

**ARTICLES OF INCORPORATION OF  
MANILA CLUB, INC.  
(As amended on 3 February 2015)**

**Know All Men By These Presents:**

That we, all whom are of legal age and residents of the Philippines, have this day voluntarily associated ourselves together for the purpose of forming a non-stock, non-profit corporation under the laws of the Philippines.

**AND WE HEREBY CERTIFY:**

**FIRST:** That the name of said corporation shall be:

**MANILA CLUB, INC.**

**SECOND:** That the purpose for which the said corporation is formed is to promote social relations among its members and, to that end, to establish and maintain, in the City of Manila, one or more club houses having a library, reading room, and such other appurtenance and belongings as are usual in social clubs and club houses.

MANILA CLUB, INC. shall be a non-stock, non-profit corporation. Any and all monies and assets thereto shall be devoted exclusively to the furtherance of its activities. No dividends shall be declared, and no profit, excepting as provided by law with respect to distribution of the remaining assets in the event of dissolution, shall inure to any individual member.

The corporation shall have the following incidental purposes or objects:

To lease, rent and, at any time the corporation may be so qualified, to purchase, acquire, hold, convey, sell, mortgage, encumber, or otherwise deal in such real and personal property in any part of the Philippines, or elsewhere as the purpose for which the corporation is formed may permit, and as may be convenient or necessary for the transaction of the lawful business of the corporation.

To purchase, acquire, take over, hold, operate, reorganize, liquidate, sell or in any manner dispose of the whole or any part of the business and property whatsoever situated of any person, corporation, syndicate, or partnership, carrying on any activity which the corporation is authorized to carry on, possessed of property suitable for the purposes of this corporation, and to pay for the same property, cash, checks, bonds, debentures or other obligations of the

corporation, and to undertake, assume and guarantee the liabilities of any person, corporation, syndicate, or partnership whose property or business may be taken over, or shares of whose capital stock may be acquired or owned, by the corporation, but only to the extent permitted by law.

To borrow or raise money for any of the purposes or objects of the corporation, and in pursuance thereof, to make, accept, endorse and issue any instruments and evidences of indebtedness of whatsoever nature and to execute any pledge, mortgage, deed of trust, or issue debentures, bonds, letters of hypothecation, or liens or obligations of the corporation, either at par, premium, or discount, secured by all or any part of the undertakings, revenues, rights and properties of the corporation, and to exchange or vary from time to time any such security.

Without in any particular limiting the power of the corporation, it is hereby expressly declared and provided that the corporation shall have power to make and perform contracts of any and all kinds and descriptions with any person, firm or corporation, whether public or private, without limits as to amount, and particularly, but not by way of limitation, to make and perform contracts creating rights, easements, and other privileges respecting any of the property, real or personal, of any kind owned by the corporation, so to conduct its business and exercise its powers in any part of the Philippines; and in carrying on its business and in order to attain or further its purposes, objects or powers, to any and all other acts and things and to exercise and all other powers which a juridical person could do and exercise and which now or hereafter may be permitted by law; and

To do all such other things as are incidental or conducive to the attainment of the above purposes and objects or any of them, or which may be conveniently carried on and done in connection therewith, or which may be calculated directly or indirectly to enhance the value of or render profitable any business or property.

The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enunciation of specific powers shall not be held to limit or restrict in any manner the general powers of the corporation. *(as amended on 30 January 2010)*

**THIRD:** That the place where the principal office of the corporation is to be established or located is within the National Capital Region of the Philippines, with its principal office at Nomad Sports Club, Moonwalk Village, Parañaque City. *(As approved by the Board of Trustees and affirmed by a majority of the members entitled to vote on 3 February 2015.)*

**FOURTH:** That the term for which said corporation is to exist is fifty (50) years from 10 August 2010. *(As approved by the Board of Trustees and affirmed by a majority of the members entitled to vote on 30 January 2010.)*

**FIFTH:** That the names and residences of the incorporators of said corporations are as follows:

<b>Name</b>	<b>Citizenship</b>	<b>Residence</b>
E.K. BRAMWELL	British	c/o Warner Barnes & Co., Ltd. Hongkong Bank Building Juan Luna, Manila
P.G. CLARKE	British	c/o The Hong Kong & Shanghai Banking Corporation Juan Luna, Manila
L. de C. BLECHYNDEN	British	c/o The Shell Co. of the Philippines Ltd. Shell House 1330 Dewey Blvd., Manila
F.M. COE	British	c/o Smith Bell & Co. (Phils.) Inc. Trade & Commerce Bldg. Juan Luna, Manila
N.R.E. HAWKINS	British	c/o Wise & Co., Inc. 424 Sevilla House, Manila
R.A. MEYJES	British	c/o The Shell Co. of the Philippines Ltd. Shell House 1330 Dewey
P.D. SLADDEN	British	c/o The Eastern Extension A & C Telegraph Co. Ltd. Uy Chaco Bldg., Manila
M.H. PICKUP	British	c/o Theo H. Davies & Co. Far East Ltd. Bonifacio Drive & 25 <sup>th</sup> St. Port Area, Manila
W.T. WATSON	British	c/o The Chartered Bank Ltd. Juan Luna, Manila

**SIXTH:** That the number of Trustees of said corporation shall be seven (7) and that the names, nationalities and residences of the Trustees of the corporation who are to serve until their successors are elected and qualified as provided by the by-laws are as follows:

<b>Name</b>	<b>Citizenship</b>	<b>Residence</b>
R. Air	British	Leighton Contractors (Phils), Inc. 6752 Ayala Avenue, Makati City
A. J. Chislett	Australian	Guard All Electronic Security Services, Cattleya Condominium, Makati City
J. D. Du Vivier	British	Future Trade International 8014 Km. 18 West Service Road Marcelo Green Village

		Parañaque City
C. G. Holgate	British	143 Washington St. Merville Park Subdivision Parañaque City
J. C. James	British	Unit 3F Consolidated Mansions 5420 South Super H-way Bangkal, Makati City
M. J. Ross	British	G4S House 142 Pasig Boulevard Pasig City
S. D. Waters	British	Strategic Bac-Office Solutions, 3 <sup>rd</sup> Floor, One World Square McKinley Hill, Fort Bonifacio Taguig City

*(As approved by the Board of Trustees and affirmed by a majority of the members entitled to vote on 30 January 2010.).*

IN WITNESS WHEREOF, we have hereunto set our hands at the City of Manila, Philippines, this 29<sup>th</sup> day of July 1960.

(SGD) E.K. BRAMWELL

(SGD) R.A. MEYJES

(SGD) P.G. CLARKE

(SGD) P.D. SLADDEN

(SGD) L. DE C. BLECHYNDEN

(SGD) M.H. PICKUP

(SGD) F.M. COE

(SGD) W.T. WATSON

SIGNED IN THE PRESENCE OF:

(SGD) C. ARELLANO

---

(SGD) C. ELIZADA

---

**BEFORE ME**, this day personally appeared:

Name	Res. Cert. No.	Place and Date of Issue
E.K. BRAMWELL	A-124771	Manila, Jan. 4, 1960
P.G. CLARKE	A-14156	Manila, Jan. 6, 1960
L. DE C. BLECHYNDEN	A-232751	Manila, Jan. 13, 1960
F.M. COE	A-124757	Manila, Jan. 4, 1960
N.R.E. HAWKINS	A-5168375	Pasay, Jan. 6, 1960
R.A. MEYJES	A-1247763	Manila, Jan. 4, 1960
P.D. SLADDEN	A-232781	Manila, Jan. 18, 1960
M.H. PICKUP	A-237047	Manila, Jan. 27, 1960
W.T. WATSON	A-40293	Manila, Jan. 6, 1960

to me known and known to me to be the same persons whose names are subscribed to and who executed the foregoing instrument, and each of them acknowledged to me that he freely and voluntarily executed the same for the purposes herein mentioned.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal in the City of Manila, Philippines this 29<sup>th</sup> day of July 1960.

Doc. No. 210 Page 43 Book I series of 1960

(SGD) BIENVENIDO J. MEDEL  
Notary Public  
My commission expires Dec. 31, 1961

**AMENDED BY-LAWS  
OF MANILA CLUB, INC.  
(As amended on 3 February 2015)**

**ARTICLE I**

**MEMBERSHIP**

Section 1. Membership in Manila Club, Inc. (hereinafter called “the Club”) shall consist of (a) Regular, (b) Associate, (c) Honorary, (d) Courtesy, (e) Temporary and (f) Corporate Members.

Section 2. **REGULAR:** All persons of good character, citizens of the British Commonwealth, twenty-one (21) years of age or older, shall be eligible for Regular membership.

Section 3. **ASSOCIATE:** All persons of good character, of any other nationality, twenty-one (21) years of age or older, shall be eligible for Associate membership.

Section 4. **HONORARY:** His Excellency, the President of the Republic of the Philippines, shall be an Honorary member, and the Board of Trustees may, in its discretion, elect to Honorary membership in the Club persons of any nationality who have gained honorable distinction or have been Regular or Associate members for more than fifty (50) years.

Section 5. **COURTESY:** The Board of Trustees may, in its discretion, extend Courtesy membership to widows of former members and other ladies in the community who otherwise would not be able to enjoy the privileges of the Club. The Board of Trustees, in its discretion, may or may not require such Courtesy members to pay entrance fees and/or monthly dues.

Section 6. **TEMPORARY:** Visitors and candidates are eligible for Temporary Membership, divided into three (3) categories as follows:

Guest Membership, to be limited to a maximum of one (1) month duration, will not be subject to monthly dues.

Temporary Membership, subject to monthly dues, may be granted for up to three months, or in the case of applicants for Regular/Associate Membership, until the application is processed.

Short-Stay Membership may be granted for up to twelve (12) months without payment of an entrance fee but subject to monthly dues at fifty (50) percent surcharge over the current rate.

Section 7. CORPORATE: Corporations, companies, embassies and business firms shall be eligible for membership of the Club, with the right to nominate one or more bonafide employees as corporate representatives who shall be permitted to enjoy the privileges of the Club as if they were themselves members except as expressly provided for to follow the procedures for admission to membership as set out in Sections 8, 9 and 10 of this Article. A Corporate Member shall have the right to withdraw the nomination of its corporate representative and to nominate an alternative representative at any time upon giving prior written notice to the Board of Trustees, and the Board shall accept such nomination provided that the individual so nominated shall be subject to the procedures for admission and that his predecessor as corporate representative has fully paid his account up to the date his nomination was withdrawn.

The corporation, company, embassy or business firm itself shall not be entitled to vote. Corporate representatives thereof who are citizens of the Commonwealth shall be entitled to vote and shall be termed Regular Nominee Members. Corporate nominee members of other nationalities shall be termed Associate Nominee Members.

Section 8. The Board of Trustees shall elect all types of members other than Guest, Temporary, and Short-Stay members. Two negative votes shall debar a candidate.

Section 9. Every person applying for Regular, Associate, or Short-Stay membership shall be proposed and seconded by members of at least one (1) year standing. The name of each such applicant shall be posted in the Clubhouse for a period of ninety (90) days prior to election.

Section 10. It shall be the duty of the proposer and/or seconder of each such applicant to introduce him personally to the Membership Committee, which in turn shall submit its recommendation on the eligibility of the proposed member to the Board of Trustees.

Section 11. The Membership Committee shall be elected at the Annual Meeting of the members entitled to vote and shall consist of five (5) resident Honorary, Regular or Regular Nominee members of whom at least two (2) shall be members of the Board of Trustees. Any vacancy arising during their terms of office shall be filled by the Board of Trustees.

Section 12.1. Resident is defined as follows:

- a. Town - resident in the Philippines within 50 kilometers from Club premises.
- b. Country – resident in the Philippines more than 50 kilometers from Club premises.

Resident members can have either town or country status as defined.

2. Non-Resident means resident outside the Philippines. Members who are absent from the Philippines for two (2) consecutive months or more shall be considered as having non-resident status.

Section 13. Any member who wishes to resign must present his resignation in writing to the Honorary Secretary, and such resignation shall be effective as from the date of its acceptance by the Board of Trustees. Provided that a member who has resigned as aforesaid or whose membership has been terminated in accordance with Article VI shall remain liable for all amounts due and payable by him to the Club in accordance with these By-Laws or otherwise.

Section 14. Each member shall notify the Honorary Secretary of his address and of any change thereof, and must give due notice of his departure from and return to the Philippines. The Honorary Secretary shall keep a record of the names of the members with their addresses as furnished.

Section 15. All rights and interest of any member in the assets, property and privileges belonging to the Club shall cease, at his death or when his membership in the Club is terminated.

Section 16. DEPENDANTS: The member shall have the option to name his dependants. Said dependants may use the Club facilities but all costs incurred will be for the member's account. Only children of members up to age twenty-one (21) may be considered dependants.

In the event that the member would like to change his named dependants, he shall inform the Club in writing within reasonable time.

## **ARTICLE II**

### **MEETINGS**

Section 1. The Annual Meeting of the members shall be held no later than within the last week of February of each calendar year, the day and time to be chosen by the Board of Trustees.

Section 2. A Special Meeting of members may be called by the President or in his absence by the Vice-President or by the Board of Trustees whenever they shall deem it necessary and it shall be the duty of the President, or in his absence the Vice-President, to order and call such a meeting upon the written request of not less than twenty-five (25) Honorary, Regular or



Regular Nominee members or to hear an appeal from a member as provided in Section 2 of Article VI.

Section 3. Notice of the time and place of meetings of the members shall be given by posting the same in the Clubhouse, and enclosing a copy in a postage prepaid envelope addressed to each resident member entitled to attend and vote thereat at the address left by such member with the Honorary Secretary, or by delivering the same to him in person or by facsimile transmission, electronic mail or telephone, at least fourteen (14) days before the Annual Meeting and at least five (5) days before a Special Meeting. The notice of every Special Meeting shall state briefly the object of the meeting and no other business may be transacted at such meeting except by consent of all the members attending in person or represented by proxy at such meeting and entitled to vote thereat. Notice of meeting shall also be mailed to non-resident members but need not be published in any newspaper or other medium.

Failure to give, or any defect or irregularity in giving, notice of any meeting of the members shall not affect or invalidate any action taken at such meeting, provided all voting members are present in person or by proxy and do not object.

Section 4. The order of business of the Annual Meeting shall be as follows:

1. Proof of the Notice of the meeting.
2. Proof of the presence of a quorum
3. Appointment of Inspectors of Election to serve until the close of the meeting.
4. Approval of the minutes of the previous Annual and any Special General Meetings.
5. Report of the Board of Trustees.
6. Unfinished business.
7. Election of Trustees for the ensuing year.
8. Election of Membership Committee.
9. Any other business.

The order of business to be followed at any meeting other than the Annual Meeting may be determined by the presiding officer or by the vote of the majority of the members present or represented at such meeting and entitled to vote thereat.

Section 5. MEETINGS: Only Regular, Regular Nominee and Honorary members with resident status either town or country shall be entitled to vote at any meeting of the members, but any such Regular, Regular Nominee or Honorary member may be represented at any such meeting by a proxy, provided that the proxy has been appointed by him in writing and the

instrument appointing the proxy has been lodged with the Secretary prior to the commencement of the meeting. Signed proxies may be submitted by facsimile transmission or by electronic mail. Associate members and Associate Nominee members may attend any meeting of the members, but they shall not be permitted to propose or second a motion or to vote.

Section 6. At any meeting of the members that concerns an amendment to the Articles of Incorporation or the By-Laws, a majority of the members entitled to vote thereat attending in person or by proxy, shall, unless otherwise provided by law, constitute a quorum for the transaction of business, and in the absence of a quorum the members attending in person or by proxy at the time at which the meeting shall have been called may adjourn such meeting for any period. At any other meeting of the members, twenty-five percent (25%) of the members entitled to vote thereat, attending in person or by proxy, shall, unless otherwise provided by law, constitute a quorum for the transaction of business including voting upon resolutions.

Section 7. Not later than thirty (30) days prior to the Annual Meeting, the Board of Trustees shall appoint a Nominating Committee composed of five (5) members entitled to vote thereat, at least three (3) of whom are not Trustees. The Nominating Committee shall, not later than ten (10) days before the Annual Meeting, prepare, sign, and post in the Clubhouse a list of not less than nine (9) nor more than twelve (12) candidates for Trustees. Any three (3) members entitled to vote thereat may in like manner nominate candidates for Trustees by posting a signed list in the Clubhouse not later than ten (10) days before the Annual Meeting. The Honorary Secretary shall prepare ballots containing the names of all candidates so nominated, arranged in alphabetical order, and place them on the notice board at least three (3) days prior to the meeting. No ballot other than that prepared by the Honorary Secretary shall be received or counted by the Inspectors. Such lists of candidates for Trustees may be submitted by facsimile transmission or electronic mail.

Section 8. Minutes of all meeting of members shall be kept by the Honorary Secretary and shall be carefully preserved as a record of the business transacted at such meetings.

### **ARTICLE III**

#### **BOARD OF TRUSTEES**

Section 1. The Board of Trustees consists of seven (7) Trustees. Only Honorary, Regular and Regular Nominee members in resident town status for at least one (1) year shall be eligible for nomination and election as Trustees. Any Trustee who ceases to be in resident town status shall forthwith cease to be a Trustee.

Section 2. The Trustees shall be elected at the Annual Meeting of the members.

Section 3. The Trustees shall act only as a Board and the individual Trustees shall have no power as such. Five (5) Trustees attending in person shall constitute a quorum for the transaction of business. In the absence of a quorum, one or more Trustees present at the time and place at which a meeting shall have been called may adjourn any meeting from time to time until a quorum shall be present. Trustees shall receive no salary or fees as such.

Section 4. The corporate powers of the Club shall be exercised, and all the business of the Club shall be controlled by the Board of Trustees.

Section 5. Except as otherwise expressly provided by law or in these By-Laws, any resolution at a meeting of the Board of Trustees shall require the approval of a majority of the Trustees attending in person.

Section 6. If any vacancy should occur among the Trustees for any cause, such vacancy may be filled by the Board of Trustees, and any Trustee so elected shall hold office until the next Annual Meeting of the members.

## **ARTICLE IV**

### **OFFICERS**

Section 1. The Board of Trustees shall elect from its own number a President and a Vice-President. It shall also appoint an Honorary Treasurer, an Honorary Secretary, a Corporate Secretary who is a citizen and resident of the Philippines, an Auditor and such officers as it may deem, necessary.

Section 2. The President shall preside at all meetings of the members of the Board of Trustees. He shall execute in the name of the corporation all contracts and agreements authorized by the Board. In the absence of the President, his duties shall be performed by the Vice-President, and in the latter's absence, by a person designated by the Board from its own number.

Section 3. The Honorary Treasurer, shall have charge of the funds, securities, receipts and disbursements of the Club. He shall deposit or cause to be deposited monies and other valuable effects in the name and to the credit of the Club in such banks and other depositories as the Board of Trustees may from time to time designate. He shall render to the President or to

the Board of Trustees whenever required an account of the financial condition of the Club and his transactions as Honorary Treasurer. As soon as practicable after the close of each fiscal year, he shall make and submit to the Board of Trustees a report for such fiscal year. He shall keep correct books of account of all business and transactions of the Club.

Section 4. The Honorary Secretary shall keep the minutes of all meetings of the members and of the Board of Trustees. He shall maintain a record of the names and addresses of all the members of the Club. He shall attend to the giving and serving of all notices and shall have such other powers and perform such other duties as the Board of Trustees may from time to time determine. He shall have custody of the Corporate Seal and, when authorized by the Board of Trustees, shall affix such seal to any instrument requiring the same. The Corporate Seal of the Club so affixed shall always be attested by the signature of the Corporate Secretary.

Section 5. The Corporate Secretary shall be the custodian of and shall maintain the corporate books and records and shall be the recorder of the Corporation's formal actions and transactions. He shall have the following specific powers and duties:

a) To record or see to the proper recording of the minutes and transactions of all meetings of the Directors and to maintain minute books of such meetings in the form and manner required by law.

b) To keep or cause to be kept record books showing the details required by law with respect to the Corporation.

c) To keep the corporate seal and affix it to all papers and documents requiring a seal, and to attest by his signature all corporate documents requiring the same;

d) To attend to the giving and serving of all notices of the Corporation required by law or these By-Laws to be given;

e) To certify to such corporate acts, countersign corporate documents or certificates, and make reports or statements as may be required of him by law or by government rules and regulations;

f) To act as the inspector at the election of Directors and, as such, to determine the number of members entitled to vote, the existence of a quorum, the validity and effect of proxies, and to receive votes, ballots or consents, hear and determine all challenges and questions arising in connection with the right to vote, count and tabulate all votes, ballots or consents, determine the results, and do such acts as are proper to conduct the election or vote. The Corporate Secretary may assign the exercise or performance of any or all of the foregoing duties, powers, and functions to any other person or persons, subject always to his supervision and control.

g) To perform such other duties as are incident to his office or as may be assigned by the President.

## **ARTICLE V**

### **FEES AND DUES**

Section 1. Honorary members shall not be required to pay an entrance fee or monthly dues.

Section 2. Entrance fees, monthly dues and other charges for all other categories of membership shall be determined from time to time by the Board of Trustees. Entrance fees shall be payable within (10) days of election or within such period as may be determined by the Board of Trustees. Monthly dues shall be payable in advance.

Section 3. Country members as defined will be required to pay full entrance fee but only fifty (50) percent of the current dues per month.

Section 4. Non-resident members may transfer to Life Absentee membership by payment of a once-only fee to be determined from time to time by the Board of Trustees. Upon resuming residence, Life Absentee members are entitled to full resident membership without payment of an additional entrance fee. They are required to notify the Club the date of their return and to pay monthly dues from that date. Nominees of Corporate Members may become Life Absentee members on application.

Section 5. Each Corporate Member shall be required to pay an entrance fee based upon the number of employees it wishes to nominate as its corporate representatives at the time it is elected. If a Corporate member has no nominated representative, the Corporate Member will be required to pay monthly dues equivalent to one such nominee in order to maintain its membership.

## **ARTICLE VI**

### **PAYMENTS, FINES, SUSPENSION AND EXPULSION**

Section 1. Accounts of members shall be made up monthly and sent for collection as soon as practicable after the end of each month and except in the case of Temporary Members under definition (a) of Section 1 of Article VII, shall include dues payable in advance for the subsequent month. They shall be due and payable on presentation, and all bills unpaid within

thirty (30) days after the date of the Statement of Account shall, at the discretion of the Board of Trustees, be listed, and a copy of the list shall be posted in the Clubhouse and other such places as the Board of Trustees may from time to time designate. The name of each member whose account is so posted shall be brought to the notice of the Board of Trustees, who, in its discretion, may deal with the delinquent member as provided in Section 2 of this Article.

The Board of Trustees or the Honorary Treasurer may at any time call upon a member, or any person who may be enjoying the privileges of the Club, to pay his account, and if he fails to comply he may be deprived of the privileges of the Club.

Section 2. If any member violates any of the By-Laws, rules and regulations of the Club or behaves in a manner prejudicial to fellow members, the Board of Trustees may in its discretion either deprive him of the privileges of the Club for such period as it thinks fit or terminate his membership from such date as it thinks fit; provided that any such member may appeal to a Special Meeting of the members whose decision shall be final.

Section 3. If a Corporate Nominee fails to pay his account by the due date, the Board of Trustees or the Honorary Treasurer may call upon the respective Corporate Member to pay by the account. If the Corporate Member fails to comply, the Board of Trustees may in its discretion either deprive it and its nominees of the privileges of the Club or terminate its membership as the Board thinks fit.

## **ARTICLE VII**

### **TEMPORARY MEMBERS AND GUESTS**

Section 1. A Temporary member is a person who:

- (a) is a non-resident of Manila visiting the city who has been proposed by a member, or
- (b) is a candidate for membership of the Club and has met the Membership Committee, or
- (c) is a candidate for Short-Stay membership who has met the Membership Committee and whose residency in the Philippines is expected to be not more than twelve (12) months. A Short-Stay member whose residency exceeds twelve (12) months will be required to apply for election

to Regular of Associate membership by payment of the entrance fee at the current rate less the fifty (50) per cent surcharge previously paid over the monthly dues.

Temporary members are liable for payment of monthly dues and settlement of their own accounts, but in the event of default the proposer and seconder of a Temporary member shall be jointly and severally responsible for all accounts which may be due from him to the Club.

Section 2. A Guest member is a person who is a visitor from overseas for less than thirty (30) days who is sponsored by a member. The member sponsoring the Guest member is responsible for all charges incurred by him.

Section 3. A Temporary, Guest or Short-Stay member shall be entitled to the privileges of the Club except the right to propose or second a motion or to vote. A majority of the Board of Trustees, upon reasonable grounds and through a resolution duly made, may withdraw such privileges at any time.

Section 4. Persons other than members, their dependants and Club staff shall only be permitted to enter the Clubhouse accompanied by a member as his guest. The member shall at all times be responsible for the conduct of his guests while they are on the Club premises. No member may introduce the same guest to the Club more than once per week.

Section 5. Any Member introducing guests must register their names in a Visitors' Book which will be provided for that purpose. Guests so introduced may not incur any indebtedness or pay for Club services. Members shall be held liable for any damage caused by their guests.

Section 6. Private functions may be given on the Club premises and under such conditions as may be prescribed by the Board of Trustees. The Board may authorize the use of the Clubhouse for such purpose, and the extension of invitations to persons not members of the Club.

## **ARTICLE VIII**

### **GENERAL**

Section 1. The President shall appoint such committees as he may consider necessary for the proper conduct of the affairs of the Club and may prescribe their respective duties.

Section 2. Every member of the Board of Trustees shall be indemnified by the Club against all costs, losses, and expenses that he may incur, or become liable for, by reason of any

contract entered into, or any act or deed lawfully performed by him in the discharge of his duties, and the amount of such indemnity shall immediately attach as a lien on the properties of the Club, and shall have priority over all other claims against the Club.

## **ARTICLE IX**

### **CORPORATE**

Section 1. The corporate seal of the Club, unless otherwise ordered by the Board of Trustees, shall be circular in form and shall bear the words – Manila Club, Incorporated 1960, Manila, Philippines.

Section 2. The Club colours shall be blue and white.

Section 3. For all materials, whether printed or sent electronically, the font shall be Palatino.

## **ARTICLE X**

### **AMENDMENTS**

Section 1. These By-Laws or any of them may be amended or repealed by a resolution of a majority of all members entitled to vote at any Annual or Special Meeting of the members. This power may be delegated to the Board of Trustees by the affirmative vote of at least two-thirds (2/3) of all the members entitled to vote at any Annual or Special Meeting of the members; provided that any power delegated to the Board of Trustees to amend or repeal any By-Laws may later be revoked by a resolution of a majority of the members entitled to vote at any Annual or Special Meeting of the members.

Whenever any amendment of the By-Laws is adopted, such amendment of the By-Laws shall be available in the office of the Club, and a copy thereof, duly certified by a majority of the Trustees and countersigned by the Corporate Secretary, shall be filed with the Securities and Exchange Commission.

**KNOW ALL MEN BY THESE PRESENTS:**

That we, the undersigned Trustees of MANILA CLUB, INC., a corporation organized and existing under the laws of the Philippines, representing a majority of all the members of the



corporation entitled to vote, have voted for the foregoing By-Laws of said corporation at a meeting of members of said corporation this day duly held, whereby said By-Laws were duly adopted by said corporation.

IN WITNESS WHEREOF, and in compliance with the requirements of the corporation law of the Philippines, we have hereunto set our hands at Parañaque City, Philippines, this 3<sup>rd</sup> day of February, 2015.

(SGD) D. J. REYNOLDS

(SGD) L. STOKES

(SGD) B. DUDLEY

(SGD) M. FREESTON

(SGD) D. GODKIN

(SGD) S. MCLEOD

(SGD) R. SHEAD

*Certified*

(Sgd) Ofelia Dalugdug (Filipino)  
(Corporate Secretary)