

2015-01-31 LBC ARTICLES

Company Limited By Guarantee

Articles of Association of

Lantau Boat Club Limited

(Incorporated on 3rd December, 2012)

(As adopted on 29th May, 2014) (As amended on 31st January, 2015)

The initial subscribers of the Company were as follows:

- (a) Christopher James Fraser;
 - (b) Andrew Donald Nettleton;
 - (c) James Innes Branch;
 - (d) Joost Jaak Andreas Ameye;
 - (e) Martin John Kidgell;
 - (f) Robert Lawrence Wilson;
 - (g) Andrew Keith; and
 - (h) James Ford,
- all of Discovery Bay, Hong Kong.

Part A

1. Name

THE COMPANIES ORDINANCE (CHAPTER 622) Company Limited by Guarantee
NEW ARTICLES OF ASSOCIATION of
LANTAU BOAT CLUB LIMITED

Mandatory and Associated Articles

The name of the Company shall be "Lantau Boat Club Limited."

2. Objects

The objects for which the Club is established are:

- (a) To encourage, facilitate, provide for and promote Non-powered Water Sports from the Lantau Island in Hong Kong.
- (b) To take over the assets, liabilities, responsibilities, obligations and membership of the unincorporated body registered as Lantau Boat Club under the Societies Ordinance (Cap. 151 of the laws of Hong Kong).
- (c) To organise, promote, manage and conduct races, regattas, competitions and other water sports events.
- (d) To determine the method of selection of and to select teams and/or individuals to represent the Club in races, regattas, competitions and events and to organise, promote, conduct, control, manage and encourage the participation of teams and/or individuals in any Hong Kong, national and/or international Non-powered Water Sports races, regattas, competitions and events.
- (e) To represent and protect the interests of Members of the Club in relation to Non-powered Water Sport and to manage and conduct the business of the Club for the utility and convenience of Members and their guests.
- (f) To consider and deal with and determine all matters that are from time to time submitted to the Club by its Members.
- (g) To purchase, take on lease, exchange, hire, borrow or otherwise acquire any land, buildings or other property necessary or convenient for the purposes of the Club and to improve, manage, construct, repair, maintain, pull down, redevelop or alter any buildings or works necessary or convenient for the purposes of the Club.
- (h) To purchase, take on lease, hire, borrow, or otherwise acquire and to sell, let on hire, exchange, or otherwise dispose of any boats, physical training equipment and any other items necessary or convenient for carrying on the purposes of the Club.

- (i) To sell, improve, manage, lease, mortgage, pledge, dispose of or otherwise deal with the property and moneys of the Club with a view to furthering its objects.
- (j) To invest and deal with the monies of the Club not immediately required to be expended in such manner as from time to time shall seem expedient to further the objects of the Club.
- (k) To borrow or raise money for the purposes of the Club on such terms and on such security as may be thought fit.
- (l) To hire, employ and dismiss instructors, coaches, boat builders, boatmen, secretaries, clerks, managers, servants, workmen and any other staff and to pay to them and to other persons in return for services rendered to the Club, salaries, wages, gratuities, and pensions.
- (m) To establish, promote, subscribe to, become a member of, or affiliate itself with governing bodies of Non-powered Water Sport or any other associations or institutions whose objects are similar to those of the Club and the establishment, promotion, membership, affiliation, or support of which may further the objects of the Club, provided that the Club does not support with its funds any association or institution that pays or transfers, directly or indirectly, any income or property in any way as profit to its members.
- (n) To do all such other lawful things as are incidental or conducive to the attainment of the above objects, provided that:

- (i) in case the Club shall take or hold any property which may be subject to any trusts, the Club will only deal with or invest the same in such manner as allowed by law, having regard to such trusts;
 - (ii) the objects of the Club shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers; and
 - (iii) the powers set forth in the Seventh Schedule of the Companies Ordinance (Cap. 32 of the laws of Hong Kong) in force immediately before the coming into effect of the Ordinance on 3rd March, 2014 are hereby excluded.
- Members' Liabilities.

3. Members' Liabilities

The liability of the Members is limited.

4. Contributions by Members

Every Full Member of the Club undertakes to contribute to the assets of the Club, in the event of its being wound up while he is a member, or within one year after he ceased to be a member, for payment of the debts and liabilities of the Club contracted before he ceased to be a member, and of the costs, charges and expenses of winding up the Club, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding HK\$ 1.00.

5. Application of Income and Property

- (a) The income and property of the Club, however derived, shall be applied solely towards the promotion of the objects of the Club as set forth in these Articles.
- (b) Subject to (d) and (e) below, no portion of the income and property of the Club shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to the Members of the Club.
- (c) No General Committee Members shall be appointed to any salaried office of the Club or any office of the Club paid by fees and no remuneration or other benefit in money, or money's worth, except as provided in (d) and (e) below shall be given by the Club to any General Committee Member.
- (d) Nothing herein shall prevent the payment, in good faith, by the Club of reasonable and such manner as from time to time shall seem expedient to further the objects of the Club.

(e) Nothing herein shall prevent the payment, in good faith, by the Club of:

(i) interest on money lent by any Member of the Club or its General Committee at a rate per year not exceeding 2% above the prime rate prescribed for the time being by The Hong Kong and Shanghai Banking Corporation Limited for HK\$ loans;

(ii) reasonable and proper rent for premises demised or let by any Member of the Club or of its General Committee; and

(iii) remuneration or other benefits in money or money's worth to a body corporate in which a Member of the Club or of its General Committee is interested solely by virtue of being a member of that body corporate by holding not more than one hundredth part of its capital or controlling not more than one-hundredth part of its votes in general meeting.

(f) No person shall be bound to account for any benefit he may receive in respect of any payment properly paid in accordance with (d) and (e) above.

6. Disposal of Assets after Dissolution

If upon the winding up or dissolution of the Club there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Club, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Club, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Club under or by virtue of Article 5 above, such institution or institutions to be determined by the Members of the Club at or before the time of dissolution, or in default thereof by a Judge of the High Court of Hong Kong having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to such provision then to some charitable object or objects.

7. Accounts

True accounts shall be kept of the sums of money received and expended by the Club, and the matter in respect of which such receipt and expenditure takes place, and of the property, credits and liabilities of the Club, and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Club for the time being, shall be open to the inspection of the Members. Once at least in every financial year, the accounts of the Club shall be examined and the correctness of the statement of financial position ascertained by one or more properly qualified independent auditor or auditors.

Part B Other Articles

1. DEFINITIONS

In these Articles (both Part A and Part B), unless there be something in the subject or context inconsistent therewith:

(a) "Annual General Meeting" means the annual general meeting of those Members of the

Club who have the right to vote, held in each financial year in accordance with the requirement of the Ordinance.

(b) "Bylaws" means the Bylaws enacted by the General Committee and by the Club in Members' Meeting for the management of the Club.

(c) "Club" means the company registered as "Lantau Boat Club Limited."

(d) "Club premises" means all the land wherever situated and occupied, owned or leased by the Club including all buildings, offices, factories and sheds of whatever nature or type erected thereon.

(e) "General Meeting" means a general meeting (other than the Annual General Meeting) of

those Members of the Club who have the right to vote specially summoned under these Articles.

(f) "General Committee Member" means a member of the General Committee for the

time being of the Club.

(g) "Hong Kong" means the Hong Kong Special Administrative Region of the People's Republic of China.

(h) "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.

(i) "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.

(j) "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 and who has not been suspended or expelled.

(k) "Members' Meeting" means a general meeting, whether the Annual General Meeting or a General Meeting, of those Members of the Club who by these Articles are entitled to vote

at such general meeting.

(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. 622) 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 Club 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 Company Secretary of the Club for the time being.

(r) "Special Resolution" means a Special Resolution of the Club passed in accordance with

Sections 562 and 564 of the Ordinance.

(s) "Treasurer" means the Treasurer of the Club for the time being.

(t) "HK\$" means Hong Kong dollars, the lawful currency of Hong Kong.

(u) "%" means per cent.

(v) Words importing the singular number include the plural number and words importing the plural number include the singular number.

(w) 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 2,500.

2.3 The regulations contained in Schedule 3 of the Companies (Model Articles) Notice of the Ordinance shall not apply to the Club.

2.4 Financial Year

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

3. MEMBERSHIP

3.1 Categories of Membership

The Club has the following categories of membership:

- (a) Full Members;
- (b) Oversea Members;
- (c) Honorary Members;
- (d) Spouse/Partner Members;
- (e) Junior Members; and
- (f) Other Categories.

3.2 Full Members

Any person normally resident in Hong Kong who has attained the age of eighteen is eligible for election as a Full Member.

3.3 Overseas Members

Full Members who relocate away from Hong Kong may elect to become 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 normally resident in Hong Kong shall have one vote each at Members' Meetings. Overseas Members, Honorary Members, Spouse/Partner Members Junior Members, and other categories of Members shall not have voting rights.

4. ADMISSION REQUIREMENTS

4.1 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 joining 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 a membership committee appointed by the General Committee in accordance with the Bylaws governing admission to the Club (the "Membership Committee"). Details of the membership application procedure shall be stipulated in the Bylaws.

4.2 Article deleted

4.3 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 and for such periods as the General Committee shall at its discretion determine.

4.4 Spouse/Partner Members

The spouse or de facto partner of a Member (not being a Member in his own right) shall be entitled to become a Spouse/Partner Member. The spouse or partner 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 Junior Members

- (a) Children under the 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 children's written particulars.
- (b) Junior Members must use the Club's facilities under the supervision of a Full Member or Spouse/Partner Member of the Club, who shall be responsible for all acts of the Junior Member on the Club premises.
- (c) The General Committee may at its discretion waive payment of joining fee or subscriptions in respect of Junior Members.

5. ADMISSION, ELECTION AND BALLOTING

5.1 Application for election or admission as a Member 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 the Membership Committee.

5.3 Entries in the Register of Members

The Secretary shall cause to be entered in the Register of Members the name, residential address, membership class and date of election or admission of each Member and shall remove from the Register the name of those who cease to be Members and the date thereof.

6. MEMBERSHIP RESPONSIBILITIES

6.1 Conditions of Membership

- (a) Every person on becoming a Member binds himself to observe the Articles and the 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.
- (c) No Member may use the Club's premises, equipment, or facilities for commercial purposes, or facilitate such use by a non-Member, or any type of organization, except with the permission of the General Committee.

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 Members' 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 Members' 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 subject to the provision of Article 7.3 below.

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 Club 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, nominated partner of a Member, visitor or guest to leave the Club 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 which shall consider whether or not to hold an enquiry in accordance with the provisions of Article 7.4 below.

7.3 Failure to Pay Monies Due

The membership of a Member who fails to pay any monies due to the Club by the time prescribed by either these Articles or the Bylaws of the Club shall be suspended and after a further three months he shall cease to be a Member. 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 (except the Junior 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 is 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 a 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 a 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 the Club premises for any period of time not exceeding six 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 General Committee Members or any 10 Full Members of the Club.

7.8 Conduct of a General Committee Member

A General Committee Member shall not vote or act as a Member of the General Committee at any enquiry or Members' Meeting called under these Articles as described above, at which his own conduct is in question or at any enquiry or Members' Meeting held to investigate any case in which he is a complainant.

7.9 Bankruptcy or Insolvency

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 Office, but shall not be entitled to any refund of the 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 Member.

8. VISITORS AND GUESTS

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

9. SPORTS SECTIONS

(a) Subject to the approval of a 75% majority of both the General Committee and the Club in Members' Meeting, any group of at least 15 Members may form themselves into a Section for the promotion and management of a particular branch of Non-powered Water Sport, including, but not limited to, sailing, paddling and rowing. Each member of a Section must be a Member in Good Standing of the Club.

(b) The registered Members of each Section shall elect a committee to manage their Section, including a chairman and vice-chairman and such other officers and committee members as the members of the Section may determine in a general meeting of the Section.

(c) The Club's Bylaws may contain rules for the election, removal and replacement of members of section committees and for the management of the Sections.

(d) Each Section shall have a Section Fund to finance its activity and the registered members of a Section shall pay such joining and other fees to their Section Fund as shall be determined by the Section members in a general meeting of the Section.

10. OFFICERS

10.1 Flag Officers

There shall be a Commodore and a 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

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

(b) A Deputy Secretary and Deputy Treasurer and Deputy Beachmaster may be elected at the Annual General Meeting, who shall not be members of the General Committee, but who shall

be entitled to attend meetings of the General Committee in the absence of the Secretary, Treasurer, or Beachmaster. The General Committee may fill vacancies in these positions.

10.3 Qualification to be an Officer

An Officer of the Club must be a Full Member in Good Standing resident in Hong Kong 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 Memberships

(a) The Club shall be managed by a General Committee that shall include the Commodore, Vice Commodore, Secretary, Treasurer, Beachmaster and the chairmen and vice-chairmen of each Sport Section formed in accordance with Article 9.

(b) If needed for the purposes of the Club, the Club in Members' Meeting may augment the composition of the General Committee if the motion to do so is carried by a 75% majority vote.

(c) No member of the General Committee may simultaneously occupy more than one position on the General Committee.

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 maintaining the accounts and funds of the Club and shall cause the audited financial statements of the Club 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 Members' 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 Members' Meeting;

(c) all resolutions and proceedings at Members' 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 and other members of the General Committee shall be elected at the Annual General Meeting of the Club.

(a) Only duly proposed and seconded Full Members may be elected members of the General Committee

(b) Any two Full Members may propose and second an eligible Member for election as an Officer or as a member of the General Committee, having previously received the nominee's assent.

(c) Nominations for Officers and other members of the General Committee, excluding the chairmen and vice-chairmen of the Sport Sections, shall be invited beginning forty-two days before and must be received by the Secretary twenty-one days before the Annual General Meeting. If there is a shortage of candidates for an office, nominations not received twenty-one days before the Annual General Meeting may be considered at the Meeting with the approval of the chairman thereof.

(d) Election of Officers and other members of the General Committee shall proceed in order of seniority, the Commodore being elected first, then the Vice Commodore, Secretary, Treasurer, Beachmaster, and then other, ordinary members of the General Committee, if any. Vacancies shall be filled by those candidates receiving the most votes.

(e) The ballot shall take place at the Annual General Meeting and every Member of the Club who has the right to vote shall be entitled to vote for as many candidates as there are vacancies to be filled but not more.

(f) If two or more candidates obtain an equal number of votes, the chairman of the Annual General Meeting shall have a second or casting vote.

(g) If more than two candidates are nominated for a single office, voting will proceed by rounds until one candidate wins an absolute majority.

(h) If, within seven days, any candidate after being elected declines to serve, the candidate who has the next largest number of votes shall be deemed to be elected.

(i) 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.

(j) The names of the chairmen and vice-chairmen of the Sport Section Committees shall be notified to the Secretary within three working days of their appointment, or removal.

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 the 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 chairman or vice-chairman of a Section Committee shall die, resign, or vacate his office, the relevant committee shall appoint a replacement to hold office until a replacement is elected by the registered Members of the respective section.

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 Members' Meeting, subject nevertheless to:

(i) these Articles; and

(ii) the provisions of statutes for the time being in force and affecting the Club; and

(iii) such Bylaws as may be enacted by the General Committee, or by the Club in a Members' Meeting.

(c) to appoint and dismiss persons, committees, working parties, and chairpersons thereof for such periods and with such responsibilities as it shall think fit;

(d) to appoint and dismiss employees with such titles, 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 consider and approve policies, proposals or other recommendations in relation to the objects of the Club, its organisation and day-to-day management; and

(f) to delegate, subject to these Articles, such of its powers and duties as it shall think fit, but not its responsibilities, provided that the powers and duties so delegated and the periods of such delegations are specified in each case.

11.8 Bylaws

(a) The General Committee shall have power to make, amend, replace, repeal, publish and enforce Bylaws for the administration and control of the Club, provided that:

(i) the making, amendment, replacement, repeal, publication and enforcement of any such Bylaws shall require the approval of not less than 75% of the then members of the General Committee; and

(ii) if and to the extent that the making, amendment, replacement, repeal, publication and enforcement of any such Bylaws disproportionately affects any one Section, the approval of those member(s) of the General Committee appointed to represent that Section shall also be required.

The General Committee may not delegate any of the aforesaid powers to make, amend, replace, or repeal Bylaws.

(b) The Club in a Members' Meeting shall have power to make, amend, replace, repeal, publish and enforce Bylaws and any Bylaws enacted by the Club in a Members' Meeting shall supersede previous Bylaws and shall only be amended, replaced or repealed at a Members' Meeting.

(c) All such Bylaws shall, when published, be binding on all Members of the Club.

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 Members' 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 and Agenda of General Committee Meetings

Not less than seven days before each meeting of the General Committee the Secretary shall cause to be sent to every member of the General Committee notice of such meeting and not less than three days before such meeting the Secretary shall cause to be sent to every member of the General Committee an agenda for the meeting. Any matter that was not on the agenda for a meeting of the General Committee shall not be discussed at the meeting except with the permission of the chairman of the meeting and any matter involving approval of expenditure that was not on the agenda for a meeting of the General Committee shall not be discussed at the meeting.

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 a General Committee 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 General Committee Members 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 in accordance with the provision of Article 11.11 above, 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

Unless notice has been given prior to a General Committee Meeting in accordance with the provision of Article 11.11 above, 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.

COMMITTEES AND WORKING PARTIES

Membership, Powers and Duties of Committees and Working Parties

(a) The Commodore, Vice-Commodore, Treasurer and Secretary shall be ex-officio members of all committees and working parties appointed by the General Committee and of Sport Section Committees, but shall not be entitled to vote at meetings of such committees and working parties unless elected or appointed thereto.

(b) The Commodore, Vice-Commodore, Treasurer and Secretary shall be entitled to receive notice and agendas of meetings of all such committees and working parties.

(c) All such committees and working parties shall cause minutes to be made of all proceedings and resolutions at their meetings and within seven days of such meetings shall furnish copies of all such minutes to the Secretary who shall promptly circulate the same to the General Committee Members.

(d) No person who is not a Member in Good Standing shall be appointed to or may hold office in any committee, or working party of the Club.

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 MEMBERS' MEETINGS

13.1 Annual General Meetings

An Annual General Meeting of the Club shall take place each financial 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 financial statements of the Club (both of which shall be in writing);
- (b) determining, subject to Article 11.1 above, 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 independent auditor; and
- (e) transacting any other business.

13.2 General Meetings

Every Members' Meeting of the Club other than the Annual General Meeting shall be called a General Meeting. The General Committee may call a 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 the Full Members representing not less than 5% 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 Members' Meetings, to consider such matters as shall be stated in the requisition.

13.3 Notice of Members' Meetings

At least fourteen days before a General Meeting and twenty-one days before the Annual General Meeting, the Secretary shall notify all Full Members and shall publish on the Club's notice board (whether physical or electronic) a notice specifying the place, date, and time of the meeting and the agenda of business to be discussed. The notice for the Annual General Meeting shall include a list of all candidates standing for election, which shall state brief particulars of the candidates and the names of their proposers and seconders.

13.4 Entitlement to Attend Members' Meetings

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

13.5 Nature of Business that May be Transacted at Members' Meetings

All business that is transacted at a 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 financial statements of the Club and the reports of the General Committee and the independent 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 independent auditor. Business not previously announced in the agenda may be considered only with the approval of the chairman of the meeting.

13.6 Chairman at Members' Meetings

At all Members' Meetings, the chair shall be taken by the Commodore or, in his absence, 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 them to chair the meeting.

13.7 Quorum at Members' Meetings

No business shall be transacted at any Members' 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 is 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 Members' Meetings

The chairman may, with the consent of the meeting, adjourn any Members' 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 Members' Meetings

At any Members' 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. Resolutions concerning ordinary business at the Annual General Meetings require a simple majority to pass. Resolutions concerning special business at Members' Meetings require a 75% majority to pass.

13.10 Equality of Votes at Members' Meetings

In addition to his own vote, the chairman of a Members' 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 Members' Meetings

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

13.12 Who may Vote at Members' Meetings

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

13.13 Number of Votes at Members' Meetings

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

13.14 Proxies

(a) A Member may only appoint as proxy another Member of the Club who has the right to vote and may attend and speak at Members' Meetings of the Club in accordance with Article 13.4.

(b) A proxy may be only valid

(i) states the name of the Member appointing the proxy;

(ii) states the name of the person appointed to be that Member's proxy and the Members'

(iii) is signed by the Member appointing the proxy; and

(iv) is delivered to the Club in accordance with these Articles and any instructions contained in the notice of the Members' Meeting in relation to which the proxy is appointed.

(c) The Club may require proxy notices to be delivered in a particular form, and may specify

different forms for different purposes.

(d) A proxy notice may specify how the proxy appointed under it is to vote (or that the proxy is to abstain from voting) on one or more resolutions dealing with any business to be transacted at a Members' Meeting.

(e) Unless a proxy notice indicates otherwise, it must be regarded as:-

(i) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the Members' Meeting; and

(ii) appointing that person as a proxy in relation to any adjournment of the Members' Meeting to which it relates as well as the meeting itself.

(f) A proxy notice must be accompanied by a copy of the valid Hong Kong identity card or passport of the Member appointing the proxy.

(g) A Member who has the right to attend and speak and vote at a Members' Meeting may not be appointed as proxy for more than five Members in respect of that meeting, except that the chairman of the meeting may be appointed as proxy for an unlimited number of Members.

13.15 Delivery of Proxy Notice and Notice Revoking Appointment of Proxy

(a) A proxy notice does not take effect unless it is received by the Club at least 48 hours before the time appointed for holding the General Meeting or adjourned General Meeting.

(b) An appointment under a proxy notice may be revoked by delivering to the Club a notice in writing given by or on behalf of the Member by whom the proxy notice was given.

(c) A notice revoking the appointment only takes effect if it is received by the Club at least 48 hours before the time appointed for holding the General Meeting or adjourned General Meeting.

13.16 Effect of Member's Voting in Person on Proxy's Authority

(a) A proxy's authority in relation to a resolution is to be regarded as revoked if the Member who has appointed the proxy:

(i) attends in person the Members' Meeting at which the resolution is to be decided; and

(ii) exercises, in relation to the resolution, the voting right that the Member is entitled to exercise.

(b) A Member who is entitled to attend, speak or vote at a Members' Meeting remains so entitled in respect of the meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Club by or on behalf of the Member.

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 of any committee or working party of the Club, or any official or employee of the Club shall declare his interest including any interest of his immediate family in any matter in which he, or his immediate family 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 transaction, contract or arrangement 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 Companies (Winding-up and Miscellaneous) Ordinance, Chapter 32 of the law of Hong Kong; or
- (f) if he is removed from office by an Ordinary Resolution duly passed at a Members' 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 or 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 or working party.

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 Members' 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 the Bylaws made by the Club in Members' 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 these Articles 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, subject to the provision of Article 5 of the Mandatory and Associated Articles contained in Part A of these Articles.

20. ALTERATION OF 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 Members' Meeting convened for such purpose.

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 Office 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 the provision of Article 7 contained in the Mandatory and Associated Articles contained in Part A of these Articles, 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 the statement of financial position ascertained by one or more properly qualified independent 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 the Members or posted on the Club's official website 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. For the purpose of these Articles, a business day shall mean any day (excluding a Saturday, Sunday or public holiday) on which licensed banks are generally open for business.

(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 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 468 of the Ordinance, should 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 sections 902 to 904 of the Ordinance as may be approved by the General Committee from time to time, provided however that judgment is given in his/their favour or he is/they are acquitted or relief is granted to him/them by the Court under sections 902 to 904 of the Ordinance.