

香港中華游樂會

(2005 年 8 月 18 日)

值理會

A. 職權範圍：

值理會為本會之總管治機構，享有會章所賦予之所有權力，特別是以下各項權責：

1. 本會業務應由值理會管核；值理會得行使公司條例或本會會章未要求必需在會員大會中行使之權力，但仍需依據章程與公司條例，且不得牴觸本會於會員大會中通過之決議處理。(會章 第 66 條)
2. 值理會應依據會章第 72 條，制訂本會管理條文及守則，讓其管理層與職工，以及會員與訪客參照。
3. 值理會有權任免本會職工及制訂其薪資金額。若有緊急狀況，義務司理有權先行處理，但必須在下一次值理會會議中取得值理會之確認。(會章 第 73 條)
4. 本會社印，除有值理會決議之授權，以及主席或副主席與義務司理及一名值理在場，不得在任何文書上使用；主席、副主席或義務司理與上述之值理並應在其現場，於使用本會社印的每件文書上簽署。(會章 第 75 條)
5. 值理會可在適合時，將其任何權力授予小組委員會行使。小組委員會需至少由 2 位值理組成，且其在行使權力時，仍需遵守值理會所訂之任何規範。(會章 第 86 條)
6. 值理會應解釋章程與會員手冊之任何問題。依據會章第 102 條規定，任何問題均以值理會所做之決議為準。凡章程未訂事宜，亦交由值理會決議訂定，並以值理會決議為準。(會章 第 102 條)
7. 值理會應批核本會年度預算與年度財務報表，並批核小組委員會與各部門，未在已核准預算內之大筆額外支出之申請。所有入會費與永久會員入會費須撥作特別儲備，除本會會員大會同意外，不得做任何其他用途使用。(會章 第 67 條)

B. 值理：

(會章 第 68 條)

值理會值理人數不得超過 15 人，但也不得少於 11 人。值理於會員週年大會中，依據會章選舉產生。

值理會應互選以下成員：

主席 1 人

副主席 1 人

義務司理 1 人

義務司庫 1 人

其認為合適的其他職務之主席／副主席／小組委員會與專責小組委員會召集人／副召集人。

C. 會議法定人數：

(會章 第 83 條與第 85 條)

值理會議決事項所須之法定出席人數為 8 人。

於值理會之任何會議中，若主席缺席，則應由副主席擔任會議主席；但若主席與副主席於指定開會時間後逾 15 分鐘均未出席，則出席之值理應推選 1 人為會議主席。

D. 秘書：

本會經理

Chinese Recreation Club, Hong Kong
(18 August 2005)
Committee

A. Terms of reference:

The Committee shall be the overall management body of the Club and has all the power conferred on it under the Memorandum and Articles of Association of the Club and in particular the Committee has the following duties:

1. The business of the Club shall be managed by the Committee who may exercise all such powers of the Club as are not by the Companies Ordinance, or by the Memorandum & Articles of Association of the Club, required to be exercised by the Club in general meeting subject to any regulations of the Articles, to the provisions of the Companies Ordinance, and to such regulations being not inconsistent with the regulations or provisions, as may be prescribed by the Club in general meeting. (Article 66)
2. The Committee shall prescribe bye-laws for the regulation of the Club, its officers and servants; members and visitors in accordance with Article 72.
3. The Committee shall have the power to appoint and remove all servants of the Club and to fix the amount of their remuneration. In the case of emergency, the Honorary Secretary shall have power to deal with the same but he shall obtain the confirmation of the Committee thereto at the next meeting of the Committee. (Article 73)
4. The Seal of the Club shall not be affixed to any instrument except by the authority of a resolution of the Committee and in the presence of the Chairman or the Vice-Chairman and of the Secretary, and a member of the Committee, the Chairman or the Vice-Chairman, the Secretary and member of the Committee as aforesaid shall sign every instrument to which the Seal of the Club is so fixed in their presence. (Article 75)
5. The Committee may delegate any of its powers to Sub-Committees consisting of not less than 2 members of the Committee as it thinks fit; any Sub-Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on them by the Committee. (Article 86)
6. To make interpretation of any question of the Articles and any bye-law. In accordance to Article 102 the Committee's decision on any point shall be final and all matters not specially provided for by the Articles shall be left to the decision of the Committee whose ruling shall be conclusive. (Article 102)
7. To approve the annual budget and the annual financial statements of the Club. And to approve additional material expenditure requests from Sub-committees and departments which have not been included in the approved budget. All entrance fees and life membership fees shall be set aside as a special reserve fund, and the same shall not be applied for any purpose except with the consent of members of the Club at a general meeting (Article 67)

B. Membership:

(Article 68)

The club shall have a Committee of not more than 15 or less than 11 members to be elected at the Annual General Meeting in accordance with the M & A.

The Committee will elect among themselves;

A Chairman,

A Vice-Chairman,

An Honorary Secretary,

An Honorary Treasurer,

Such other deputies and chairman/chairperson, deputy chairman/chairperson and conveners of sub-committees and task forces as it thinks fit

C. Quorum:

(Articles 83 & 85)

The quorum necessary for the transacting of business of the Committee shall be 8.

If at any meeting of the Committee, the Chairman is not present the Vice-Chairman shall preside as chairman, but if at any meeting neither the Chairman nor the Vice-Chairman is present within 15 minutes after the time appointed for holding the same, the members present shall choose one of their number to be chairman of the meeting.

D. Secretary:

The Club Manager