



**Koeki Shadan Hojin
The Yokohama Country and Athletic Club**

By-Laws

CHAPTER 1: PRELIMINARY

Article 1-1 Authority

These By-Laws are subordinate to the Articles of Association (AoA) of Koeki Shadan Hojin "The Yokohama Country and Athletic Club" (hereinafter referred to as "the YC&AC").

These By-Laws shall also be used in conjunction with the Membership Regulations and the Regulations Concerning Fees.

Those Members who fail to follow or who abuse these By-Laws will be subject to disciplinary measures that may include loss of membership or suspension of any membership privileges.

Article 1-2 Amendments to the By-Laws

Amendments to the By-Laws, once approved by the Board of Directors of the YC&AC (hereinafter referred to as the "BOD"), shall in principle take effect 21 days after posting on the YC&AC's Notice Board unless the BOD at its discretion otherwise expressly sets an earlier effective date and notifies the Members in advance. Additional means of notifying Members may also be used.

Amendments shall also be included in the next subsequent General Members Meeting (GMM) notification to allow for member comments at the GMM.

CHAPTER 2: USE OF FACILITIES

Article 2-1 Hours of Operation

The registered office and facilities of the YC&AC shall be open at such hours as agreed to by the BOD. The YC&AC's facilities shall be available to Members and authorized persons only during these hours. Usage restrictions on individual areas shall also apply.

Article 2-2 Liability

Members, their families, Visitors, Guests and public shall use the YC&AC and its facilities entirely at their own risk. The YC&AC will not accept any liability for personal injuries, loss of life, or theft of or damage to personal property.

Article 2-3 Spouses/Children of Members

- a) Children under the age of 20 whose parents are both Members shall have the privilege of using the facilities of the YC&AC. Such children shall be registered beforehand.
- b) Children of Members aged 20 or above whose parents are both Members shall have the privilege of using the facilities of the YC&AC if they satisfy the YC&AC that they are registered in full-time education. Such children shall be registered beforehand.

- c) Spouses of Single Members should be registered as guests. Unless a petition submitted under paragraph (d) of this Article 2-3 is accepted by the BOD, children of Single Members should be registered as guests.
- d) A Single Member who is a single parent may petition the BOD for any of his/her children to have the privilege of using the facilities of the YC&AC with the evidence of single parent status if (i) the child is under the age of 20 or (ii) the child is aged 20 or above and satisfies the YC&AC that he or she is registered in full-time education.
- e) Notwithstanding the foregoing provisions of this Article 2-3, children under the age of 20 are not allowed in the Members' Bar unless:
 - i) (A) Attending an event or any other occasion that has been officially announced in advance by the BOD or YC&AC management as an event or occasion allowing attendance by children under the age of 20, or
 - (B) Permission has otherwise been granted by YC&AC management, and
 - ii) Each child under the age of 20 is accompanied at all times by an adult Member.

Article 2-4 Visiting Family of Members

- a) Visiting family of Members temporarily visiting the Kanto district meeting the following criteria may apply to use the facilities of the YC&AC as a Visitor.
 - i) Certain immediate family of Members (spouses, children aged 20 and over not in full-time education, siblings, parents, grandparents, grandchildren) resident outside Japan may register as Visitors for the period of stay in Japan, up to two times in each calendar year, up to a maximum of three months in that year subject to payment of a separately defined Visitor's fee.
 - ii) Friends and other family of Members not specifically covered in this Article 2.4 may be registered as Guests.
- b) Visitors must be registered and sponsored by a Member.
- c) The sponsor of a Visitor shall be liable for all costs which may be due from the Visitor to the YC&AC.
- d) Visitors may be given credit and signing privileges at the discretion of the YC&AC upon payment of a deposit.
- e) The YC&AC reserves the right to withdraw visitor privileges at its discretion.

Article 2-5 Guests

- a) General Rules
 - i) A Guest must always be accompanied by the Member who invited the Guest and must be registered at the Concierge Desk. Guests are required to show photo ID and will be subject to the Club's standard rules which shall be updated from time to time with BOD approval.
 - ii) Only a Full Member or an Associate Member who is a Term Single Member or Term Couple/Family Member is eligible to invite a Guest to use the recreational facilities of YC&AC.
 - iii) An Associate Member who is a Corporate Sponsored Single Member, Corporate Sponsored Family Member, Junior Member, Young Adult Member, Young Professional Member or Reciprocal Club Introduced Member is not permitted to invite a Guest.
 - iv) A child of a Full Member or Associate Member is not permitted to invite a Guest.
 - v) A Member is responsible for the entire conduct and payments of his/her Guest(s) without exception.
 - vi) The YC&AC reserves the right to reject/limit the introduction to or usage of the Club of any Guest at any time if the Guest violates Club regulations.
- b) Recreational facilities: Guests of Members

Subject to the provisions of Article 2-8, a Full Member or an Associate Member who is a Term Single Member or Term Couple/Family Member may bring individual or family Guests to use the recreational facilities of YC&AC as often as they like. Any specific individual Guest may use the Club's facilities no more than twice a month, regardless of the accompanying Member. Guests other than children under the age of five (5) years shall be required to pay separately specified recreational facilities Guest fees.

c) Free Guest Pass with House Tour

A Full Member or an Associate Member who is a Term Single Member or Term Couple/Family Member may arrange for a Guest to use the recreational facilities of the Club free of charge using a "Free Guest Pass with House Tour." A Full Member or an Associate Member who is a Term Single Member or Term Couple/Family Member may introduce as many Guests as they like using a Free Guest Pass with House Tour. A Guest may use a Free Guest Pass House Tour only once, regardless of the accompanying Member.

d) Food and Beverage (F&B) User Guests and Visitors

Guests and Visitors may use YC&AC's food and beverage ("F&B") facilities without limitation. Guest fees shall not be imposed, but non-Member F&B prices apply. Members may bill their Guests' F&B spend to their Club account at Member prices.

Article 2-6 Public/Visiting Teams/Functions/Lessons

Any non-Member who is participating in or watching any game, function, lesson or coaching session at YC&AC may use only the corresponding recreational facility.

In line with the YC&AC's public interest Koeki status, non-Members may use the Club's F&B facilities (except for the Members' Bar).

Non-Member prices apply to all non-Members at F&B facilities.

Article 2-7 Usage by members of Reciprocal Clubs

- a) A member of an Overseas Reciprocal Club may use the facilities of the YC&AC for a period of up to 30 days a visit.
- b) The number of visits during the year is unlimited as long as the Overseas Reciprocal Club member is deemed to be a bona fide visitor and not a resident or quasi-resident of Japan.
- c) An Overseas Reciprocal Club member shall present a current membership card and valid introductory letter upon arrival at the YC&AC and shall register at the YC&AC Office by completing the Reciprocal Club Member Register.
- d) Special reciprocal usage agreements may be made with other clubs or organizations in Japan allowing for use throughout the year.
- e) A member of a Reciprocal Club in Japan may be accorded signing privileges. A member of an Overseas Reciprocal Club shall prepay or may be accorded signing privileges at the discretion of the YC&AC upon payment of a deposit.

Article 2-8 Usage by Non-member Players of YC&AC Sports Teams

- a) Captains of YC&AC sports teams may invite non-member Guest players as required to fill their teams. Such non-Member team Guest players will only be allowed to use the facility the team uses.
- b) Captains of YC&AC Sports teams must sign up Guest players in the corresponding YC&AC sports team ledger at the Concierge Desk each time Guest players play with the team.
- c) Guest players may be charged as separately agreed by the BOD.

- d) Guest players on YC&AC sports teams may use the Members' Locker rooms on any day they play with the team.
- e) A Guest playing an individual sport with a Member (for example, squash) may use the Members' locker rooms.

Article 2-9 Staff

YC&AC staff may use the facilities for recreational purposes by prior arrangement with the BOD. Spouse/partner and any children under 20 years of age of YC&C staff may use the facilities of YC&AC by prior arrangement with the BOD.

Article 2-10 Remuneration to Members and Coaches

Members with recognized skill sets may be remunerated for their classes provided the classes have been established with the BOD's approval and are primarily for the benefit of members. Members, as well as non-member coaches and instructors, should not receive payment directly for their services. All payments for lessons and services should be paid through the Club.

CHAPTER 3: CANDIDATES/ELECTION FOR MEMBERSHIP

Article 3.1 Pursuant to Article 6 of the AoA, membership application procedures are set out below.

- a) A person wishing to become a member shall become an Applicant for Membership upon acceptance of an Application for Membership by the YC&AC Office.
- b) An Applicant for Membership shall become a Candidate for Membership upon submission of the Application.
- c) An Applicant for Full Membership must confirm that he/she has read, understands and agrees to the Objectives and Activities of the YC&AC and the member conduct article in the By-Laws.
- d) An Applicant for Associate Membership must confirm that he/she has read, understands and agrees to the Activities of the YC&AC and the member conduct article in the By-Laws.
- e) A Candidate may use the facilities of the YC&AC upon payment of the Deposit, Acceptance, and Monthly Subscription Fees. A Temporary Membership Card shall be issued.
- f) A Director of the YC&AC should have met/interviewed the Candidate and make a recommendation or otherwise to the BOD.
- g) Application forms shall be presented to the BOD, and will be approved or rejected. If an Application is rejected, then all membership fees and deposits shall be reimbursed to the Candidate, but there will be no reimbursement for any usage of services or food and beverage.
- h) New Members' Meetings shall be held once every 4 months or when there is a backlog of 50 Candidates, whichever occurs earlier. The Candidates who attend New Members' Meetings shall receive Membership Cards and sign the YC&AC Membership Register. Candidates who are unable to attend two consecutive New Members' Meetings will be contacted by the YC&AC to sign the Membership Register and receive Membership Cards.

Article 3-2 Proposers & Seconders

- a) A Candidate for Membership shall be proposed and seconded by Full Members of at least one year's standing.

- b) The Management may introduce a proposer and a seconder if necessary but such proposer and seconder must have met the Candidate.
- c) The proposer and/or seconder shall be present with the Candidate at the New Members' Meeting.

CHAPTER 4: OFFICERS, STAFF, COMMITTEES & CAPTAINS

Article 4-1 Officers

Nominations for Officers shall be made on a nomination form prescribed for that purpose and submitted to the Honorary Secretary at least 28 days prior to the GMM. Nominations shall be posted on the YC&AC's Notice Board, and mailed to Full Members, together with the notice of the Meeting.

Pursuant to Article 20.2 of the AoA, the Executive Officers of the YC&AC shall be elected by the BOD and shall include the functions of President, Vice-President, Treasurer and Secretary. The BOD may elect further Executive Officers and mandate their functions. The Executive Officers shall be elected for a term of 1 year or until the end of the Director's term, whichever is earlier.

Article 4-2 Staff

Pursuant to Article 41 and 42 of the AoA, the General Manager shall be employed and mandated to manage the operations of the YC&AC and to engage, manage and discharge staff members. The General Manager shall report to the President.

It is recognized that staff members may be required to liaise with directors, committees and members in the execution of their duties.

Article 4-3 Committees

The President may establish committees in accordance to Article 31 of the AoA. Committees shall act in an advisory capacity to the BOD or management.

The BOD shall approve the committee charter and also approve any amendments thereof. Committees may be dissolved by BOD resolution.

Committee charters will state whether these are once-off temporary committees for fulfilling a specified project or a permanent committee. Notwithstanding the above, a permanent committee will be automatically dissolved if it has not met for more than 13 months.

Committees may be asked to report on their activities to the President, BOD or at a GMM.

Chairpersons of committees shall be appointed or dismissed by the BOD or the President. Members of committees must be Members of the YC&AC and may be appointed by the President, BOD or respective chairpersons.

Article 4.4 Captains

The President shall approve the Captains of the various sports or activities. The YC&AC shall maintain a register of Captains who must be Members of the YCAC. Captains may set up sub-committees to assist in the running of the respective sport or activity. Captains may not enter into any financial commitments on behalf of the YC&AC.

CHAPTER 5: MEMBER CONDUCT

Article 5 Compliance with Member Conduct Rules and Penalties for Violations

- a) All persons, including Members and their families and Guests, at the YC&AC are expected to behave appropriately and are also expected to be courteous to others including other Members, Visitors, Guests, staff, referees and game officials.
- b) The General Manager (or in the General Manager's absence, the senior manager on duty; "the management" for remainder of this chapter) or a Director may warn, or ask to leave the premises, anyone who:
 1. Verbally or physically abuses another person at the YC&AC;
 2. Commits theft or damages property at the YC&AC;
 3. Engages in other conduct deemed unruly or offensive.The management shall within two days report the above Member/person/incident to the BOD. The BOD shall review the incident and the Member's record within a week and shall decide then on sanctions, including warning letters, withdrawal of rights or suspensions. Expulsion from the YC&AC shall be in accordance to Article 9 of the AoA.
- c) The BOD shall at its regular meetings review complaints from other Members or staff about misconduct or misbehavior of a Member or his family and shall decide on actions based on the incident(s) and the individual's record, to include warning letters, withdrawal of rights or suspensions. Expulsions from the YC&AC shall be in accordance to Article 9 of the AoA.

CHAPTER 6: FEES & DEPOSITS

Article 6-1 Member Fee Schedule

The YC&AC shall post its Member Fee Schedule on the YC&AC Notice Board and make this available at its office to all Members.

In accordance to Article 7 of the AoA, Member fees may only be changed by a resolution of a General Meeting of Members. Members shall be informed of any changes in Acceptance Fees or Monthly Subscription Fees in writing, sent at least 30 days prior to the changes taking effect.

Article 6-2 Deposits

Members shall be required to place a refundable deposit, the amount of which shall be set out in the Member Fee Schedule. Such deposit shall be refunded to the Member upon resignation or transfer to the Absent List. The YC&AC shall have the right to offset any amounts due from the Member arising from YC&AC fees, charges and spending against this deposit.

Article 6-3 Statements

End of month statements shall be sent by the 10th of the following month detailing all fees and charges arising from spending. Outstanding amounts shall be payable before the 20th.

Article 6-4 Overdue/Delinquent Account

- a) Monthly statements shall detail any overdue amounts.
- b) Members whose accounts are overdue by more than 30 days shall have their names and overdue amounts posted on the YC&AC Notice Board; shall incur a penalty of ¥ 1,000 plus 2% (two percent) of the overdue amount. Such penalty on the overdue amount shall be levied every subsequent month until all overdue amounts are cleared.
- c) Members whose accounts are overdue by more than 60 days and whose overdue amount exceeds their deposit shall have signing privileges and voting rights withdrawn and may

be suspended from using all facilities and participating on sports teams of the YC&AC. Usage, signing privileges and voting rights shall be restored only after settlement of all overdue amounts.

- d) Members whose accounts are overdue by more than 90 days shall have signing privileges and voting rights withdrawn and may be suspended from all facilities and participating on sports teams of the YC&AC. Usage and signing privileges and voting rights shall be restored only after settlement of all overdue amounts.
- e) Members whose accounts are overdue by more than 120 days may lose their membership status in accordance to Article 10.1 of the AoA. In such event the Member's deposit shall be applied to reduce outstanding amounts. Membership may be reinstated at the sole discretion of the BOD and only after all overdue amounts are settled and after reinstatement of the deposit at a level the BOD shall so determine.
- f) Persistent delinquent Members may be required to place an additional deposit or may have their membership suspended indefinitely at the discretion of the BOD.
- g) A Member experiencing serious financial difficulties may request the BOD for special consideration and, upon approval by the BOD, may settle overdue charges over an agreed period of time. The BOD may waive posting such Member's name on the Notice Board and any suspension of privileges, but the penalty for late payment shall be levied.
- h) The BOD may restrict the amount of credit extended to a Member, Guest or Visitor as it sees fit.

Article 6-5 Absent Member List

- a) Any Full Member may request transfer to the Absent Member List if leaving the Kanto district for a period of four (4) full consecutive calendar months or more due to change of residence or principal, or usual, place of business provided that the Full Member has fully paid the applicable Acceptance Fee and Deposit.
- b) A request to transfer to the Absent Member List shall be submitted in writing to the Honorary Secretary and such transfer to the Absent Member List shall be effective commencing on the later of the first day of the month of the date of change of residence and the first day of the month following receipt by YC&AC of payment of any applicable one-time Absent Member Fee.
- c) Transfer to the Absent Member List may be made only for a continuous absence of four (4) full calendar months or more.
- d) Every Member on the Absent Member List must leave a forwarding address with the YC&AC Concierge and shall inform the YC&AC Concierge of any subsequent change of forwarding address.
- c) Any Member on the Absent Member List may be reinstated to active status without paying an Acceptance Fee.
- d) Any Member on the Absent Member List visiting the Kanto district may use the facilities of the YC&AC for a period of up to thirty (30) consecutive days without payment of Monthly Subscription Fees. Such intention to use the YC&AC facilities shall be registered with the YC&AC Concierge beforehand and the Member on the Absent Member List may not have signing privileges.
- e) In case of return to and taking up residence in the Kanto district for a period exceeding thirty (30) days, a Member on the Absent Member List shall be deemed to have resumed active status and shall be liable for the full Monthly Subscription fee.
- f) After resignation, a Member may not be transferred to the Absent Member List.
- g) The Board of Directors reserves the right to determine that any Member on the Absent Member List shall be required to resume active status due to frequency and pattern of YC&AC facility usage while on the Absent Member List.

Article 6-6 Rejoining Members

- a) An ex-Full Member who has resigned and is not on the Absent List may only rejoin YC&AC as a Full Member and only upon lump sum payment of, at the option of the ex-Full Member, (i) any applicable Acceptance Fee, or (ii) the total amount of the Monthly

Subscription Fees from the date of resignation of the ex-Full Member to the date of rejoining.

- b) An ex-Term Member who resigned as an Associate Member (prior to completion of payment of the full Acceptance Fee) may only rejoin YC&AC as a Full Member and only upon lump sum payment of the full Acceptance Fee without receiving any credit for any monthly Acceptance Fee instalment payments paid as a Term Member prior to resigning as an Associate Member.

Article 6-7 Membership Category Transfer

In case of transfer from one Membership category to another, the Acceptance Fee of the category being transferred to shall apply, less any Acceptance Fee previously paid or credited. In the event the Acceptance Fee of the new category is lower, no refund shall be made.

Article 6-8 Visitor and Guest Fees and Facility Usage Fees

The YC&AC shall levy fees on Visitors and Guests for access to YC&AC, fees for usage of any of its facilities as well as charges for consumption. Such fees shall be set by the BOD or the Management. On a case-by-case basis, the Management may waive Visitor or Guest fees.

Article 6-9 Cash Payments

All member spending at the YC&AC must be billed to the member's account. Members may not pay for services and consumption by cash or other specified means.

CHAPTER 7 FINANCIAL

Article 7-1 Segregation of Member Deposits

The sum total of monies placed by Members as refundable deposit shall be segregated and placed in a separate bank account by YC&AC. Such monies may not be used for any operational or capital expenditures of the YC&AC. The transfers of monies to or out of the separate bank account shall be made from time to time during the year but at least once at the end of the fiscal year. The funds in this segregated bank account shall be held as collateral to meet YC&AC's liability to the Members in respect to their refundable deposits and shall be reimbursed to the Members before any liquidation or cessation of operations of the YC&AC.

Article 7-2 Land

The approval of a GMM shall be sought before any land of the YC&AC is sold, transferred or pledged as collateral. The use of the sale or loan proceeds and/or any restrictions on the use of such proceeds shall also be clearly laid out in any such approval.

Article 7-3 Borrowings

The BOD shall seek the approval of a GMM before the YC&AC undertakes any new borrowings, or increases in previously approved lines of credit or overdraft facilities or any other financial liabilities in excess of Yen 10m. Financial liabilities shall be taken to include, but not be limited to, leasing contracts, hire purchase contracts or issuance of guarantees.

The Treasurer may authorize drawings under the above-mentioned authorized facilities.

Article 7-4 Plans & Budgets

The Business Plan and Budget of Income and Expenditure submitted and approved by the BOD as per Article 33 of the AoA shall also be presented to the Annual General Meeting of Members (AGM) for ratification.

CHAPTER 8 MISCELLANEOUS

Article 8.1 Proxies

Pursuant to Article 17.5 of the AoA, and upon regulatory guidance, proxies must be submitted to the office of President but must specify and must be granted to a named Full Member of good standing and not merely state an office (e.g. President) or made out in blank. For the sake of clarity, the President, Directors or Auditors may be granted proxies provided these proxies expressly state their names in writing.

Article 8.2 Language

The official language of YC&AC for internal meetings and communications to Members shall be English. External communications including official and regulatory filings shall be in Japanese to the extent required.

Auxiliary Notes

This amended version of the By-Laws was approved by the Board of Directors on 2 August 2022 and is effective from 1 September 2022.