

RULES OF HAINAN BUSINESS CLUB

NAME & OBJECTS

1.1 The Club shall be called “Hainan Business Club” and the objects of the Club shall be to create, promote and provide business, social and recreational amenities and networking opportunities for its Members, both locally and internationally.

1.2 In furtherance of these objects, the Club may carry out activities that are recreational, sporting, social, educational, philanthropic or charitable in nature. The Club may also hire staff, engage independent contractors, rent premises, acquire its own immovable property and do all such other things as are incidental or necessary to the attainment of the above objects.

PLACE OF BUSINESS

2.1 The place of business of the Club shall be at “20 Maxwell Road, #08-01Q, Maxwell House, Singapore 069113” or such other place as may subsequently be decided upon by the Committee and approved by the Registrar of Societies.

RULES, THEIR INTERPRETATION AND AMENDMENT

Definitions

3.1 In these Rules unless there is something repugnant in the subject matter or context:-

“The Club” means “Hainan Business Club”.

“The Committee” means the Management Committee of the Club.

“The First Committee” means the inaugural Management Committee of the Club.

“Members” includes Honorary, Founder, Life, Ordinary, Associate and Corporate Members

“Voting Member” shall refer to a Life or Ordinary Member.

“Hainanese” shall refer to any person whose father and/or mother is a Hainanese.

“First Anniversary of the Club” means the day falling on the date that is one year from the date the Club is registered with the Registry of Societies.

The singular includes the plural and vice versa.

The masculine includes the feminine.

Interpretation

3.2 Any question or difference with reference to the meaning, interpretation or application of these Rules which are not specifically provided for hereunder, affecting the Club and/or any person or persons to whom these Rules apply, shall be determined by the Committee, whose decision shall be final, unless it is reversed by a simple majority of Voting Members present at a General Meeting.

3.3 If there is any inconsistency or contradiction between the English version of these Rules and the Chinese version thereof, the English version shall prevail.

Amendment

3.4 These Rules and any of them may from time to time be revoked, altered or added to by resolution passed at a General Meeting of the Club by two-third of the Voting Members present at the General Meeting, provided that notice of the proposed revocation, alteration or addition with adequate explanation thereof shall have been posted to the Members not less than twenty-one (21) days before the date of the General Meeting at which the revocation, alteration or addition is to be proposed. A Member wishing to propose any amendment to the revocation, alteration or addition shall give notice of such amendment to the Club not less than ten (10) days before the date of such General Meeting. The said General Meeting shall only consider the Rules to be revoked, altered or added as set out in the notice and any amendment of which notice shall have been given to the Club pursuant to the proviso. Such revocation, alteration or addition shall not become effective or come into force until approved by the Registrar of Societies.

MEMBERSHIP QUALIFICATION AND RIGHTS

4.1 There shall be the following classes of Members:- (a) Honorary; (b) Founder; (c) Life; (d) Ordinary; (e) Associate (Term membership) or Association (Life membership) and (f) Corporate provided always that no person shall be eligible to be a Life or Ordinary Member unless he or his spouse is a Hainanese and a Singapore Citizen or Permanent Resident of Singapore above 21 years of age.

Honorary Member

4.2 An Honorary Member shall be any person who shall have accepted an invitation from the Committee to be an Honorary Member of the Club. Honorary Members shall be exempt from the payment of any fees or subscriptions and shall have the same privileges and rights of membership except the right of voting at General Meetings of the Club, the right of election to the Committee and the right to participate in any distribution of the Club's assets.

Founder Member

4.3 A Founder Member shall be any person who shall have been elected, in accordance with the provisions of these Rules, a Life Member before the first Anniversary of the Club and who has donated a sum of S\$5,000.00 or more to the Club.

Life Member

4.4 A Life Member shall be any person who shall have been elected, in accordance with the provisions of these Rules, a Life Member of the Club.

Ordinary Member

4.5 An Ordinary Member shall be any person who shall have been elected, in accordance with the provisions of these Rules, an Ordinary Member of the Club.

Associate Member

4.6 An Associate Member shall be any person (a) who is the spouse or young adult children of an Honorary or a Life Member of the Club or (b) who shall have been elected, in accordance with the provisions of these Rules, an Associate Life Member or Associate Term Member of the Club. The spouse or young adult children of an Honorary or a Life Member of the Club shall automatically become an Associate Life Member without the payment of any fees or subscriptions. An Associate Member shall have the same privileges and rights of an Ordinary Member except the right of voting and participating at General Meetings of the Club, the right of election to the Committee and the right of participating in any distribution of the Club's assets.

For the purpose of this Rule, "young adult children" means the son and/or daughter of an Honorary or Life Member who is above 21 years old and below 35 years old.

Corporate Member

4.7 A Corporate Member shall be a company or firm which shall have been elected, in accordance with the provisions of these Rules, a Corporate Member of the Club provided always that no company or firm shall be eligible to be a Corporate Member unless it is controlled by a Hainanese who is the controlling owner or shareholder of the firm or company.

4.8 A Corporate Member shall be represented by a registered representative in all its dealings with the Club and the other members of the Club.

Rights and Privileges of Members

4.9 All Life and Ordinary Members shall have the right to election to the Committee but only Life Members and Ordinary Members who have been Members of the Club for more than three (3) months shall have the right to vote at General Meetings of the Club.

4.10 Save for the rights reserved in Rule 4.7 above, all Members shall have the rights and privileges to use and enjoy the Club premises, amenities and services.

Resignation of Members

4.11 Notwithstanding any provisions in these Rules, all Members shall be entitled to resign from the Club upon giving the Club his written notice of resignation. A person who has resigned his membership with the Club shall forfeit all the rights and privileges of a Member of the Club, but he or his estate shall continue to be liable for any obligations to the Club undertaken or incurred while such person was a Member.

APPLICATION FOR MEMBERSHIP

5.1 A candidate who wishes to apply for election to membership should submit his particulars to the Secretary on a prescribed application form containing his name and signature, office and private address, occupation, title, nationality, residential status and such further information as the Committee may from time to time require. The application form should be accompanied by a copy of the current Rules of the Club, with which the candidate shall be expected to familiarise himself.

5.2 Candidates for election to Life or Ordinary membership shall be proposed and seconded by Life or Ordinary Members. The name, occupation and nationality of a candidate seeking election shall be placed on the Club Notice Board for not less than one (1) week before the decision of the Committee pursuant to Rule 5.3.

5.3 The Committee will decide on the application of the candidate. The decision of the Committee shall be final.

5.4 A candidate for election shall be given written notification by the Secretary of the Committee's decision as to his application for membership. If the application for membership is successful, the candidate shall be called upon to make payment within two (2) weeks of being notified of a sum representing the appropriate fees. The Secretary shall, upon acknowledging receipt of such payment, notify the candidate that he is entitled to enjoy the rights and privileges of membership.

5.5 A candidate for election in respect of whom the Committee's decision has been unfavourable shall immediately cease to be a candidate and, except with the consent of the Committee, may not be proposed again for election within a period of one (1) year from the date of such unfavourable decision.

ENTRANCE FEES, SUBSCRIPTIONS AND OTHER DUES

6.1 Entrance fees for Life Members shall be S\$1,000.00 or such other amount as shall be determined by the General Meeting on recommendation from the Committee from time to time provided always that a Life Member who is also a Founder Member shall not be required to pay the Entrance fees of S\$1,000.00. Founder Members and Life Members shall not be required to pay any Annual subscriptions.

6.2 Entrance fees for Ordinary Members shall be S\$100.00. Ordinary Members shall be required to pay S\$50.00 as Annual subscriptions.

6.3 Entrance fees for Associate Members shall be S\$1000.00 for Associate Life Members and S\$100.00 for Associate Term Members. Associate Life Members shall not be required to pay any Annual subscriptions. Associate Term Members shall be required to pay S\$50.00 as Annual subscriptions.

6.4 Entrance fees for Corporate Members shall be S\$200.00. Corporate Members shall be required to pay S\$100.00 or such other sum as determined by the Committee as Annual subscriptions.

6.5 The Entrance fees and first Annual subscription, if applicable, shall be paid within two weeks of election to membership, in default of which membership may be cancelled by order of the Committee.

6.6 The Annual subscriptions are payable in advance within the first month of the year. If a Member falls into arrears with his subscription or other dues and fails to settle his arrears within three (3) months of their becoming due, he will automatically cease to be a Member of the Club and the Committee may take action against him to recover the debts.

SUPREME AUTHORITY AND GENERAL MEETINGS

7.1 The supreme authority of the Club is vested in a General Meeting of the members.

7.2 An Annual General Meeting shall be held in March every year. The following matters will be considered at the Annual General Meeting:

- a) The previous financial year's accounts and annual report of the Committee.
- b) Where applicable, the election of office bearers to the Committee and Honorary Auditors for the following term.

7.3 At other times, an Extraordinary General Meeting must be called by the President on the request in writing of not less than 25% of the total voting membership or one hundred (100) voting members, whichever is the lesser, and may be called at anytime by order of the Committee. The notice in writing shall be given to the Secretary setting forth the business that is to be transacted. The Extraordinary General Meeting shall be convened within two (2) months from receiving this request to convene the Extraordinary General Meeting.

7.4 If the Committee does not within two (2) months after the date of the receipt of the written request proceed to convene an Extraordinary General Meeting, the members who requested for the Extraordinary General Meeting shall convene the Extraordinary General Meeting by giving ten (10) days' notice to voting members setting forth the business to be transacted and simultaneously posting the agenda on the Club's notice board.

7.5 At least two (2) weeks' notice shall be given of an Annual General Meeting and at least ten (10) days' notice of an Extraordinary General Meeting. Notice of meeting stating the date, time and place of meeting shall be sent by the Secretary to all voting members. The particulars of the agenda shall be posted on the Club's notice board four (4) days in advance of the meeting. Any member who wishes to place an item on the agenda of a General Meeting may do so provided he gives notice to the Secretary one (1) week before the meeting is due to be held.

7.6 At least 25% of the total voting membership or one hundred (100) voting members, whichever is the lesser, present at a General Meeting shall form a quorum. In the event of there being no quorum at the commencement of a General Meeting, the meeting shall be adjourned for half an hour and should the number then present be insufficient to form a quorum, those present shall be considered a quorum, but they shall have no power to amend any part of the existing Rules.

7.7 Voting by proxy shall not be allowed at all General Meetings. Except for the election of Committee Members and unless a secret ballot has been approved by a simple majority of the Members present and voting, every resolution shall be determined by a show of hands of those Members present and entitled to vote at the General Meeting at which such resolution is discussed.

7.8 The Chairman may, with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the General Meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have taken place. When a meeting is adjourned for fourteen (14) days or more, at least seven (7) clear days' notice shall be given to the voting Members specifying the time and place of the adjourned meeting and the nature of the business to be transacted. Otherwise, it shall not be necessary to give any such notice.

7.9 Any notices of meeting or communications under these Rules may be sent to any Member at his last known address as shown in the Register of Members and upon the despatch of such notices or communications they shall be deemed to have been received by such Member for any purpose required by these Rules in due course of post. All Members shall keep the Secretary informed of their mailing addresses and of all changes thereto.

MANAGEMENT, COMMITTEE AND SUB-COMMITTEE

8.1 The administration of the Club shall be entrusted to a Committee which (save for the First Committee) shall have been elected at the Annual General Meeting and shall consist of a President, three (3) Vice Presidents, a Secretary, two (2) Assistant Secretaries, a Treasurer, two (2) Assistant Treasurers and fourteen (14) Committee Members all of whom shall be Life or Ordinary Members of the Club for a period not less than six (6) months preceding the date of the Annual General Meeting provided always that the President, the Secretary and the Treasurer must be Life Members of the Club

8.2 The duty of the Committee is to organise and supervise the daily activities of the Club. The Committee may not act contrary to the expressed wishes of the General Meeting without prior reference to it and shall always remain subordinate to the General Meetings.

8.3 Candidates for election to the Committee shall be proposed and seconded by two Life or Ordinary Members and their names and other information concerning their suitability to be a Committee Member shall be posted on the Club Notice Board in the prescribed form and each such candidate shall signify in writing his consent to his nomination. A Life or Ordinary Member shall not be the proposer of more than three (3) candidates.

8.4 Election shall be by secret ballot. Members may vote for any number of candidates but not exceeding twenty-five (25). In the event of a tie, the Chairman of the meeting shall have a casting vote. If there are insufficient candidates to fill the required number of Members to the Committee, the Committee may co-opt a person or persons to the Committee to make up the required number subject to the qualifications for office set out in Rule 8.1.

8.5 The list of candidates for election shall be closed seven (7) days before commencement of the Annual General Meeting.

8.6 All office-bearers except the Treasurer may be re-elected to the same or related post for a consecutive term of office provided always that the post of President shall not be held by the same person for more than two consecutive terms. The term of office of the First Committee is three years. The term of office of any subsequent Committee is two years.

8.7 The Committee shall elect from amongst the fourteen (14) Committee Members a Chairman and a Vice Chairman for each of the following Sub-Committees, namely, Information Committee, Public Relations Committee, International Affairs Committee, Business Development Committee, Membership Affairs Committee, Youth Development Committee and Business Culture & Education Committee. The President, Vice Presidents, Secretary, Treasurer and Chairman of each of these Sub-Committees shall constitute an Executive Committee which shall have the powers to deal with the day-to-day management of the Club. In addition, the Committee may appoint Sub-Committee or Sub-Committees to be constituted as the Committee thinks fit and may delegate to such Sub-Committee or Sub-Committees such part of their duties or powers as are necessary for the Sub-Committee or Sub-Committees to carry out the specific task or tasks assigned to the Sub-Committee or Sub-Committees.

8.8 The Committee may (a) invite any person who is a prominent or distinguished Singaporean Hainanese to be a Patron or Honorary Adviser of the Club (b) co-opt any Member to be a member of any Sub-Committee appointed under Rule 8.7 and (c) fill casual vacancies occurring in their body during their term of office without reference to a General Meeting, subject to the qualifications for office set out in Rule 8.1.

8.9 The Committee shall meet from time to time as its Members think proper but at least once every two (2) months after giving seven (7) days' notice to the Committee Members. The President may call a Committee Meeting at any time by giving five (5) days' notice. At least half ($\frac{1}{2}$) of the Committee Members must be present for its proceedings to be valid. The President, or in his absence the Vice President (Administration), shall preside at meetings of the Committee. In the absence of both the President and the Vice President (Administration), the Committee Members present shall elect one (1) of their number to preside. The Secretary must call a meeting of the Committee within fourteen (14) days of receiving a requisition in writing of any thirteen (13) of its Members for the meeting.

8.10 Any member of the Committee absenting himself from three (3) meetings consecutively without satisfactory explanations shall be deemed to have withdrawn from the Committee and a successor may be co-opted by the Committee to serve until the next Annual General Meeting. Any changes in the Committee shall be notified to the Registrar of Societies within two (2) weeks of the change.

8.11 Any President, Vice President, Treasurer, Secretary or Member of the Committee who in the opinion of a simple majority of Members present and voting at a General Meeting, behaves in a manner prejudicial to the interest of the Club or conducts himself in a manner unbecoming of a Member of the Committee or the Club shall cease to hold office and shall be removed from the Committee.

DUTIES OF OFFICEBEARERS

9.1 The President shall chair all General and Committee meetings. He shall also represent the Club in its dealings with outside persons and shall be responsible for fostering and promoting the relationships between the Club and its foreign counterparts or associates.

9.2 The Committee shall elect from amongst the nine (9) Vice Presidents a person to hold the position of Vice President (Administration) whose duty shall be to assist the President and deputise for the President in his absence. Each of the other eight (8) Vice Presidents shall be responsible for organizing, promoting and managing the following activities, namely, membership development, business developments, business networking, sports, social, recreation, continuing education, community services or such other activities as the Committee may consider necessary or desirable for the Club to embark upon.

9.3 The Secretary shall assist the Vice President (Administration) in the general administration of the Club. He shall keep all records, except financial, of the Club and shall be responsible for their correctness. He will keep minutes of all General and Committee meetings. He shall maintain an up-to-date Register of Members at all times. He is authorized to expend up to S\$1,000.00 per month for petty expenses on behalf of the Club.

9.4 The Assistant Secretaries shall assist the Secretary and deputise for him in his absence.

9.5 The Treasurer shall keep all funds and collect and disburse all moneys on behalf of the Club and shall keep an account of all monetary transactions and shall be responsible for their correctness. He is authorised to expend up to S\$1,000.00 per month for petty expenses on behalf of the Club. He will not keep more than S\$2,000.00 in the form of cash and money in excess of this will be deposited in a bank to be named by the Committee.

9.6 The Assistant Treasurers shall assist the Treasurer and deputise for him in his absence.

9.7 The other Committee Members shall assist the President and Vice Presidents and perform duties assigned by the Committee from time to time.

AUDIT AND FINANCIAL YEAR

10.1 Two (2) voting members, not being members of the Committee, shall be elected as Honorary Auditors at alternate Annual General Meeting and will hold office for a term of two years only and shall not be reelected for a consecutive term. The accounts of the Club shall be audited by a firm of Certified Public Accountants if the gross income or expenditure of the Club exceeds S\$500,000.00 in that financial year, in accordance with Section 4 of the Societies Regulations.

10.2 The Honorary Auditors:

- a) Will be required to audit each year's accounts and present a report upon them to the Annual General Meeting.

- b) May be required by the President to audit the Club's accounts for any period within their tenure of office at any date and make a report to the Committee.

10.3 The financial year of the Club shall be from 1st January to 31st December every year.

TRUSTEES

11.1 If the Club at any time acquires any immovable property, such property shall be vested in trustees subject to a declaration of trust.

11.2 The trustees of the Society shall:

- a) Not be more than four (4) and not less than two (2) in number.
- b) Be elected by a General Meeting of members.
- c) Not effect any sale or mortgage of property without the prior approval of the General Meeting of members.

11.3 The office of the trustee shall be vacated:

- a) If the trustee dies or becomes a lunatic or of unsound mind or if he becomes a bankrupt.
- b) If he is absent from the Republic of Singapore for a period of more than one (1) year.
- c) If he is guilty of misconduct of such a kind as to render it undesirable that he continues as a trustee.
- d) If he submits notice of resignation from his trusteeship.

11.4 Notice of any proposal to remove a trustee from his trusteeship or to appoint a new trustee to fill a vacancy must be given by posting it on the notice board in the Club's premises at least two (2) weeks before the General Meeting at which the proposal is to be discussed. The result of such General Meeting shall then be notified to the Registrar of Societies.

11.5 The address of each immovable property, name of each trustee and any subsequent change must be notified to the Registrar of Societies.

VISITORS AND GUESTS

12.1 Visitors and guests may be admitted into the premises of the Club but they shall not be admitted into the privileges of the Club. All visitors and guests shall abide by the Club's rules and regulations.

PROHIBITIONS

13.1 Gambling of any kind, excluding the promotion or conduct of a private lottery which has been permitted under the Private Lotteries Act Cap 250, is forbidden on the Club's premises. The

introduction of materials for gambling or drug taking and of bad characters into the premises is prohibited.

13.2 The funds of the Club shall not be used to pay the fines of members who have been convicted in court of law.

13.3 The Club shall not engage in any trade union activity as defined in any written law relating to trade unions for the time being in force in Singapore.

13.4 The Club shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.

13.5 The Club shall not hold any lottery, whether confined to its members or not, in the name of the Club, the Committee or its office bearers or members unless with the prior approval of the relevant authorities.

13.6 The Club shall not raise funds from the public for whatever purposes without the prior approval in writing of the Assistant Director Operations, Licensing Division, Singapore Police Force and other relevant authorities.

DISCIPLINARY ACTION, SUSPENSION & EXPULSION

14.1 The Committee may in its absolute discretion suspend for a period not exceeding three (3) months, or call upon to resign, or expel, any Member who offends against these Rules or any of them, or whose conduct is such as shall in the opinion of the Committee be injurious to the character of the Club or the interests of the Member.

14.2 Before a Member is suspended or called upon to resign or is expelled, the Member's conduct shall be enquired by the Committee or any Sub-Committee consisting of not less than five (5) Committee Members and he shall be given an opportunity to verbally and/or in writing to justify or explain his conduct. A decision to suspend shall require the affirmative vote of a simple majority of the Committee at a Committee Meeting, written notice of which shall have been sent to all Committee Members. A decision to call upon a Member to resign and a decision to expel a Member shall require the unanimous vote of the Committee or Sub-Committee enquiring into the Member's conduct and shall also require the affirmative decision of not less than three-quarter of the Committee Members present at a regularly convened Committee Meeting, written notice of which shall have been sent to all Committee Members, following the inquiry. If a Member fails to resign within fourteen (14) days of being called upon to do so under this Rule, the Committee shall expel him.

14.3 A Member suspended under this Rule shall not be entitled to the use of the Club's facilities or the privileges of membership during the period of his suspension, but shall continue to be liable for annual subscriptions and other Club dues.

14.4 A person ceasing to be a Member for any reason shall forfeit all the rights and privileges of a Member of the Club, but he or his estate shall continue to be liable for any obligations to the Club undertaken or incurred while such person was a Member.

14.5 No person who has ceased to be a Member of the Club shall have any claim upon the Club property or funds.

DISPUTES

15.1 Where a dispute arises between the Club and a Member or between a Member and a Member (hereinafter referred to as "the Parties") touching on any matter of the Club or arising out of such matter the Parties shall before referring the said dispute to litigation in a court of law, first attempt to resolve the dispute through mediation in accordance with the procedure set out by the Committee or by the Singapore Mediation Centre.

15.2 The Parties shall participate in the mediation in good faith and undertake to abide by the terms of any settlement reached. Mediation may be initiated by the Club or a Member(s) by way of notice in writing to the Club and to the Parties concerned with the dispute. If the dispute cannot be resolved by mediation within one (1) month of it being referred to Mediation, the Parties may bring the matter to a court of law for settlement.

15.3 Any member who offends against Rule 15.1 shall be subject to disciplinary proceedings in accordance with Rule 14.

DISSOLUTION

16.1 The Club shall not be dissolved, except with the consent of not less than three-fifths ($\frac{3}{5}$) of the total voting membership of the Club expressed at a General Meeting convened for the purpose.

16.2 In the event of the Club being dissolved as provided above, all debts and liabilities legally incurred on behalf of the Club shall be fully discharged, and the remaining funds will be disposed of in such manner as the General Meeting of members may determine or donated to an approved charity or charities in Singapore.

16.3 A Certificate of Dissolution shall be given within seven (7) days of the dissolution to the Registrar of Societies.
