| 69. | Subject to Rule 70, the Club may, by decision of the Directors, borrow money upon such terms as the Directors think fit, and the Directors may create and issue mortgages or charges on the Club's undertaking and property or any part thereof and debentures, debenture stock, unsecured loan stock, bonds or other securities, as security for any debt, liability or obligation of the Club.   | Directors' powers to borrow |
| 70. | The amount for the time being outstanding of monies borrowed by the Club as aforesaid (including temporary loans from Bankers) shall not at any time, without the previous consent of an Ordinary Resolution of the Club, exceed fifty per cent of the total monies collected in subscriptions during the previous complete year of account provided that such limit shall be deemed not to have been exceeded (and therefore no such consent or sanction shall be required) if and to the extent that money is borrowed |                             |

for the purpose of applying it to or towards the repayment of monies already borrowed by the Club.

### ACCOUNTS AND RECORDS

71. The Directors shall comply with the requirements of the Companies Acts as to maintaining a members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies of:
- 71.1 annual reports;
- 71.2 annual returns; and
- 71.3 annual statements of accounts.
72. The books of Account shall be kept at the Clubhouse or at such other place or places as the Directors shall think fit and shall always be open to the inspection of the Members of the Committee. No further Member (not being a member of the Committee) shall have any right of inspecting any account or book or document of the Club except as authorised by the Directors.
73. The Directors shall from time to time cause to be prepared and to be laid before the Club at the Annual General Meeting an income and expenditure account and a balance sheet in respect of the last financial year or other period made up to a date not earlier than the date of the meeting by more than six months, together with the reports of the Directors and of the Auditors thereon.
74. A copy of every such account and balance sheet and reports which are to be laid before the Annual General Meeting shall, not less than twenty one days before the date of the meeting, be sent to every Member (other than a Temporary or Associate Member) of the Club. Provided that this Rule shall not require a copy of these documents to be sent to any person of whose address the Club is not aware.
75. The Directors must cause minutes to be made:
- 75.1 of all appointments of officers made by the Directors;
- 75.2 of all resolutions of the Club and of the Directors (including, without limitation, decisions of the Directors made without a meeting); and
- 75.3 of all proceedings at meetings of the Club and of the Directors, and of committees of Directors, including the names of the Directors present at each such meeting;
- and any such minute, if purported to be signed (or in the case of minutes of Directors' meetings signed or authenticated) by the chairman of the meeting at which the proceedings were had, or by the chairman of the next succeeding meeting, shall, as against any Member or Director of the Club, be sufficient evidence of the proceedings.

Keeping  
of  
accounts  
and  
records

Minutes

## ALTERATION OF RULES, SALE OF CLUBHOUSE AND WINDING UP

76. These Rules may be added to, rescinded, suspended or amended either by a Special Resolution with a Substantial Quorum if the alteration relates to any of the matters specified in Rule 23(b) or otherwise by Enhanced Resolution passed at a General Meeting of the Club. Alteration of Rules
77. The Directors may not without the previous sanction of a Special Resolution passed at a General Meeting of the Club with a Substantial Quorum sell, let, or otherwise dispose of the whole or a substantial part of the Clubhouse. Disposal of the Clubhouse
78. The Club may be dissolved by Special Resolution passed at a General Meeting with a Substantial Quorum, or by a written special resolution in accordance with the Companies Acts. Upon such resolution being passed the Directors shall realise the property of the Club, including the stock of intoxicating liquor held by the Club and shall therefrom discharge all liabilities of the Club and make payment or provision for the payment of such gratuities, donations, pensions or allowances to members or ex-members of the staff and the wives, widows, families or dependants of any such persons as the Directors shall in their absolute discretion think fit. The Directors shall in the first place discharge the said liabilities and make the said payments and provisions for payments out of the proceeds received from the disposal of the stock of intoxicating liquor held by the Club. If, after all such liabilities have been discharged and payments and provisions for payments have been made as aforesaid, there is any balance remaining of the proceeds of the disposal of the stock of intoxicating liquor, the Directors shall divide such balance among all Members of the Club of whatever category at the date upon which such Special Resolution shall be passed equally per capita. Save as aforesaid, the Directors shall divide any balance remaining after the discharge of the said liabilities and the making of the said payments and provision for payments among the Town, Country, Honorary Life, Life and Overseas Members of the Club at the last-mentioned date equally per capita, and no other Members of the Club shall have any right to or interest in such balance. The Club is and shall remain a non-profit making Organisation and accordingly except in the circumstances of a dissolution of the Club, no monies or other assets shall be distributed other than to a non-profit making body or to the Members on the winding up or dissolution of the Club. Discharge of liabilities  
Distribution of surplus assets

## NOTICES

79. A notice may be served by the Club upon any Member, either personally or by sending it through the post or, if the Directors shall think fit in the case of Overseas Members, by air mail, in a prepaid letter addressed to such Member at his registered address as appearing in the Register of Members, or by giving it using electronic means to an address for the time being notified to the club by the Member. Service of notices
80. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in providing evidence of such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter. Any notice sent by electronic means shall be deemed to be given at the expiration of 1 hour after the time it was sent. Proof that a notice contained in

electronic form was sent to the address for the time being notified to the club by the Member shall be conclusive evidence that the notice was given.

### **REGISTER OF MEMBERS**

81. A Register of Members shall be maintained by the Secretary at the Clubhouse in which on his or her election shall be entered the full name, description and address of every Member of the Club. Every Member shall inform the Secretary forthwith if he or she shall at any time change his or her registered address and shall at the same time give of his or her new address. On the termination of the membership of any Member his or her name shall be struck out and the reason for such termination shall be entered in the Register.

Register of  
Members

# **ORIENTAL CLUB**

## **BY – LAWS**

[ ] 2014

**BY-LAW**

Age Verification Policy .....	C.7(g)
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Application for Membership .....	A.1.-A.3.
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Mobile Phones .....	C.5.(b)
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Photocopying .....	F.12.
Photography .....	F.11.
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Smoking Rooms .....	C.2.
Subscriptions .....	B.1.
Table Reservations .....	C.1.(b) (c)
Telephone Calls .....	F.3.

## **BY-LAWS**

### **A. MEMBERS**

(Other than Associate Members)

- A.1. In accordance with the provisions of Rule 2 the number of supporters required for a proposal for membership shall be nil in the case of a Town, Country or Overseas Candidate.
- A.2. Proposal forms for membership shall contain the following information: name, address, nationality, rank and profession or occupation of the candidate, including the name of the company, firm or other organisation to which he or she belongs or belonged, other social clubs of which he or she may be a Member, whether their application for membership of any other social club has been refused, or membership terminated otherwise than by resignation, nature of membership (i.e. whether Town, Country, Overseas or Temporary), the date of birth and the names of his or her proposer and seconder, both of whom shall sign the form and shall state how long they have known him or her.
- A.3. Town, Country or Overseas Members who wish to be transferred from one classification of membership to another (which transfer shall apply from the 1<sup>st</sup> January following) shall notify the Secretary in writing of the change and shall give the following information:
- (a) On becoming a Town Member, their residential address.
  - (b) On becoming a Country Member, their residential address and place of business, if any.
  - (c) On becoming an Overseas Member, their address abroad.
- A.4. An Associate Member with preserved rights (elected prior to 1st October 2010) may be elected to full Membership in the normal manner, without payment of an entrance fee.

### **B. SUBSCRIPTIONS**

- B.1. Any Town or Country Member may elect to pay their subscription by two equal instalments on the 1<sup>st</sup> January and the 1<sup>st</sup> July each year.
- B.2. All newly elected Members, who are ordinarily resident in the United Kingdom, are expected to pay their annual subscription by Direct Debit.
- B.3. Any Member who wishes to operate a House Account may only do so if payment is settled monthly by Direct Debit.
- B.4. Any Member who fails to settle his/her House Account within 3 months of it being presented is liable to a penalty charge. Such charge will be at the discretion of the

Secretary and will be linked to a percentage above the Bank of England Base Rate prevailing at the time.

- B.5. Members joining the Club who are required to pay an Entrance Fee subject to Rule 7 may, if they wish, elect to pay the fee over sixty successive monthly instalments, providing that a Direct Debit is instructed to attend to this. The Committee may at its absolute discretion withdraw this facility and demand full payment of any outstanding Entrance Fee at any time.

## **C. PUBLIC ROOMS**

### **1. Main Dining Room**

- (a) The Main Dining Room shall be open daily for the service of meals as follows:

Breakfast	7.00 am – 10.00 pm
Weekend Breakfast	8.00 am – 10.30 pm
Luncheon - Weekdays	12.30 pm – 2.30pm
Dinner - Weekdays	7.00 pm – 9.30 pm

- (b) Members may book tables for luncheon or for dinner in the Main Dining Room providing that the number of covers booked does not exceed fourteen persons in all. The menu for tables bigger than eight will be a reduced a la carte menu.

### **2. Calcutta Light Horse Bar and Terrace**

The Bar is open on weekdays from 11.30am until midnight and serves food from 12.30pm until 9.30pm.

The Bar is open from 11.30am until 9.00pm on Saturdays and hot and cold food is served from 12.30pm until 8.00pm.

### **3. Drawing Rooms, Smoking Rooms, and Business Rooms.**

Service shall be provided Monday to Friday from 11.00 am to 9.30pm and at weekends from 10.00 am to 8.00 pm.

### **4. Members' Bar**

The Members' Bar shall be open from Monday to Friday from 11.30 am to 9.30 pm.

### **5. Cards and Games**

- (a) Subject to By-law D.1(d), cards shall be played in the Small Smoking Room. To accommodate additional players and tables, cards may be played in other rooms, as and when determined by the Secretary.
- (b) Guests may play cards and a Member introducing a guest is responsible for his or her liabilities.

- (c) The stakes for contract Bridge shall be determined by agreement but shall not exceed 50p per 100 points.
- (d) Cutting in rules apply and any table money charge shall be decided by the Committee.
- (e) Service shall be provided by staff under By-law 3.

## **6. Business Facilities and Mobile Phones**

- (a) The conduct of business in the public rooms (meaning those rooms considered for the time being by the Committee to be public rooms) involving the use of mobile telephones or PDAs, laptop computers, the production of papers, files etc., presence of briefcases, is not permitted. The conduct of such business may take place only in the Small Drawing Room, the Smoking Rooms, the Courtyard, the Business Room and Boardroom and (in those) so as not to be audible in any adjoining room.
- (b) Save as permitted in sub paragraph (a.) above (with the exception of the Courtyard where calls may only be taken in the Folly at the west end, away from the Terrace), audible use of mobile telephones is not permitted in any other part of the Club, although they may be referred to.
- (c) Use of the Boardroom shall be free to Members and Associate Members unless a booking has been made to reserve the facilities for exclusive private use, in which case a charge shall be made.
- (d) Service shall be provided by staff under By-law 3.

## **7. Billiard Room**

- (a) Service is available in the Billiard Room subject to availability of staff on duty in the Drawing Rooms.
- (b) Guests may play billiards/snooker provided their host is present.
- (c) Drinking glasses and bottles shall not be placed on any part of the billiard table.
- (d) When the table is being used with a Member waiting then the playing Member shall make the table available to the waiting Member within forty minutes of being requested to do so, excepting in the case of Club matches and Club tournaments.

## **8. General**

- (a) Any room or part of any room may be closed or reserved by the Committee for such time as it may in its discretion determine.
- (b) No newspaper, pamphlet, book or other article belonging to the Club shall be damaged, destroyed or removed from the Club nor shall any newspaper, periodical,

magazine or book (subject to (c) below) be removed from any public room, except that the same may be taken into the Main Dining Room provided it is returned immediately after the meal to the room from which it is removed.

- (c) Books may be taken from the Library by a Member or Associate Member after signing the register kept at the front desk. Books are to be returned within a period of two months or the borrower shall be liable to pay the cost thereof.
- (d) Intoxicating liquor may not be brought into the Club for consumption in any public room or in any room engaged for a private party unless exceptionally with the express approval of the Committee who will determine the corkage charge applicable.
- (e) Members shall pay their bills as invoiced and shall be responsible for all breakages and damages caused by their guests or by themselves.
- (f) If a Member's cheque shall be dishonoured on presentation or direct debit payment is recalled, the Committee shall have power at its discretion, by giving written notice to the Member, to withdraw from the Member the facility afforded by By-law F.6. of cashing personal cheques. A Member served with such notice shall also thereafter be required to pay all bills by cash, traveller's cheque or credit/debit/switch card. The Committee may at any time thereafter, at its discretion, restore these facilities to the Member by further written notice.
- (g) The Club operates an age verification policy relating to the sale of alcohol and other services such that any Member or guest who appears to be under the age of 21 may be required to provide identification to prove that they are over the age of 18.

## **D. PRIVATE PARTIES**

### **D.1. General**

- (a) The Library (with or without its Ante Room), the Ante Room, the Smoking Rooms and Main Drawing Room may be booked by Members for private functions. The Committee may, in its absolute discretion, permit the other principal rooms of the Clubhouse and the courtyard to be engaged by Members for private functions at which persons other than their guests may be present. At such functions intoxicating liquor (and soft drinks) may be sold to such persons and to Members' guests by or on behalf of the Club for consumption on the premises.
- (b) The charges for the room or rooms so engaged shall be fixed by the Committee.
- (c) Guests may be present at any private function permitted by the Committee under this By-law.
- (d) In any rooms in which a private party is being held, cards may be played by the Member holding the party as well as his or her guests.

## **E. BEDROOMS**

### **E.1. General**

- (a) All applications for bedrooms shall specify the day or days for which the room is required. Such applications shall be considered not more than 90 days before the rooms are required and be registered in the order of their receipt. Rooms shall be reserved and allotted according to priority of application.
- (b) A bedroom may only be shared by a Member with another Member or an Associate Member. A Member or Associate Member may book a twin, double or suite if by himself or herself.
- (c) The Committee may refuse to let a bedroom to a Member or may cancel any reservation already made if for any reason it considers that such action is in the interests of the Club.
- (d) The Secretary, with the approval of any doctor selected by the Committee, may order the immediate removal from the Club premises of any Member or his/her Guest who is ill. Such Member shall be liable for any expenses to which the Club may be put as a consequence of their illness.
- (e) Charges due for the occupation of a bedroom shall be as invoiced.
- (f) Non-Members are not permitted to visit the bedroom floors except with the sanction of the Secretary.
- (g) Service is not normally available in bedrooms, other than for morning tea, but shall be available exceptionally in the case of indisposition.
- (h) Cancellation charges apply for Members who cancel at short notice. If no notice of cancellation is received, a Member who makes a reservation and fails to occupy the room shall be charged the full rate.
- (i) Any member of the Committee or the Secretary may order the immediate removal from the Club premises of any person whom they consider to be behaving in a disruptive manner.
- (j) A bedroom may not be booked for a period exceeding seven consecutive nights.
- (k) A bedroom shall be vacated by 12 noon of the day following the last night that it was occupied.
- (l) The charge for a bedroom shall be at such rate as the Committee may from time to time prescribe by notice on the Club notice board.
- (m) A Member may invite guests to stay in the Club overnight. This privilege will be entirely subject to availability and at the discretion of the Secretary and the host Member being present at all times. All charges so incurred will be at the Reciprocal/Guest Rate.

## F. GENERAL

- F1. Small packages or light baggage may be left in charge of the Hall Porter for a period not longer than 24 hours. The Club shall not be responsible for any loss or damage to any article so left nor shall the Club be responsible for any loss or damage to any coats, hats, umbrellas, sticks or other articles left by Members in any of the Club rooms (including bedrooms). All coats, hats, umbrellas and sticks which have been left in the Club for 90 days may be disposed of.
- F2. Any letters, fax or e-mail messages received at the Club addressed to any Member shall be redirected, on instructions from such Member, to his registered or other address. Otherwise they are to be held pending collection but in all cases the Club shall not be responsible for any errors or omissions in so doing. The Club's staff is not permitted to give the address of any Member or Associate Member to any other Member or non-Member, unless they have received from such Member or Associate Member explicit permission to do so.
- F3. Members or Associate Members making telephone calls from the bedrooms shall pay the appropriate charge as invoiced.
- F4. Subject to the provisions of By-law C.7.(f) Members and Associate Members may have travellers' cheques or personal cheques drawn in favour of the Club cashed in the Club to an amount not exceeding £200 in any one day.
- F5. Members and their guests are expected to dress appropriately and wear conventional dress at all times in the Club.
- (a) Members and their guests are expected to follow the dress code as per the below:  
**The Members' Bar, Main Dining Room and Main Drawing Room**  
Jacket and tie and tailored trousers for gentlemen and equivalent smart formal dress for ladies is required.  
**The Calcutta Light Horse Bar, Terrace, Small Drawing Room, Main Smoking Room, Small Smoking Room, Business Rooms and Billiards Room**  
Smart-casual clothing is permissible.\*

The only exceptions to the dress code are:

1. When taking breakfast in the Main Dining Room smart-casual clothing is permissible.\*
2. Throughout the Club on Saturdays, Sundays and Bank Holiday Mondays, smart casual clothing is permissible.\*
3. In the Summer months, the Club Secretary will give notice that Planters Orders are in place for the formal areas when a jacket may be removed provided a long-sleeved shirt and tie is worn.

\*Subject to these guidance notes on smart casual attire:

Tailored and buttoned long or short-sleeved open-neck shirts and tailored trousers including chinos. Long or short-sleeved pullovers are acceptable provided they are worn over a collared shirt. Roll-neck sweaters are also acceptable. Shirts must be tucked in at all times. Certain casual wear is not appropriate to be worn in the Club at any time including: jeans and any denim type material, t-shirts, shorts and leggings, training shoes, flip flops and similar footwear.

- (b) Planter's order, that is a tie with a long-sleeved, collared, shirt but no coat, is to be permitted when the weather is particularly warm. A notice will be placed on the Notice Board and on the web-site when Planter's Order is in force.
- F.6. Members are permitted to bring children over the age of eleven years to the Club and are expected to ensure that their dress and behaviour does not cause inconvenience to other Members.
- F.7. No Member or guest is allowed to bring a dog or other animal into the Club unless it is a registered guide-dog.
- F.8. No Member shall give any present, money or gratuity to any member of the staff of the Club, except by means of contribution to any Staff Fund sanctioned by the Committee.
- F.9. Any complaint respecting the quality of service of a meal shall be made in writing and signed by the Member complaining. If practicable, the complaint shall be brought before the Committee at their next meeting. The conduct of the Club staff shall not be made a matter of personal reprimand by a Member. Any inattention or improper behaviour on the part of a member of staff or any complaint respecting the domestic arrangements of the Club shall be reported to the Secretary by letter signed by the Member complaining. The Committee shall enquire into all complaints so made at their next meeting if practicable.
- F.10. Save for guests present at private functions permitted under By-law D.1 the names of all guests entertained in the Club, whether to a meal or not, together with the name of the Member or Associate Member entertaining them, must be entered in the guest book provided for that purpose in the Front Hall. Such guests, so long as they remain on the Club premises, must be accompanied by a Member and must comply in all respects with the Club's Rules and By-laws. Members and Associate Members are responsible for payment of meals and drinks consumed by their guests, who are not permitted to order, purchase or pay for meals or drinks consumed by themselves or others, save at a private function permitted under By-law D.1.
- F.11. Photography is forbidden in any part of the Club except at private functions or with the express permission of the Secretary.
- F.12. A photocopying service is provided for Members and Associate Members in the office subject to other demands and on payment of a small charge.
- F.13. Smoking and the use of Electronic Cigarettes is not permitted in any part of the Clubhouse premises, including bedrooms. Members, Associate Members and guests may smoke in the Courtyard, where receptacles are provided.

## **G. ASSOCIATE MEMBERS**

- G.1. Application forms for Associate Membership shall contain the following information: name and address and relationship to Member or deceased Member by which qualification for Associate Membership is attained and the name of the proposer, who shall sign the form.
- G.2. The annual subscription payable by Associate Members shall be payable on election and on each subsequent 1st January. No entrance fee shall be payable. The annual

subscription shall be determined from time to time by the Committee.

- G.3. Associate Members may entertain guests, who may be taken into any of the public rooms.
- G.4. All By-laws shall, unless otherwise stated or the context forbids, apply to Associate Members as well as to Members of the Club.

#### **H. INTERPRETATION**

- H.1. Any question as to the interpretation or administration of these By-laws shall be decided by the Committee, which decision shall be final. Any alteration therein shall be notified to Members by means of a notice placed on the Club notice board.