

THE CONSTITUTION & RULES

OF



THE BRITISH CLUB
BANGKOK

March 2017

THE CONSTITUTION & RULES

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THE CONSTITUTION & RULES

NAMES AND ADDRESS

1. The name of the Association is THE BRITISH CLUB located at 189 Surawong Road, Kwaeng Bangrak, Khet Bangrak, Bangkok Metropolis (hereinafter referred to as the "British Club" or "The Club").

OWNERSHIP

2. The Club is owned by its Ordinary and Country Members for the benefit of all in the British community in Thailand, present and future, who are Ordinary or Country Members of the Club or who being qualified and accepted under these Rules, may become Ordinary or Country Members.

OBJECT

3. The object of the Club is to provide a social meeting place, and games and entertainment, for its Members, on a non-profit basis. The Club shall not engage in any form of political activity.

ELIGIBILITY OF MEMBERSHIP

4. Membership of the Club shall be opened to citizens over the age of 21 of the United Kingdom, Australia, Canada and New Zealand, residing in Thailand. No person shall be eligible for Membership, other than as an Honorary or Associate Member, who does not confirm to this Rule.

PROPERTY

5. The control, care and maintenance of the Club's property is vested in, and is the responsibility of the General Committee but no part of the Club's real property shall be sold, or otherwise disposed of, without the prior sanction of a Special Resolution as provided in Rule 22.

MEMBERSHIP

6. Members shall consist of:-

- a) Ordinary Members
- b) Country Members
- c) Honorary Members
- d) Non-Voting Members
- e) Associate Members
- f) Temporary Members
- g) Absent Members

MANAGEMENT

7. The Club is under the control of its Ordinary and Country Members, who shall, before the end of March each year, elect by ballot at the Annual General Meeting a General Committee of not less than eight and not more than ten from amongst the Ordinary Members to manage the property and affairs of the Club.

8. Only those who have been Ordinary Members for at least six months, and are present at the Annual General Meeting (or have given their consent in writing), may be proposed for election to the General Committee. No member may serve more than five consecutive terms without standing down for one term and shall not be eligible for co-option during that period. This rule may be suspended by

the Annual General Meeting should its enactment prevent the constitutional election of a minimum of eight members to the General Committee for that year.

9. The General Committee shall elect its own Chairman from amongst its Members and is empowered to fill any vacancies arising during the year from Ordinary Members who have been Members for at least six months. The Chairman so elected shall have the signing authority to sign to bind the Club.

10. The retiring General Committee shall hand over the Management of the Club to the newly elected General Committee on or before the first day of April in every year. The new General Committee shall assume powers and responsibilities upon being elected.

11. The General Committee shall meet at least once in every month for the transaction of current business. A quorum shall comprise a simple majority of General Committee Members in office at the time. In the case of an equality of votes, the Chairman shall have a second or casting vote.

12. Any Member of the General Committee who does not attend the monthly GC meeting for three consecutive months shall be deemed to have vacated the appointment as a Member of the General Committee.

13. The General Committee is empowered to appoint Sub-committees to deal with such matters connected with the Club as may be entrusted to them. At least one Member of each Sub-committee shall be a Member of the General Committee.

14. The Club's accounts shall be kept with such Bank or Banks as the General Committee may determine. All cheques drawn on Club accounts shall be signed as the General Committee may decide.

15. The General Committee shall submit a report of the Affairs, Income and Expenditure Account and Balance Sheet as at the 30th of November every year to an Annual General Meeting. The accounts shall be duly audited by a professional auditor appointed at the Annual General Meeting and mailed to Ordinary and Country Members at least 21 days before the Annual General Meeting. Members may inspect un-audited monthly accounts upon application to the Treasurer.

16. (a) The limits of financial approval delegated to the Committee and Senior Management shall be approved at least annually by the Members at a General Meeting.

(b) All capital expenditure contracts entered into by the Club over 500,000 Baht (in estimated value) shall result from a fair, transparent and competitive tender with a minimum of three companies wherever possible.

(c) If the above conditions cannot be met, the General Committee must record in the minutes the reasons for an exception being made and notify members accordingly by posting on the notice board.

(d) A list will be held in the office of all capital expenditure contracts awarded by the Club, which shall be open to inspection upon request by any member.

17. The General Committee is empowered to frame Rules for the purposes of the Club, the conduct of Members, the manner of convening and holding Annual and Extraordinary General Meetings and the submission of the accounts of the Club. Such Rules shall be announced to be effective after they have been passed at a resolution of General Meeting or an Extraordinary General Meeting under Rules 21 and 22 and registered with the Registrar Office where the principal office of the Club is situated within 14 days from the date of the resolution.

18. The General Committee shall have the power to make Bylaws consistent with these Rules. Such new By-laws or alterations to existing By-laws shall be communicated to members and posted on the clubhouse notice board for a period of one month ahead of coming into force.

19. The General Committee may raise overdrafts in Thai Baht to cover cash flow requirements for normal operations to a limit not exceeding one month's average expenditure in the current annual budget without reference to the Membership. Other loans or overdrafts must be subject to prior approval by Members in a General Meeting.

RULES AND BYLAWS

20. A copy of the Constitution, Rules and Bylaws of the Club shall be kept at all times in the Office of the Club for inspection by Members.

21. The Rules of the Club shall not be altered except at a General Meeting or an Extraordinary General Meeting convened specially for the purpose by the General Committee or on written request of any seven Members as provided in Rule 25. The convening notice shall specify the proposed alteration or alterations.

22. No alterations shall be made to Rules 1 to 6, or any other Rules of a kind which affects the application or meaning of Rules 1 to 6, and no new Rule shall be made with such affect, except by Special Resolution as defined in Rule 26.

GENERAL MEETING

23. There shall be an Annual General Meeting before the end of March for the purpose of considering the report of the affairs of the Club, the accounts, the appointment of auditors, discussion of all matters connected with its management and electing a General Committee. In balloting for the General Committee a ballot paper is only acceptable if it contains a list of not less than eight names and not more than ten and is unsigned.

24. The Annual General Meeting shall be convened by notice sent by post or by hand to each Ordinary and Country Members at least 21 clear days before the date fixed for the Meeting. The notice must specify the place, the day and the hour of the meeting as well as the proposed agenda and relevant details and documents shall also be sent with the notice.

25. The General Committee may at any time on their own authority call an Extraordinary General Meeting. Furthermore upon receipt of a written requisition from at least twenty Ordinary and/or Country Members they shall, within 7 days of receipt of such a requisition, issue notices convening the requested meeting which must be held within a period of 30 days from receipt of the original requisition. All Extraordinary General Meetings will be called by notice sent to each Ordinary and Country Member by post or by hand at least 21 clear days before the date fixed for the Meeting, specifying the place, the day and the hour of the meeting as well as the proposed Agenda. Relevant details and documents shall also be sent with the notice.

26. Not less than thirty Ordinary and/or Country Members shall be necessary to form a quorum at any General or Extraordinary General Meeting. A Special Resolution, as required in Rule 22, shall be passed at an Annual General Meeting, or at an Extraordinary General Meeting as defined in Rule 25 by a simple majority

vote and subsequently confirmed by a two-thirds majority of those present at a further Extraordinary General Meeting to be held not less than one month after the date of the first Meeting.

27. If the prescribed quorum of Members is not present within half an hour of the time at which a General Meeting has been scheduled, the Meeting shall stand adjourned to meet again at the same time and place seven days later and no further Notice convening the subsequent Meeting shall be necessary. The necessary quorum at any such subsequent Meeting shall be twenty Ordinary and/or Country Members.

28. Only Ordinary and Country Members may attend or vote, either in person or by proxy, at General Meeting.

(a) An Ordinary or Country Member who is not attending the General Meeting may cast his/her vote by proxy, completed in the form provided by the Club with notice of the meeting. Such proxies shall nominate the holder and should be signed and dated by the donor. Such a proxy may:

(i) Direct the proxy holder as to the vote required by the donor ("directed proxy"); or

(ii) Grant discretion to the proxy holder to votes as he/she sees fit ("discretionary proxy").

(b) Proxies for meetings where more than one motion is on the Agenda shall either direct the vote in respect of all motions or shall grant discretion in respect of all motions, but shall not provide discretion for some motions and direct the vote for others.

(c) No Ordinary or Country Member, except as provided below, may carry more than one proxy at any one meeting.

(d) Directed proxies shall be granted in favour of the Chairman of the meeting and must be lodged at the Club no later than 9.00 a.m. on the morning of the meeting. Such directed proxies shall be handed by the Chairman, prior to the commencement of the meeting, to the scrutineers who shall tally the votes.

(e) Discretionary proxies must be registered with the scrutineers prior to the commencement of the meeting.

(f) Amendments which substantively change the purpose or result of any motion shall be deemed to be voted against by the directed proxies. Amendments which do not substantively change the purpose or result of the motion shall be voted in the manner indicated on the directed proxy. The determination as to whether an amendment is substantive shall be at the discretion of the Chairman of the meeting. The voting of discretionary proxies on amendments shall be at the discretion of the proxy holder.

(g) Representation by proxy shall not count for the purpose of a quorum.

(h) A proxy may vote in the ballot for General Committee in the same way as their main proxy votes by granting discretion to the proxy holder to vote as she/he thinks fit from the full list of candidates including those nominated from the floor of the AGM.

29. An Ordinary or Country Member may nominate his/her spouse to attend General meetings and vote on his/her behalf. The Ordinary or Country Member must be paying subscriptions at the rate applicable to Family Membership and the spouse must be eligible for Ordinary or Country Membership in his/her own right. Applications must be made for each General meeting using an official application form which must be registered with the Club at least 24 hours in advance of the meeting.

ELECTION OF MEMBERS

30. Election of Members, except Temporary Members, shall be by ballot of the General Committee. Two unfavourable votes shall exclude in all cases.

31. Each candidate for election must be nominated by two Ordinary or Country Members who have been Members for a period of at least 6 months. Applicants shall be furnished with a copy of the Rules and required to complete an application form, which must be signed by their proposer and seconder.

32. At the time of submitting the application form, candidates for Ordinary, Country or Non-Voting membership will be required to pay the entrance fee, deposit and one month's subscription. The candidate will also be required to complete a Direct Debit form covering payment of all monthly accounts. Any exception from using Direct Debit must be authorized by the General Committee. On receipt of these a Club Number will be allocated, which must be used when signing Club bills

33. A candidate approved by the General Committee under the provision of Rules 30, 31 and 32 shall become a full Member in the category applied for and shall be notified immediately by the Club of such status.

34. If a candidate is not elected under Rule 31 the candidate and the proposer will be notified by the Club and monies returned less any unsettled Club bills and subscriptions covering the period of candidature. No candidate who on ballot has not been elected shall be again proposed as a Member, or a Temporary Member, until after a lapse of twelve months from the date of the ballot, and furthermore shall not be introduced to the Club as a guest during that period.

ORDINARY MEMBERS

35. (a) Ordinary Member shall mean any person who conforms to the requirements of Rule 4 and has been elected in accordance with the Rules.

(b) On application to the General Committee applicants for membership who are under the age of 30 on the date of receipt of their application will pay entrance fees at 50% of the normal rate. Monthly subscriptions will also be payable at 50% of the normal applicable rate until such members reach their 30th birthday after which normal subscription rates will apply.

COUNTRY MEMBERS

36. Any person qualified for Ordinary Membership whose normal residence is outside a radius of eighty kilometres from the Club may be proposed to the General Committee for Membership as a Country Member.

37. An Ordinary Member who subsequently transfers his normal residence in Thailand to a place outside a radius of eighty kilometres from the Club shall, on the first day of the month following the month in which the Member notifies the General Committee of such change, automatically become a Country Member, but no refund shall be made of any part of the entrance fee already paid.

38. A Country Member shall automatically become an Ordinary Member on transfer to a residence within a radius of eighty kilometres from the Club, unless the Club is notified in writing within one month of transfer that the Member resigns. Upon transfer, the Member shall be liable to pay the appropriate monthly subscription for an Ordinary Member from the first day of the month following the transfer. Should a transferring Member joined the Club as a Country Member then, upon first transfer, he/she shall be liable for payment of the balance

between a Country Member's entrance fee and an Ordinary Member's entrance fee based upon rates prevailing at the time of transfer.

39. A Country Member or any of the Member's family (as defined in Rule 58) visiting and staying in a residence within a radius of eighty kilometres from the Club for more than thirty continuous days in a calendar year shall pay a monthly subscription on the same basis as an Ordinary Member for each month, or part thereof while staying in Bangkok commencing with the month after the month of arrival in Bangkok. Any dispute as to whether a Member's status is "Ordinary" or "Country" shall be decided by the General Committee.

HONORARY MEMBERS

40. Honorary Membership may, at the discretion of the General Committee, be granted to persons who, in the opinion of the General Committee, have either:

- (a) Rendered valuable services to British interests and/or the British Club, or,
- (b) Maintained close connections with British interests and/or the British Club, or
- (c) Are such other persons who are citizens of the United Kingdom, Australia, New Zealand or Canada, as the General Committee may deem suitable of the privilege.

Honorary Membership shall be awarded for life, or until resignation except that the GC may deem to award such membership to:

- (i) Ambassadors of the core nationalities or other official emissaries, for the duration of their term of office in Thailand.
- (ii) Individuals whose skills have led to national/international recognition in their field and whose skills, in the opinion of the General Committee, will significantly benefit the Club. Such membership will be awarded for a fixed term to be determined by the General Committee.

Any member awarded honorary membership, who has been a member of the Club for 20 years or longer, shall retain their original membership rights

NON-VOTING MEMBERS

41. Any person qualified for Ordinary Membership may be proposed to the General Committee for Membership as a Non-Voting Member. Non-Voting Members shall upon election by the General Committee be entitled to all the privileges of Ordinary Members except attending General Meetings, voting, nominating and seconding candidates for Membership, going absent, or holding office on the General Committee.

42. There are two types of Non-Voting Membership: one that pays the Entrance fee over a 12 month period (set out in rule 43) and one that is an Annual membership with renewable and conversion capabilities (set out in rule 44).

43. (a) A Non-Voting Member shall pay the same deposit as an Ordinary Member and a combined entrance fee and monthly subscription for a maximum of 12 months

(b) On application to the General Committee the entrance fees and monthly subscriptions will be reduced by 50% for all applicants who are under the age of 30 on the date of receipt of the application. If such members reach their 30th birthday during this period then the entrance fees and monthly subscriptions will be increased to reflect normal subscription rates now due.

(c) A Non-Voting Member who has completed the payments of entrance fees and subscriptions as set out in Rule 42 will automatically become an Ordinary Member

and will thereafter be required to pay only the Ordinary Member monthly subscription.

44 (a) Applicants for Non-Voting Membership may instead hold an Annual Membership, paying a fixed entrance fee for a Membership of one year and monthly subscription for a maximum of 12 months.

(b) The Non-Voting Annual Membership may be renewed at the end of each year upon payment of a renewal fee without undergoing the election procedure in Rules 30 to 34. The renewal fee shall be equal to the original Annual Membership joining fee paid reflecting additionally any change in status.

(c) On application to the General Committee the entrance fee and monthly subscriptions will be reduced by 50% for all applicants who are under the age of 30 on the date of receipt of the application. If such members reach their 30th birthday during this period then the entrance fees and monthly subscriptions will be increased to reflect normal subscription rates now due.

(d) The General Committee is empowered to limit the number of Non-Voting Annual Memberships available each year as it so wishes.

(e) At end of any year if the Non-Voting Annual Member wishes to convert to Ordinary Membership this can be done by payment of the outstanding fee as laid down in the Annual Membership conversion chart and automatically becomes an Ordinary Member when the outstanding fee is zero.

ASSOCIATE MEMBERS

45. Associate Membership may be offered to persons residing in Thailand who, in the opinion of the General Committee, will actively contribute to the objects of the Club and its Membership.

46. Associate Membership will be limited to Forty-Eight percent of the total Membership of the Club (excluding Absent Members). No more than one third of Associate Members may be of any one nationality. Temporary exceptions to these provisions are permitted under Rules 55(a)(ii), 58(b)(ii), 59(c)(ii), 59(d)(iii) and 62(b)(ii).

47. Associate Members shall be entitled to all the privileges of Ordinary Members except:

- (a) Voting or nominating or seconding candidates for Membership.
- (b) Holding office on the General Committee.
- (c) Attending General Club Meetings.
- (d) Transferring Membership to the Spouse.

48. (a) At the time of submitting an application form, Associate Members will pay the same entrance fees, monthly subscriptions and deposit as persons eligible for equivalent Membership categories and will be required to complete a bankers order covering monthly subscriptions. On receipt of these a Club number will be allocated which must be used when signing Club bills.

(b) However, applicants joining a waiting list will not be required to make any payments and will not be allocated a Club number until there is a vacancy in the category for which they have applied.

(c) Following approval of the General Committee applicants for membership who are under the age of 30 on the date of receipt of their application will pay entrance fees at 50% of the normal rate. Monthly subscriptions will also be payable at 50% of the normal applicable rate until such members reach their 30th birthday after which normal subscription rates will apply.

49. (a) Applicants for Associate Membership may choose to pay their entrance fee over a period of twelve months. As such they shall pay the same deposit as an

Associate Member and fees as set out in Rule 42. Such Members shall be designated as Associate Member (NV) and as such may not go absent from the club.

(b) Upon completion of fees and subscriptions as laid out in Rule 49 (a) they will automatically become an Associate Member and will thereafter be required to pay only the Associate Member monthly subscription.

(c) Applicants for Associate Membership may instead hold an Annual Membership, paying affixed entrance fee for a Membership of one year and monthly subscription for a maximum of 12 months.

(d) The Associate Annual Membership may be renewed at the end of each year upon payment of a renewal fee without undergoing the election procedure in Rules 30 to 34. The renewal fee shall be equal to the original Annual Membership joining fee paid reflecting additionally any change in status.

(e) The General Committee is empowered to limit the number of Associate Annual Memberships available each year as it so wishes.

(f) At end of any year if the Associate Annual Member wishes to convert to Associate Membership this can be done by payment of the outstanding fee as laid down in the Annual Membership conversion chart and automatically becomes an Associate Member when the outstanding fee is zero.

(g) On application to the General Committee the entrance fee and monthly subscriptions will be reduced by 50% for all applicants who are under the age of 30 on the date of receipt of the application. If such members reach their 30th birthday during this period then the entrance fees and monthly subscriptions will be increased to reflect normal subscription rates now due.

TEMPORARY MEMBERS

50. Any person over the age of 21 not ordinarily resident in Thailand may become a Temporary Member for a period not normally exceeding three months in any twelve consecutive months on the nomination of one Ordinary or Country Member. Temporary Members pay a rate according to the Club scale of fees based on their length of stay.

51. The Club shall maintain a list of overseas Clubs with which the General Committee has established reciprocal Membership arrangements. Members of these 'reciprocal' Clubs, if not resident in Thailand, may use the Club as Temporary Members for a maximum of 30 days in any twelve consecutive month's period on production of an official letter of introduction from their home club without payment of a subscription charge. A list of current reciprocal clubs will be posted on the Club notice board.

52. Temporary Members shall be entitled to all the privileges of other Members, except attending General Meetings, voting, nominating or seconding candidates for membership, or holding Office. Temporary Members may introduce guests into the Club under Rule 65.

53. The General Committee may at its discretion offer complimentary Temporary Membership to workers of voluntary organizations who are eligible for Ordinary Membership of the Club. Such concessions shall be renewable on quarterly application.

ABSENT MEMBERS

54. Any Ordinary, Associate or Country Member leaving Thailand may notify the Club in writing in advance of departure and be placed on the Absent Members list on payment of a non-refundable Absent Member Fee. The Member shall be entitled to a refund of his/her deposit after paying all dues and no further

subscriptions shall be payable after departure. The Absent Member fee is payable only on the first occasion that a Member goes absent. Any subsequent application to be placed once again on the Absent Members list will be permitted without attracting a charge.

55. Absent Members returning to Thailand may use the Club under one of the three following circumstances;

(a) (i) Those former Ordinary, Associate or Country Members on the Absent Member list returning to reside in Thailand who wish to use the Club are required to rejoin as Ordinary, Associate or Country Members. To do this, they notify the Club in writing, pay a deposit at the current rate and recommence paying subscriptions from the date of application for reinstatement. Such applications are subject to Rule 30. If the former member has not re-joined the Club after three months of residing in Thailand then in accordance with Rule 56 their name shall be removed from the Absent Members List.

(ii) In the event there is a waiting list for the particular category for which this Membership is applied, the applicant may rejoin the club immediately, creating an exception to Rule 46 which shall be redressed with the next resignation in that category or by an appropriate increase in total Membership numbers".

(b) Absent Members returning to Thailand as non-residents are not required to rejoin the Club. However, should they wish to use the Club as an Absent Member they must pay the current monthly subscription starting from the first day they attend at the Club and settle accounts in accord with Club Bylaws. Subscriptions will be charged on a calendar month basis up to a maximum of 3 continuous months after which time such Members will be deemed to be residents in Thailand and may only continue to use the Club if they rejoin as full Members as outlined in subparagraph (a) above.

(c) Absent Members may choose to visit the Club as Temporary Members and be subjected to relevant Rules and bylaws regarding Temporary Membership.

56. No members may be placed on the Absent Members list while any of the Member's family (as defined in Rule 59) remains in Thailand.

SENIOR MEMBERS

57. Members of the club who have reached the age of 60, and have been paying subscriptions for a minimum period of ten years, shall pay subscriptions at 50 per cent of the applicable monthly rate. Any member of the club who have been a member for fifty years shall be exempt from the payment of subscriptions.

TRANSFER OF MEMBERSHIP

58. (a) An Ordinary or Country Member may transfer his/her Membership to his/her spouse on application to, and approval by, the General Committee and payment of the fee laid down in the scale of fees. The Ordinary or Country Members must be paying subscriptions at the rate applicable to Family Membership, and the spouse must be eligible for Ordinary or Country Membership in his/her own right.

(b)(i) In the event of the death of the principal cardholder, the bereaved spouse may apply for the Membership to be transferred to his/her own name as an individual, provided it is requested within a period of 12 months. The applicant can only apply to transfer the Membership to that which he/she is eligible for in his/her right.

(ii) In the event there is a waiting list for the particular category for which Membership transfer is applied, the bereaved spouse may transfer Membership immediately, creating an exception to Rule 46 which shall be redressed with the

next resignation in that category or by an appropriate increase in total Membership numbers.

MEMBER'S FAMILIES & STAFF

59. (a) Definitions:

(i) Single membership of the club relates to the joining of an individual, and limits use of the Club facilities to the member only and any guests introduced to the club under Rule 65.

(ii) Family membership of the club relates to the joining of an individual but extends the use of the Club facilities to his/her spouse and/or their children under 21 years of age as well as any guests introduced to the club under Rule 65. For the purposes of this Constitution, the term "spouse", wherever used, shall mean the member's married, or acknowledged common law, partner.

(b) Visiting Family

Members with parents, siblings or children over 21 years of age, normally resident outside of Thailand, visiting Thailand on holiday may introduce such relatives to the club free of charge for a maximum of thirty days in any one calendar year. During this period a temporary membership card shall be issued and all payments shall be charged to the member's account. The member shall be responsible for the observance, by their relatives, of the Rules and Bylaws of the Club.

(c) Retired parents

(i) On application to the General Committee the entrance fee will be reduced by 50% for all applicants, previously resident outside of Thailand, who are retired parents (aged 60 years or over) of a member who has been an Ordinary, Country or Associate Member for a minimum of ten years.

(ii) In the event there is a waiting list for the particular category for which Membership is applied, the applicant may join Membership immediately, creating an exception to Rule 46 which shall be redressed with the next resignation in that category or by an appropriate increase in total Membership numbers

(d) Divorce & Separation

(i) If a member and spouse divorce or separate, having previously joined as two single members, then both the member and spouse shall retain their single Memberships.

(ii) In the event of divorce, where only one entry fee was paid upon joining, the divorced spouse, if they wish to retain membership, must apply in his or her own right and pay the applicable joining fee.

(iii) In the event there is a waiting list for the particular category for which Membership is applied, the divorced spouse may join immediately, creating an exception to Rule 46 which shall be redressed with the next resignation in that category or by an appropriate increase in total Membership numbers.

(e) Members' Staff

(i) Secondary carers (maids, nannies, nurses, au pairs, child carers etc.) are permitted into the club to help care for a child, children, the elderly or disabled, only when the member is present and are not allowed to use the leisure or sporting facilities.

(ii) Member's Drivers are only permitted in the club when the member is present unless it has been pre-arranged that they are delivering or collecting on the member's behalf. Drivers must either stay with the Vehicle or in the Drivers' Room provided. In addition, members must pre-register their drivers (as laid down in the Club's Bylaws) at which time they will be issued with an identity card allowing them access to the Club at the designated times.

ENTRANCE FEES, DEPOSITS, SUBSCRIPTIONS AND PAYMENTS

60. Payment of entrance fees, deposits, subscriptions and all other charges incurred by Members shall be by means laid down in the Bylaws.

61. Entrance fees, deposits, subscriptions, annual contribution towards staff bonus and gratuities shall be payable in accordance with the scale agreed by the Members in a General Meeting of the Club and published on the Club's notice-board, a copy of which is attached to this Constitution. The General Committee may however increase subscriptions on an annual basis at the beginning of each calendar year by no more than the annual rate of inflation in Thailand at the end of the financial year (as published by the Bank of Thailand using year-on-year figures) without seeking the approval of Members at a General Meeting. Year on year inflation is defined as the actual CPI increase for Thailand 1st December to 30th November. Only deposits will be refunded upon the resignation of a Member provided that all outstanding bills have been settled, except that a portion of the entrance fee may be refunded, at the absolute discretion of the Committee, to an Ordinary, Country or Associate Member who resigns from the Club in consequence of their leaving Thailand permanently.

62. (a) The children of all Ordinary, Country, Honorary and Associate Members wishing to use the Club facilities shall, upon reaching the age of 21 years, apply for Membership in their own right.

(b) If this application is made within 12 months of the applicants 21st birthday and Members has paid subscriptions at rate applicable to Family Membership for a minimum of 5 years then:

(i) The applicants shall, if elected, pay an entrance fee at a rate equivalent to 25% of the applicable full rate.

(ii) In the event there is a waiting list for the particular category for which this Membership is applied, applicants may join the Club immediately subject to Rules 30, 31 and 32 creating an exception to Rule 46 which shall be redressed with the next resignation in the category or by an appropriate increase in total Membership Members.

(c) In the event that a child upon reaching the age of 21 remains overseas in Higher Education or extended Travel/Holiday, then application may be made to defer joining until the child returns to Thailand without loss of the concession outlined in Rule 62(b). However this privilege shall be withdrawn upon the child reaching the age of 25.

63. No entrance fee or subscription shall be payable by Honorary Members nor is a deposit required. No existing member who subsequently becomes an Honorary Member shall be entitled to a refund of his/her entrance fee.

RATES OF MEMBERS' FEES

64. The rates of members' fees are as provided in Annex A attached here.

GUESTS

65. (a) All Members (except Absent members), and spouses thereof, shall be entitled to introduce guests into the Club providing such introduction does not interfere with the convenience of Members and according to the following conditions:

(i) Members may introduce guests to any of the Club's F&B facilities. However, on weekends and on public holidays, prior management approval is required for guest use of the Poolside Salas and Swimming Pools.

- (ii) Guests may not use the Fitness Centre or play squash or tennis more than one day in any calendar month irrespective of being signed-in by different members. Such use shall be subject to a non-member fee.
 - (iii) All guests who enter the Club must be registered as laid down in the By-laws.
 - (iv) Not more than three guests may be introduced by any one Member or spouse on the same day without the prior approval of the General Committee or the Club Management.
 - (v) Such guests may not remain at the Club after the Member by whom they were introduced has left. This shall not apply to a properly booked function where the Guests may remain in the Function Room only until the close of the function.
- (b) The Management and/or the General Committee reserve the right to limit guest usage at busy periods and the General Committee may, if they deem it in the interest of the Club, curtail or suspend privileges granted to guests through the Bylaws, or by notification in a Club circular.
- (c) The Management and/or the General Committee reserve the right to refuse further club use to any guest resident or working in Thailand who, in the opinion of Management and/or the General Committee, are deemed to be making regular use of the club's facilities when a membership option is open to them.
- (d) Members shall be responsible for the observance, by their guests, of the Rules and Bylaws of the Club.
- (e) No person who has been expelled or suspended from the Club or who has their application for Membership disallowed may be introduced to the Club as a guest.

CLUB SPORTS TEAM REPRESENTATION

66. A section which fields a representative Club Team may enlist a number of non-members to play for the Section at venues away from the Club premises, subject to the Section rules as laid out in the Club's Bylaws.
- (a) Non-members who play for the field sports sections (off-site) may in addition to the above, practice on Club premises in accordance with the Section rules.
 - (b) The number of Non-Members shall be limited as specified in the Section Rules.
 - (c) A Non-Member shall not act as officer of a Section
 - (d) The elected Chairman of the relevant Sports Section shall be responsible for the observance, by the Non-Member players, of the Rules and Bylaws of the Club.

LOYAL SOCIETIES

67. The Club recognises the historic link between itself and the four Loyal Societies (namely The Bangkok St. Andrew's Society, The St David's Society in Bangkok, The Bangkok Society of St. George and The St. Patrick's Society Bangkok) and agrees that these Societies shall be part of the fabric of the Club for as long as each Society uses the Club. This shall include the display of their honours boards and memorabilia at the Club and other privileges as the bylaws shall describe

68. (a) The General Committee is authorised to offer a Personal Guest Annual Membership to the Chieftain of The Bangkok St. Andrew's Society, the Bard of The St David's Society in Bangkok and the Presidents of The Bangkok Society of St. George and The St. Patrick's Society Bangkok for any period where the said officer is not a Club member. This Personal Guest Membership shall run for their period of office.
- (b) The Personal Guest Membership shall be for the named person only for conducting Loyal Society business and their own recreation. Upon application this

can be upgraded to a Single or Family Guest Membership upon payment of the monthly subscriptions of the Club for use of the Club for his/her family as defined in Rule 59 (a) and any guests introduced to the Club under Rule 65. Such applications shall be subject to the Club's normal membership acceptance procedures.

(c) With all of these Guest Memberships no other membership rights are conferred.

(d) Such Guest Memberships shall be designated as Non-Voting or Associate (N/V) memberships as determined by the nationality of the post holder.

ASSOCIATED GROUPS

69. A member (other than absent or temporary) may introduce a Community Group to the Club, containing both Members and non-Members, who may, on occasion, use the Club's facilities for their meetings and functions providing that:

- a) such functions do not interfere with the convenience of Members
- b) the General Committee is satisfied that their use of the club shall contribute to the diversity and nature of the Club and either provide a benefit to members or be considered a service to the community. Organisations representing the core member countries (Britain, Australia, New Zealand and Canada) should be of prime consideration.
- c) A designated Representative of the Group, who is also a British Club member, shall be responsible for the observance, by their members, of the Rules and Bylaws of the Club and liable for any payments outstanding.
- d) A list of all Associated Groups, and their proposers, who have been approved by the General Committee, shall be displayed on the Club Notice Board. The list will be reviewed and endorsed by the General Committee on an annual basis at the beginning of each Committee year.

The General Committee may suspend or permanently remove use of the club for any Associated Group that breaches the rules.

DRESS CODE

70. (a) It is expected that all persons will be appropriately dressed whilst on the Club premises and the following dress codes shall apply at the times stated.

(b) In the Churchill Bar & The Verandah for adults:

(i) Prior to 6pm: the dress code shall be Smart Casual attire.

(ii) After 6pm: the dress code shall be Smart or Formal attire.

(c) For Club Functions such as 'Wine Tasting' and 'New Members Nights' only Formal or Smart attire is acceptable unless otherwise stated.

(d) On the various sports courts, Sportswear appropriate to the sport must be worn subject additionally to any dress code defined by individual sports sections in the By-Laws.

(e) The decision of what is appropriate wear shall be left with the General Manager, Operations Manager or the Duty Manager.

(f) All definitions of Smart Casual, Smart and Formal are in Annex B, a copy of which is attached to this Constitution.

REGISTER OF INTERESTS

71. A register, open to inspection at any time, of all contracts and work (whether paid or 'pro bono') undertaken by members or by companies in which members have a significant interest must be kept in the office of the Club at all times and a separate report on these Related party Transactions be circulated with the accounts and presented to the AGM each year.

CONCLUSION OF MEMBERSHIP

72. Membership of the Club shall be concluded due to the following reasons:

- (i) Resignation;
- (ii) Death;
- (iii) Completion of membership term; and
- (iv) Termination of membership

INFRACTION OF RULES

73. There are occasions when behaviour of members and/or staff can be inconducive to the well-being of the Club. The General Committee shall treat all complaints with seriousness and is empowered as follows:

- (a) To establish a disciplinary procedure within the bylaws.
- (b) To temporarily suspend a member immediately after any incident, prior to any investigation, if there is deemed any risk to members or staff.
- (c) Upon resolution of the disciplinary procedure, to suspend a member for a period of up to six months.
- (d) Upon resolution of the disciplinary procedure, to ask a member to resign and if not resigning within seven days, an Extraordinary General Meeting of the Club under rule 25 shall be called to expel the member. A ballot of two-thirds of those present at the Meeting shall be required to expel a member.
- (e) Any member under suspension may not use the Club but shall continue to be liable to pay monthly subscriptions and settle outstanding bills in accordance with Rule 60 during the entire period of his/her suspension. This rule and procedure will apply to all members and their families (as defined in Rule 59).

74. (a) If a Member's account to the Club is two weeks in arrears, the Club shall inform the Member by registered post or by hand, to the current address in the Club's records, requesting such Member to pay the indebtedness within 14 days. In the event of default, the General Committee shall be empowered to cause the name of such Member to be posted on the Club's notice-board. While posted for non payment of indebtedness, neither the Member nor the Member's family (as defined in Rule 59) may use the Club. If the debt remains unsettled for fourteen days after posted on the Club's notice-board, the Member's membership of the Club shall cease. All members who are terminated from membership shall be regarded as persona non grata under rule 75.

- (b) The General Committee is empowered to suspend a Member for frequently being in arrears and to demand an additional deposit, or to disallow credit, when considered necessary.
- (c) The General Committee may also levy a charge for dishonoured cheques and other outgoings and may also charge penalty fees for late payment, as the General Committee may decide.
- (d) No Member whose account is over two weeks in arrears may attend or vote at any Meeting of the Club.

PERSONA NON GRATA

75. (i) The General Committee reserves the right to define a non-member as 'persona non grata' in that they may not enter or use the Club under any circumstances until the ban is rescinded.

(ii) This ban can be imposed under rule 74 or for any act of physical or verbal abuse of staff or a member, a repeated abuse of Club bylaws or making regular use of the club's facilities through different members or multiple memberships of Loyal Societies or Associated Groups when a membership option is open to them.

ASSENT TO RULES

76. The payment of subscriptions for the use of the Club by a Member shall be taken as conclusive proof of assent to these Rules.

DISSOLUTION

77. The Club may be dissolved by resolution of an Extraordinary General Meeting called in accordance with the Rules. If the resolution is duly passed, the General Committee shall forthwith liquidate the affairs of the Club and dispose of the assets in accordance with the Thai Civil and Commercial Code.

March 2017 as reflecting changes approved by an Annual General Meeting on 21st March 2017.

ANNEX A

This is added to the Constitution by virtue of Rule 64.

SCALE OF FEES

Entrance Fees

Full Payment

Family over 30	91,200 Baht
Family under 30	45,600 Baht
Single over 30	72,000 Baht
Single under 30	36,000 Baht
Country Member	22,200 Baht

Instalment Payment 1 Year

{12 monthly instalments of}

(Non-Voting Members)

Family over 30	8,400 Baht
Family under 30	4,200 Baht
Single over 30	6,600 Baht
Single under 30	3,300 Baht

Annual Membership

Renewable annually

Family over 30	22,800 Baht
Family under 30	11,400 Baht
Single over 30	21,000 Baht
Single under 30	10,500 Baht

Initial Deposit

6,000 Baht

Monthly Subscription Charges

Family over 30	2,384 Baht
Family under 30	1,192 Baht
Single over 30	1,938 Baht
Single under 30	969 Baht
Country Member	720 Baht
Senior Family	1,192 Baht
Senior Single	969 Baht
Senior Country Member	360 Baht
Honorary	Nil

Absent Member Fee

4,000 Baht

Monthly Fitness Centre Subscriptions

Single	320 Baht
Family	470 Baht

Temporary Memberships

	<u>Single</u>	<u>Family</u>	<u>Absent</u>
Daily Rate	432 Baht	720 Baht	220 Baht
Weekly Rate	2,160 Baht	3,600 Baht	1,000 Baht
Monthly Rate	6,480 Baht	10,800 Baht	
Two Monthly Rate	11,520 Baht	17,280 Baht	
Three Monthly Rate	14,400 Baht	21,600 Baht	

N.B.

1. The above scale of charges are based on 7% VAT. Charges will automatically be adjusted to reflect any rate change.
2. A Service Charge of 10% is included in Club Food & Beverage Prices.
3. A 13th month subscription charge, primarily to cover the cost of staff bonuses and non-contract benefits, will, for the upcoming term, be levied in 9 equal monthly supplements to the regular monthly Subscription invoices, each equal to 1/9th part of the current rate of monthly subscription for the period April 1st, 2017 to December 31st, 2017, followed by 3 monthly supplements equivalent to 1/12th part of the then prevailing rate of Subscriptions for the period January 1st through March 31st 2018.

ANNEX B

This is added to the Constitution by virtue of Rule 70.

Definitions of the Dress Code in the Churchill Bar & The Verandah:

Prior to 6pm: Smart Casual

PERMITTED:

- GENTLEMEN: Smart Casual attire refers to trousers, smart jeans (not torn or frayed), tailored shorts, long/short sleeved shirts, polo shirts and round-neck T-shirts, stylish open or closed toe shoes/sandals, trainers. Care should be taken on the wordings displayed on T-shirts so as not to cause offence.
- LADIES: Smart Casual refers to the above plus smart separates, a dress or business attire.

NOT PERMITTED:

- Running shorts, singlets, sleeveless T-shirts, swimwear, sporting attire, tracksuits, Capri shorts, flip flops/slippers, baseball or other sports caps, bandanas and hats.

After 6pm: Smart or Formal attire:

PERMITTED:

- GENTLEMEN: Smart attire refers to smart polo/short/long sleeved shirts (with or without collar), long trousers or smart jeans (not torn or frayed) and closed toe shoes or trainers. Formal attire (usually worn for a function within the Club) refers to dinner jacket and trousers or national costume.
- LADIES: Smart attire refers to the above plus smart separates, dress or business attire and open-toed shoes are allowed. Formal attire refers to an elegant dress or national costume.

NOT PERMITTED:

- Any kind of shorts, singlets, swimwear, sporting attire, tracksuits, mini-skirts, hot pants, leggings, open toe shoes/sandals, flip flops/slippers, baseball or other sports caps, bandanas and hats