

THE COMPANIES ORDINANCE (CHAPTER 32)

Company Limited by Guarantee

ARTICLES OF ASSOCIATION of LANTAU BOAT CLUB

1. DEFINITIONS

In these Articles unless there be something in the subject or context inconsistent therewith:

- (a) "Annual Meeting" or "Annual General Meeting" means the Annual General Meeting of those Members of the Club who have the right to vote.
- (b) "Bylaws" mean the Bylaws enacted by the Club in General Meeting for the management of the Club.
- (c) "Club" means the company registered as "Lantau Boat Club."
- (d) "Club premises" means all the land wherever situate occupied owned or leased by the Club including all buildings, offices, factories and sheds of whatever nature or type erected thereon.
- (e) "Committee" means the General Committee of the Club for the time being.
- (f) "Extraordinary General Meeting" means a general meeting of those members of the Club who have the right to vote specially summoned under these Articles.
- (g) "General Meeting" means a General Meeting whether annual or extraordinary of those Members of the Club who by these Articles are entitled to vote at such General Meeting.
- (h) "General Committee Member" means a General Committee Member for the time being of the Club.
- (i) "In writing" and "written" mean written or printed, or partly written or partly printed and include printing, lithography, photography, email, internet site, and other modes of representing or reproducing words in a visible form.
- (j) "Member" or "Member of the Club" means any member of whatever category of the Club as registered and elected (if so required) or admitted in accordance with these Articles or any amendment thereof and registered as such in the Register of Members.
- (k) "Member in Good Standing" means any member of whatever category of the Club as registered and elected (if so required) or admitted in accordance with these Articles or any amendment thereof and registered as such in the Register of Members whose subscription, if any is required, is paid up to date.
- (l) "Non-powered Water Sport" means any water sport where propulsion is by human or natural means and not by means of any form of stored energy.
- (m) "Office" means the registered office for the time being of the Club.
- (n) "Ordinance" means the Companies Ordinance (Cap. 32) of the Laws of Hong Kong and any amendment or amendments thereof for the time being in force. Unless the context otherwise requires expressions defined in the Ordinance or any statutory modification thereof in force at the date on which these Articles become binding on the Company shall have the meaning so defined.
- (o) "Register of Members" means the register of the Club's Members which the Club is required by the Ordinance to keep.
- (p) "Seal" means the Seal of the Club.
- (q) "Secretary" means the Secretary of the Club for the time being.
- (r) "Special Resolution" means a Special Resolution of the Club passed in accordance with Section 116 of the Companies Ordinance (Cap. 32.)

- (s) "Treasurer" means the Treasurer of the Club for the time being.
- (t) Words importing the singular number include the plural number and words importing the plural number include the singular number.
- (u) Words importing the masculine gender shall include the feminine gender and vice versa unless these Articles provide otherwise.

2. PRELIMINARY

2.1 Rules of the Club

The Articles of Association and the Bylaws shall together form the Rules of the Club.

2.2 Registration

For the purposes of registration the number of members is declared to be not more than 5,000.

2.3 Table 'C'

Table 'C' of the Ordinance shall not apply to the Club.

2.4 Financial Year

The financial year of the Club shall commence on the 1st April in each year and terminate on the expiration of the 31st March in the following year.

3. MEMBERSHIP

3.1 Categories of Membership

The Club has the following categories of membership:

- (a) Full Members
- (b) Overseas Members
- (c) Honorary Members
- (d) Spouse/partner Members
- (e) Junior Members
- (f) Other Categories

3.2 Full Members

Any person who has attained the age of eighteen is eligible for election as a Full Member.

3.3 Overseas Members

Full members of the Club who relocate away from Hong Kong are eligible for election as Overseas Members.

3.4 Honorary Members

The General Committee may appoint Honorary Members of the Club.

3.5 Spouse/Partner Members

The spouse or partner of a full member may become a Spouse/Partner Member.

3.6 Junior Members

Members' children who are less than 18 years old may be admitted as Junior Members.

3.7 Other Categories

The Club may establish other categories of membership as set forth in the Bylaws.

3.8 Restriction of Membership

The General Committee may at any time restrict the number of Members in any category of Membership.

3.9 Rights and Privileges of a Member

The rights and privileges of a Member are personal to himself, they are not transferable by his own act or by operation of law and shall cease upon his death or upon his ceasing for any reason to be a Member.

3.10 Voting Rights

Full Members shall have one vote each at General Meetings. Overseas Members, Honorary Members, Spouse/Partner Members, and Junior Members shall not have voting rights.

4. ADMISSION REQUIREMENTS

4.1 Honorary Members

A person may be admitted as an Honorary Member of the Club only by invitation of the General Committee. Honorary Members shall be appointed for such term and upon such conditions as the General Committee shall at its discretion determine.

4.2 Full Members

A person may be elected as a Full Member only after:

- (a) completing the application form prescribed by the General Committee, and
- (b) being duly proposed and seconded by two Full Members, and
- (c) being elected in accordance with the provisions of Article 5 hereof, and
- (d) paying any required entry fee and subscription.

In addition to fulfilling the provisions of this Article, an applicant for Membership may be requested to attend an interview before the General Committee or Membership Committee. Details of the membership application procedure shall be stipulated in the Bylaws.

4.3 Junior Members

- (a) Children under age 18 of a Member may be admitted as Junior Members of the Club after one of their parents has provided the Secretary with the child's written particulars.
- (b) Junior Members must use Club facilities under the supervision of a Full Member or Spouse Member of the Club, who shall be responsible for all acts of the Junior Member on Club premises.
- (c) The General Committee may at its discretion waive payment of subscriptions by Junior Members.

4.4 Spouse/Partner Members

The spouse or de facto partner of a Member (not being a member in his or her own right) shall be entitled to become a Spouse/Partner Member. The spouse of a Member is not entitled to the privileges of membership in the Club without having applied to become a Spouse/Partner Member, except that the spouse or nominated partner of a Member shall be entitled to use the facilities of the Club as a guest in accordance with applicable Bylaws of the Club.

4.5 Overseas Members

Full members of the Club who relocate away from Hong Kong may apply to the General Committee to become Overseas Members at the Committee's discretion.

5. ADMISSION, ELECTION AND BALLOTING

5.1 Membership Application Form

Application for election or admission must be made on such form as may from time to time be prescribed by the General Committee.

5.2 Election

Election to Membership of the Club shall be determined by the General Committee or a membership subcommittee appointed by the General Committee in accordance with the Bylaws governing admission to the Club.

5.3 Entries in the Register of Members

The Secretary shall cause to be entered in the Register of Members the name, address, and membership class of each Member upon election to membership.

6. MEMBERSHIP RESPONSIBILITIES

6.1 Conditions of Membership

- (a) Every person on becoming a Member binds himself or herself to observe the Memorandum and Articles and Bylaws of the Club, whether contained in these Articles or made pursuant to any power granted hereby.
- (b) All Members are responsible for their own actions.

6.2 Entry Fees and Subscriptions

The payment of entry fees for membership of the Club and membership subscriptions by Members shall be of such amount and payable on such dates, at such frequencies, and in such manner as the Club in General Meeting may from time to time prescribe.

7. SUSPENSION AND EXPULSION OF MEMBERS

7.1 Suspension and Termination for Non-payment of Subscription

- (a) A Member whose subscription has not been paid by its due date shall be suspended automatically for so long as his subscription continues in arrears.
- (b) A Member whose subscription has not been paid by its due date may be required to pay a penalty in addition to the annual subscription fee, as determined by the Club in General Meeting and stated in the Bylaws.
- (c) A Member whose subscription has not been paid within three months of its due date shall cease to be a Member and must reapply for membership.

7.2 Improper Conduct

If, in the opinion of a General Committee Member, a Member, spouse, child or nominated partner of a Member, or Visitor, or Guest is guilty on the premises of causing any noise, uproar, disturbance, or of improper conduct or of any other conduct detrimental to the interests of the Club he may order the Member, spouse, child, Visitor or Guest to leave the premises immediately for any period of time not exceeding 72 hours. The General

Committee Member concerned shall as soon as practicable report the matter to the General Committee who shall consider whether or not to hold an enquiry in accordance with the provisions of Article 7.4.

7.3 Failure to Pay Monies Due

Any Member who shall fail to pay any monies due to the Club by the time prescribed either by these Articles or by the Bylaws of the Club in force at the time shall be suspended and after three months shall cease to be a Member. However, the General Committee may at its discretion, for good cause and upon such conditions as it shall find fit to impose, reinstate such Member.

7.4 Request for a Member's Resignation

If any Member violates the Rules of the Club, or if the Member's conduct is, in the opinion of the General Committee or of any 10 members who so certify in writing, injurious to the character or interests of the Club, the General Committee shall, after giving at least seven days' notice to the Member, hold an enquiry at which the Member shall have the opportunity to explain his conduct, either in person or in writing, as the Member prefers. If the General Committee is not satisfied with the Member's explanation, it may recommend that such Member resign. Such a recommendation may be made only if a quorum of Committee members are present and at least two thirds of those present agree. The General Committee may hold an enquiry even if the Member in question has failed to appear or make written representations.

7.5 Expulsion of a Member

If a Member does not resign within 14 days from the date of a notice recommending that the Member do so, the General Committee has power to call an Extraordinary General Meeting at which a resolution to expel the Member may be raised. If a two thirds majority of the voting Members present support the resolution, the Member shall be expelled from the Club without appeal. In a sufficiently grave case, the General Committee may immediately suspend the Member without offering the option of resigning and shall call an Extraordinary General Meeting as soon as possible to consider the Member's expulsion.

7.6 Suspension of a Member

The General Committee may, after notice and enquiry as described above, instead of calling upon a Member to resign, suspend the Member whose conduct is in question from the Club and exclude him from Club premises for any period of time not exceeding 6 months.

7.7 Reconsideration by the General Committee

The General Committee shall reconsider its own decision made under the provisions of this Article upon being required to do so in writing by 5 members of the General Committee or any 10 Full Members of the Club.

7.8 Conduct of a General Committee Member

A Member of the General Committee shall not vote or act as a Member of the General Committee at any enquiry or General Meeting at which his own conduct is in question or at any enquiry or General Meeting held to investigate any case in which he is a complainant.

7.9 Bankruptcy or Liquidation

A Member who has been adjudicated bankrupt or has had a trustee, receiver, or liquidator

appointed shall automatically cease to be a Member. The General Committee may at its discretion reinstate the Member upon such conditions as it shall determine.

7.10 Resignation by Notice to the Club

A Member wishing to resign from the Club may do so by giving written notice to the Secretary, addressed to the registered office of the Club, but shall not be entitled to any refund of entrance fee or subscription or any part thereof.

7.11 Consequences of Suspension or Termination

- (a) During any period of suspension of membership a Member shall be prohibited from enjoying the rights and privileges of membership of the Club and from entering in any race, regatta, competition, or event organised, promoted, managed, conducted or controlled by the Club.
- (b) In the case of termination of membership, the Member shall be notified of the cessation of his membership, the reason therefore, and removal from the Register of Members.

8. VISITORS AND GUESTS

Visitors to the Club, guests of Members, and competitors participating in events organized by the Club may use Club premises and facilities on such terms and conditions as stated in the Bylaws.

9. SUBSIDIARY CLUBS

Subject to the approval of a two-thirds majority of both the General Committee and the Club in General Meeting, any group of at least 15 Members may form themselves into a legally constituted subsidiary club for the promotion and management of a particular branch of non-powered water sport, including, but not limited to, outrigger canoeing and rowing. Each member of a subsidiary club must be a Member in good standing of the Club.

10. OFFICERS

10.1 Flag Officers

There shall be a Commodore and Vice-Commodore who shall be Flag Officers. Each elected Flag Officer shall be elected for a period until the next Annual General Meeting.

10.2 Other Officers

There shall be a Secretary, Treasurer, and Beachmaster who shall be Officers of the Club and shall be elected for a period until the next Annual General Meeting.

10.3 Qualification to be an Officer

An Officer of the Club must be a resident Full Member at the time of his election as an Officer of the Club and remain a resident Full Member whilst an Officer of the Club

10.4 Resignation of Officers

An Officer of the Club may at any time resign as an Officer upon giving written notice to the General Committee. An Officer who resigns during the period of office shall not be deemed to have resigned as a member of the General Committee unless the Officer also

resigns from the General Committee. The General Committee may appoint any Full Member to hold the vacated office until the next following General Committee assumes office.

11. GENERAL COMMITTEE

11.1 General Committee Membership

The Club shall be managed by a General Committee that shall include the Commodore, Vice Commodore, Secretary, Treasurer, Beachmaster, one representative of each subsidiary club, and, if no subsidiary club devoted to sailing exists, a representative elected from among the sailing members of the Club. If needed for the purposes of the Club, the Club in General Meeting may augment the composition of the General Committee if the motion to do so is carried by a two-thirds majority vote.

11.2 Treasurer's Responsibilities

The Treasurer shall be responsible to the General Committee for supervising the collection of revenue and settlement of the debts of the Club and for maintaining the accounts and funds of the Club and shall cause audited accounts to be published as directed by the General Committee.

11.3 Secretary's Responsibilities

The Secretary shall be responsible for maintaining the Register of Members and ensuring that a proper record is made of the proceedings of the General Committee and General Meetings. In particular he shall cause minutes to be made of:

- (a) the names of the General Committee Members present at each General Committee meeting;
- (b) the names of the Members present at each General Meeting;
- (c) all resolutions and proceedings at General Meetings and General Committee meetings;
- (d) all elections and appointments of Officers and General Committee Members and all appointments of committees and chairmen thereof and terms of reference of such committees and other appointments made by the General Committee.

11.4 Election of Officers and General Committee

The officers of the Club shall be elected at the Annual General Meeting of the Club.

- (a) Any two Members shall be at liberty to nominate any eligible Member to serve as an officer, having previously received that Member's assent.
- (b) All Full Members present shall be entitled to cast one vote for a candidate for each office.
- (c) If two or more candidates obtain an equal number of votes, the chairman of the meeting shall have a second or casting vote.
- (d) If more than two candidates are nominated for an office, voting will proceed by rounds until one candidate wins an absolute majority.
- (e) If any candidate after being elected declines to serve, the candidate who has the next largest number of votes shall be deemed to be elected.
- (f) The General Committee may fill up any vacancy or vacancies that shall occur in the General Committee if any elected General Committee Member shall cease to be a General Committee Member for any reason. Any General Committee Member appointed by reason of this provision of the Articles shall hold office until the next Annual General Meeting and shall thereafter be eligible for election as a General

Committee Member.

- (g) The governing committee of each subsidiary club shall be entitled to appoint one of its committee members to membership of the General Committee as the subsidiary club representative and to appoint a deputy subsidiary club representative who may attend and vote at meetings of the General Committee in the absence of the subsidiary club representative.
- (h) If no subsidiary club exists for sailing, the sailing representative to the General Committee will be elected by and from among the sailing members present at the Annual General Meeting. If no sailing representative is elected, one may be appointed by other sailing members of the General Committee.

11.5 Retirement of General Committee Members

Each General Committee Member who is elected at an Annual General Meeting of the Club shall retire at the Annual General Meeting following his election and shall be eligible for re-election.

11.6 Replacement of General Committee Members

If the Commodore shall die, resign, or vacate office in accordance with Article 16 before the expiration of the period of office, the Commodore shall be replaced by the Vice Commodore for the remainder of the period of office. If the Vice Commodore shall die, resign, or vacate office in accordance with Article 16 or shall be appointed to replace the Commodore before the expiration of his period of office, or if any other elected General Committee Member shall die or resign or vacate office in accordance with Article 16 before the expiration of the period of office, or if a casual vacancy in the position of any elected General Committee Member shall arise for any reason, the vacancy shall be filled by appointment by the General Committee. The new General Committee Member shall retire at the next Annual General Meeting but shall be eligible as a candidate for election as a General Committee Member at that Annual General Meeting. If a subsidiary club representative sitting on the General Committee shall die, resign, or vacate office, the governing committee of that subsidiary club shall appoint a new representative.

11.7 Powers and Duties of the General Committee

The General Committee shall be responsible for managing the affairs of the Club and shall have the following powers and duties:

- (a) to pay all such expenses of and preliminary and incidental to the creation, formation, establishment, and registration of the Club as the General Committee thinks fit;
- (b) to exercise all such powers of the Club and do on behalf of the Club all such acts as the General Committee considers necessary or expedient for carrying into effect the objects of the Club as may be exercised and done by the Club and as are not required by statute or by these Articles to be exercised by the Club in General Meeting, subject nevertheless:
 - (i) to these Articles; and
 - (ii) to the provisions of statutes for the time being in force and affecting the Club; and
 - (iii) to such Bylaws as may be prescribed by the Club in General Meeting.
- (c) to appoint and dismiss subcommittees, working parties, and conveners thereof for such periods and with such responsibilities as it shall think fit;
- (d) to appoint and dismiss employees with such titles and responsibilities and remuneration as it shall think fit who may be invited to attend the meetings of the General Committee but shall not be entitled to vote at such meetings;
- (e) to appoint and dismiss advisers or such other persons who may be invited to attend the meetings of the General Committee but shall not be entitled to vote at such

- meetings;
- (f) to consider and approve policies, proposals, or other recommendations in relation to the objects of the Club, its organisation, and day-to-day management,
 - (g) to delegate, subject to these Articles, such of its powers and duties as it shall think fit, provided that the powers so delegated are specified in each case;
 - (h) to appoint and dismiss employees and to fix the terms and conditions of their employment.

11.8 Bylaws

The Club in General Meeting shall have power to make, amend, replace, repeal, publish, and enforce Bylaws for the administration and control of the Club, including the fees and charges levied by the Club for each category of Membership and for services provided by the Club, with the approval of a two-thirds majority of the Full Members present at a General Meeting. Any Bylaws enacted by the Club in General Meeting shall supersede previous Bylaws and shall only be amended, replaced, or repealed at a General Meeting. Proposed changes to the Bylaws shall be announced to Members of the Club for their examination at least 30 days before the General Meeting at which the changes will be considered. All such Bylaws shall, when published, be binding on all Members of the Club and shall be enforced by the General Committee.

11.9 Reduction Below the Minimum Number of General Committee Members

If the number of General Committee members is reduced below the number required for a quorum then the continuing General Committee Members may continue to act for the purpose of increasing the number of General Committee Members to the number required for a quorum or for the purpose of calling a General Meeting of the Club but for no other purpose.

11.10 Number and Frequency of General Committee Meetings

The General Committee shall meet at such times and frequency as it shall determine, but not less than once in each quarter of the year.

11.11 Notice of General Committee Meetings

The Secretary shall cause to be sent to every member of the General Committee notice of each meeting of the General Committee together with an agenda for the meeting before it is due to be held.

11.12 Quorum at General Committee Meetings

Four members of the General Committee shall constitute a quorum at meetings of the General Committee, save that if the General Committee shall consist of ten or more Members the quorum shall be 5.

11.13 Voting at General Committee Meetings

Voting on all motions at meetings of the General Committee shall be by a show of hands. No-one in receipt of a salary or wages from the Club may vote at a meeting of the General Committee.

11.14 Majority at General Committee Meetings

Unless specified otherwise in these Articles, voting on all motions shall require only a simple majority of those present and voting.

11.15 Chairman of the General Committee

The Commodore shall preside at all meetings of the General Committee, or, in his absence,

the Vice Commodore, or, in the absence of both, a chairman shall be elected from the General Committee Members present at the meeting.

11.16 Casting Vote of Chairman at General Committee Meetings

In addition to his own vote, the chairman of the meeting shall have a second or tie-breaking vote in case an equal number of votes are cast for and against a motion.

11.17 Resolution in Writing of the General Committee

A unanimous resolution in writing (which may consist of several documents in the like form) which has been circulated to all members of the General Committee present in Hong Kong and which is signed by all General Committee Members entitled to receive notice of a meeting shall be as valid and effectual as if it had been passed at a meeting of the General Committee duly convened and held. Electronic circulation and approval of such a resolution shall be acceptable.

11.18 Voting at General Committee Meeting When no Notice of the Motion Has Been Given

Unless notice has been given prior to a General Committee Meeting no motion shall be discussed without the consent of the chairman of the meeting. Voting on such motions shall require a two-thirds majority of those present and voting.

12. COMMITTEES AND WORKING PARTIES

12.1 Membership, Powers and Duties of Committees and Working Parties

- (a) The Commodore, Treasurer, and Secretary shall be ex-officio members of all committees and working parties appointed by the General Committee, but shall not be entitled to vote at meetings of such committees and working parties unless specifically appointed thereto.
- (b) All committees and working parties appointed by the General Committee shall cause minutes to be made of all proceedings and resolutions at their meetings and shall promptly furnish copies of all such minutes to the Secretary who shall promptly circulate the same to the General Committee Members.
- (c) No person shall be appointed to or may hold office in committees and working parties of the Club who is not a Member in Good Standing.

12.2 Voting at Committees and Working Parties

Voting on motions at all meetings of committees and working parties shall be by a show of hands, unless directed otherwise by the chairman of the meeting. No-one in receipt of a salary or wages from the Club may vote at such meetings.

13. GENERAL MEETINGS

13.1 Annual General Meetings

An Annual General Meeting of the Club shall take place each year for the purposes of:

- (a) receiving the report of the General Committee on the affairs of the Club for the previous financial year and the statement of the accounts of the Club (both of which shall be in writing);
- (b) determining, subject to Article 11.1, the number of General Committee Members to be elected at a subsequent General Meeting;
- (c) electing the General Committee Members;
- (d) appointing and fixing the remuneration of an auditor;

(e) transacting any other business.

13.2 Extraordinary General Meetings

Every General Meeting of the Club other than the Annual General Meeting shall be called an Extraordinary General Meeting. The General Committee may call an Extraordinary General Meeting of the Club whenever it considers it necessary and shall do so within fourteen days after receiving a requisition in writing signed by not less than twenty Full Members representing not less than ten per cent of the total voting rights on a vote of all the Full Members having at the date of deposit of the requisition a right to vote at General Meetings, to consider such matters as shall be stated in the requisition.

13.3 Notice of General Meetings

The Secretary shall send to all Members at least fourteen days, or if special business, as defined in Article 13.5 is to be considered, twenty-one days beforehand a notice of every General Meeting specifying the place, date, and time of the meeting and the agenda of business to be discussed.

13.4 Entitlement to Attend General Meetings

Every Full Member may attend General Meetings of the Club. Other persons and representatives of other organisations may attend General Meetings of the Club at the invitation of the General Committee.

13.5 Nature of Business that May be Transacted at General Meetings

All business that is transacted at an Extraordinary General Meeting shall be deemed special. All business that is transacted at an Annual General Meeting shall be deemed special, with the exception of the approval and signing of the minutes of the previous Annual General Meeting, receiving the accounts, balance sheet, and the reports of the General Committee and auditors, the determination of the number of General Committee Members to be elected at subsequent Annual General Meetings, the election of General Committee Members, and the appointment and fixing of the remuneration of an auditor.

13.6 Chairman at General Meetings

At all General Meetings the chair shall be taken by the Commodore or in his absence by the Vice Commodore. If neither the Commodore nor the Vice Commodore shall be present within fifteen minutes after the time appointed for holding the meeting or shall be willing to act as chairman, the Full Members present and entitled to vote shall choose one of their number to chair the meeting.

13.7 Quorum at General Meetings

No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business and continues to be present throughout the length of the meeting. The quorum shall be the lesser of at least twenty persons physically present who are Full Members entitled to vote or 10% of the Full Members of the Club entitled to vote. If within half an hour from the time appointed for the meeting a quorum be not present the meeting (if convened upon the requisition of Members) shall be dissolved or (in any other case) shall stand adjourned to another day and at a time and place as may be appointed by the chairman with the consent of the meeting.

13.8 Adjournment of General Meetings

The chairman may, with the consent of the meeting, adjourn any General Meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment

took place.

13.9 Voting at General Meetings

At any General Meeting a resolution put to the vote of the meeting shall be decided by a show of hands unless a secret ballot is demanded by the chairman of the meeting or by at least one-third of those present and entitled to vote and voting. If a secret ballot is demanded as aforesaid the same shall be taken in such manner as the chairman of the meeting directs.

13.10 Equality of Votes at General Meetings

In addition to his own vote, the chairman of a General Meeting shall have a second or tie-breaking vote in case an equal number of votes are cast for and against a motion.

13.11 Validity of Resolutions at General Meetings

All resolutions passed at any General Meeting for which due notice has been given or to which Article 22.5 applies shall be binding on all Members.

13.12 Who may Vote at General Meetings

Every Full Member present shall, subject to the provisions of these Articles, be entitled to vote at a General Meeting. No Full Member shall be entitled to vote at any General Meeting unless he is a Member in Good Standing.

13.13 Number of Votes at General Meetings

Subject to the provisions of Article 13.10, on a show of hands at a General Meeting every Full Member present shall have one vote.

14. PATRONS AND ADVISORS

14.1 Patrons and Advisors

The General Committee shall have power to appoint any person as a patron, vice-patron, or adviser of the Club on such terms and conditions and for such periods as it shall determine. The appointment of a person as patron, vice-patron, or adviser shall not entitle that person to vote at any meeting or to exercise any executive power in relation to the Club.

15. DECLARATIONS OF INTEREST

15.1 Declaration of Interest

A member of the General Committee, or any committee or working party of the Club, or any official or employee shall declare his interest in any matter in which he is interested other than as a member of the General Committee, committee or working party, or as any official or employee. A member of the General Committee, or any committee or working party of the Club, or any official or employee shall not vote in respect of any contract in which he is interested or any matter arising therefrom and if he does so vote his vote shall not be counted.

16. VACATION OF OFFICE

16.1 Vacation of Office

The office of a member of the General Committee or any committee or working party or

official shall be vacated automatically:

- (a) if a receiving order is made against him;
- (b) if he becomes of unsound mind;
- (c) if he ceases to be a Member of the Club;
- (d) if by notice in writing to the Club he resigns his office;
- (e) if he ceases to hold office by reason of any order made under Sections 168D to 168L inclusive of the Ordinance;
- (f) if he is removed from office by a Special Resolution duly passed at a General Meeting of the Club.

The office of a General Committee Member shall be automatically vacated if the General Committee Member is absent from three consecutive General Committee meetings without the permission of the General Committee.

17. VALIDITY OF ACTS

17.1 Validity of Acts

All acts done by any meeting of the General Committee, or any committee or working party appointed by the General Committee shall, notwithstanding that there was some defect in the appointment or election of any member of the General Committee, committee, working party acting as aforesaid or that they or any of them were disqualified, be as valid as if every such Member had been duly appointed or elected and was qualified as a member of the General Committee, committee, working party, or as an official.

18. THE SEAL

18.1 Safe Custody of the Seal of the Club

The General Committee shall provide for the safe custody of the Seal of the Club.

18.2 Who May Affix the Seal of the Club

Bylaws regarding the use and affixing of the Seal of the Club may be made from time to time by the Club in General Meeting. The Seal of the Club shall not be affixed to any instrument, writing or document except by the authority of a resolution of the General Committee in accordance with Bylaws made by the Club in General Meeting. Until such Bylaws are made all instruments, writings or documents requiring the Seal of the Club to be affixed thereto shall be signed by any two of the Commodore, Vice Commodore, Treasurer, and Secretary.

19. ASSETS OF THE CLUB

19.1 Application of Assets of the Club

The income and property of the Club shall be applied solely towards the promotion of the objects of the Club as set out in its Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise howsoever by way of profit to the persons who at any time are or have been Members of the Club or any of them provided that nothing herein contained shall prevent the payment in good faith of remuneration to any official or servant of the Club or to any Member thereof or any other person in return for services actually rendered.

20. ALTERATION OF MEMORANDUM AND ARTICLES

20.1 Alteration of Articles

No Article of the Club shall be altered or revoked nor a new Article introduced unless at least twenty-one days' notice of such intention has been given to all Members and a resolution in favour of such alteration or new Article has been passed by a three-quarters majority of those present and entitled to vote at a General Meeting convened for such purpose.

20.2 Prior Approval by the Registrar of Companies

No addition, alteration, or amendment shall be made to or in the Memorandum of Association or in the Articles of Association for the time being in force unless such addition, alteration, or amendment has previously been submitted to and approved by the Registrar of Companies in writing.

21. BOOKS OF ACCOUNT

21.1 Books of Account

The General Committee shall cause proper books of account to be kept with respect to:

- (a) all sums of money received and expended by the Club and the matters in respect of which such receipts and expenditures shall take place;
- (b) all sales and purchases of goods by the Club; and
- (c) the assets and liabilities of the Club.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of affairs of the Club and to explain its financial transactions. The books of account shall be kept at the registered office of the Club or at such other place or places as the General Committee shall think fit and shall be made available for inspection by the members of the General Committee at reasonable times.

21.2 Inspection of Books of Account by Members

The General Committee shall, subject to Clause 9 of the Club's Memorandum of Association, from time to time determine at what times and places and under what conditions the accounts and books of the Club shall be open to inspection of Members not being members of the General Committee.

21.3 Inspection of Books of Account by Auditors

Once at least in every year the accounts of the Club shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors.

22. COMMUNICATION WITH MEMBERS

22.1 Members' Addresses

Every Member shall register with the Club a postal address either in Hong Kong or elsewhere and an electronic mail address to which notices can be sent. Every Member shall notify the Secretary in writing of every change of these registered addresses. If any Member shall fail to register an address or to give notice of any change of address in accordance with this Article, notices may be given to such Member by post to the

Member's last known place of business or residence. If a Member has no registered address in Hong Kong and has not supplied an address in Hong Kong to the Club for the giving of notices, a notice addressed to the Member and broadcast by electronic mail to Club members or posted on the Club internet site shall be deemed to be fully transmitted to that Member.

22.2 Giving Notice

A Notice may be given by delivery, prepaid letter (airmail in the case of a registered address outside Hong Kong), facsimile message, or electronic means.

22.3 Time of Service of Notice

- (a) A notice delivered to the registered address shall be deemed to have been served at the time of delivery.
- (b) A notice sent by prepaid letter to an address in Hong Kong shall be deemed to have been served on the day following its posting.
- (c) A notice sent by prepaid airmail letter to an address outside Hong Kong shall be deemed to have been served on the fifth day following its posting.
- (d) A notice sent by facsimile or electronic means shall be deemed to have been served at the time of sending provided that the outgoing facsimile or electronic means shows receipt of the notice through the automatic response of the addressee's facsimile machine or server, except that if a facsimile or electronic notice is sent on a day which is not a business day in the country of the addressee it shall be deemed received on the next day after sending which is a business day.
- (e) In the case of a notice sent by prepaid letter, in proving service thereof it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and stamped and was deposited in a post box or at the post office.

22.4 Counting of Days' Notice

Where a given number of days' notice or notice extending over any other period is required to be given, the day of service of the notice and the day of the meeting shall not be included in such number of days or other period. The signature to any notice to be given by the Club may be written or printed.

22.5 Accidental Omission to Give Notice

The accidental omission to give notice of a meeting or to send any other document to or the non-receipt of such notice or other document by any Member entitled to receive such notice or document shall not invalidate any resolution passed or the proceedings at any meeting.

23. INDEMNIFICATION

23.1 Indemnity of Members by the Club

Subject to the provisions of Section 165 of the Ordinance, if any prosecution, action or suit at law be commenced against any General Committee Member, or member of a committee or working party, or official, employee, or agent of the Club for anything done by him or them in the proper or reasonable discharge of their duties, such person or persons shall be defended and indemnified by and at the cost of the Club from all damages, costs, and expenses which may be incidental to or result from such prosecution, action, or suit at law and the property and funds of the Club may be applied for such purposes or in respect of any application for relief under section 358 of the Ordinance as may be approved by the General Committee from time to time, provided however that judgment is given in his

favour or he is acquitted or relief is granted to him by the Court under section 358 of the Ordinance.

24. WINDING UP

24.1 Disposal of Assets

The provision of Clauses 6 and 7 of the Club's Memorandum of Association relating to the winding up or dissolution of the Club shall have effect and be observed as if the same were repeated in these Articles.

24.2 Contributions by Members

Every Full Member of the Club undertakes to contribute to the assets of the Club in the event of the same being wound up while he or she is a Member or within one year thereafter, for payment of the debts and liabilities of the Club contracted before the time at which he or she ceases to be a Member, and the costs, charges, and expenses of winding up the same, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding HK\$100.
