

**THE COMPANIES ORDINANCE (Chapter 622)**

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**Company Limited by Guarantee and  
not having a Share Capital**

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**ARTICLES OF ASSOCIATION**

**OF**

**THE HONG KONG KART CLUB LIMITED**  
**香港小型賽車總會有限公司**

1. The name of the company is THE HONG KONG KART CLUB LIMITED 香港小型賽車總會有限公司 (and in these Articles, it is called the “**Club**”).
2. The Registered Office of the Club will be situated in Hong Kong.

## **INTERPRETATION**

3. In these Articles –
  - Annual General Meeting** means the Club’s Yearly General Meeting of the Full Members who are entitled to vote;
  - Articles** means the articles of association of the Club;
  - Club** means the Company registered as “THE HONG KONG KART CLUB LIMITED (香港小型賽車總會有限公司)”;
  - Chairperson** means the Chairperson of the General Committee for the time being;
  - FIA** means Federation Internationale de l'Automobile;
  - General Committee** means the General Committee of the Club for the time being;
  - member** means a member of the Club;
  - mental incapacity** has the meaning given by section 2(1) of the Mental Health Ordinance (Chapter 136 of the Laws of Hong Kong);
  - mentally incapacitated person** means a person who is found under the Mental Health Ordinance (Chapter 136 of the Laws of Hong Kong) to be incapable, by reason of mental incapacity, of managing and administering his or her property and affairs;
  - Seal** means the common seal for the time being of the Club;
  - Sub-Committee** means any properly constituted Sub-Committee appointed by the General Committee pursuant to Article 119;
  - Objects** means the objects of the Club as expressed in these Articles;
  - Office** means the main place of the office for the time being of the Club;
  - Office bearers** means the Chairperson, the Vice-Chairperson, the Honorary Treasurer, and the Honorary Secretary of the Club for the time being;
  - Ordinance** means the Companies Ordinance, Chapter 622 of the Laws of Hong Kong including the related subsidiary legislations;
  - proxy notice**— see Articles 78 – 90; and
  - Secretariat**— means the administrative unit as referred to in Article 152.

4. Expressions referring to writing shall be construed as including references to printing and other modes of representing or reproducing words in visible form.
5. Words importing one gender shall include all genders, and the singular includes the plural and vice versa.
6. Words importing the singular number only shall include the plural and the converse shall also apply.
7. Other words or expressions used in these Articles have the same meaning as in the Ordinance as in force on the date these Articles become binding on the Club.
8. For the purposes of these Articles, a document is authenticated if it is authenticated in any way in which section 828(5) or 829(3) of the Ordinance provides for documents or information to be authenticated for the purposes of the Ordinance.
9. Clause headings are indicative only and are to be ignored for the purposes of interpretation.
10. The regulations in Schedule 3 to the Companies (Model) Notice, Cap. 622H, shall form part of these Articles save insofar as they are hereby excluded or modified or are inconsistent with the Articles contained herein.

### **LIABILITY OF MEMBERS**

11. The liability of the members is limited.
12. Each person who is a member of the Club undertakes that if the Club is wound up while the person is a member of the Club, or within one year after the person ceases to be such a member, a person will contribute an amount required of the person, not exceeding HK\$100 to the Club's assets:
  - (a) for the payment of the Club's debts and liabilities contracted before the person ceases to be such a member;
  - (b) for the payment of the costs, charges and expenses of winding up the Club; and

(c) for the adjustment, among the contributories, of their rights.

## **OBJECTS**

13. The objects for which the Club is established (“**Objects**”) are specifically expressed below:

- (a) to do all things to, without limitation, govern, promote, develop and maintain interest in karting in the Hong Kong Special Administrative Region (“**Hong Kong**”) and represent Hong Kong in international karting events;
- (b) to promote professional training to karters on kart racing and driving safety;
- (c) to educate the public on the concept of road safety and promote proper driving habit;
- (d) to work closely with sports and community organisation to enhance the development of karting;
- (e) to encourage the participation among all levels of karters; and
- (f) 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 subjected 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.

## **POWERS OF THE CLUB**

14. The Club has power to do anything which is calculated to further its Objects but not otherwise, or is conducive or incidental to doing so. In particular, the Club has powers:

- (a) to promote, arrange, organise and conduct conferences, classes, workshops, meetings, discussions, seminars, lectures, demonstrations, exhibitions and competitions;
- (b) to organise and promote trainings in karting for the public benefit;
- (c) to seek and maintain membership with local or international organisations or like nature to that of the Club;
- (d) to promote, foster and maintain the interest and support of persons engaged in karting in the objects and activities of the Club;
- (e) to raise funds and to obtain financial assistance through patronship, donations, sponsorship or otherwise for the attainment of any or all of the Objects of the Club with the intent that the funds of the Club, however derived or obtained, shall be applied solely towards the costs and expenses incurred in the attainment of any or all of the Objects of the Club;
- (f) to borrow money for the purpose of the Club on such terms and on such security as the Club may think fit;
- (g) to establish and support or aid in the establishment and support of any karting associations or institutions with similar Objects of the Club and to subscribe or guarantee money for any charitable purpose in any way connected with the purposes of the Club or calculated to further the Objects; and
- (h) to insure against losses, damages, risks and liabilities of all kinds which may affect the Club.

## **APPLICATION OF INCOME AND PROPERTY**

15. The income and property of the Club shall be applied solely towards the promotion of the Objects as set out in these Articles.

16. Subject to Article 17, none of the income or property of the Club may be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever to any member of the Club.
17. The requirement under Article 16 above does not prevent the payment by the Club in good faith:
- (a) of reasonable and proper remuneration to a member of the Club for any goods or services supplies by him to the Club;
  - (b) of reimbursement to a member of the Club for out-of-pocket expenses properly incurred by him for the Club;
  - (c) of interest on money lent by a member of the Club to the Club at a reasonable and proper rate which must not exceed 2% per annum above the prime rate prescribed for the time being by The Hongkong and Shanghai Banking Corporation Limited for Hong Kong dollar loans; and
  - (d) of remuneration or other benefit in money or money's worth to a body corporate in which a member of the Club 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 a one-hundredth part of its votes.

## **MEMBERS**

18. The number of members shall, from time to time, be fixed by the Club, and the General Committee may, by resolution, increase the number thereof and may also restrict the number of any class or classes of membership.

## **CLASSES OF MEMBERSHIP**

19. The classes of members and the qualifications, restrictions and conditions applicable to each class shall be as set out hereunder, and such qualifications, restrictions and conditions may only be varied as the General Committee shall from time to time determine:-

(a) FULL MEMBERS

A Full Member shall be a member over 18 years old who has duly been elected as such.

Full membership entitles such members to participate in all activities of the Club, including the driving of karts in competitive events inclusive of racing, subject to such bye-laws as may be drawn up by the General Committee or any Sub-Committee.

A member who had been a Full Member for over two full years has voting rights.

(b) ASSOCIATED MEMBERS

An Associate Member shall be a member over 18 years old who has duly been elected as such, and may participate in activities of the Club with the exception that he may not drive a kart at any competitive event and otherwise only under such arrangements as may be authorised by the Club.

An Associate Member has no voting rights, subject to such bye-laws as may be drawn up by the General Committee or any Sub-Committee from time to time for such purpose.

(c) JUNIOR MEMBERS

A Junior Member shall be over 11 years old but less than 18 years old, whose parent or guardian is a Full Member or Associate Member of the Club.

A Junior Member shall be duly elected as such upon an application received from the parent or guardian accompanied with his signed indemnity and waiver agreement.

A Junior Member may participate in all the activities of the Club including the driving of karts in competitive events inclusive of racing, subject to such bye-laws as may be drawn up by the General Committee or any Sub-Committee from time to time for such purpose.

A Junior Member has no voting rights.

(d) MINI MEMBERS

A Mini Member shall be over 6 years old but less than 11 years old, whose parent or guardian is a Full Member or Associate Member of the Club.

A Mini Member shall be duly elected as such upon an application received from the parent or guardian accompanied with his signed indemnity and waiver agreement.

A Mini Member may participate in all the activities of the Club including the driving of karts in competitive events inclusive of racing, subject to such bye-laws as may be drawn up by the General Committee or any Sub-Committee from time to time for such purpose.

A Mini Member has no voting rights.

(e) OVERSEAS MEMBERS

An Overseas Member shall be a member domiciled outside Hong Kong but permitted for the duration of any visit to Hong Kong to participate in all activities of the Club including the driving of karts in competitive events including racing, subject to such bye-laws as applicable to Full Members, Junior Members or Mini Members as the case may be or as may be drawn up by the General Committee or any Sub-Committee for such purpose and upon the production of his competition licence issued by his kart club in place of domicile.

An Overseas Member has no voting rights.

(f) COMMUNITY MEMBERS

A Community Member shall be a member living in Hong Kong who has duly been elected as such, and may participate in all activities of the Club including the driving of karts in local or community level competitive events but not any national (or more advanced level) competitive events, subject to such bye-laws as may be drawn up by the General Committee or any Sub-Committee from time to time for such purpose.

A Community Member has no voting rights.



(g) AFFILIATED CLUB MEMBERS

Any clubs duly organised to promote karting in Hong Kong may affiliate itself to the Club, as an Affiliated Club Member upon meeting such requirements as the Club may set out in bye-laws as may be drawn up by the General Committee or any Sub-Committee from time to time for such purpose.

Office bearers of the Affiliated Club Members, including but not limited to the chairperson, vice-chairperson, secretary, treasurer and the representatives, must be Full Members of the Club.

An Affiliated Club Member must have a current membership of at least 10 members who are members of the Club.

An Affiliated Club Member shall pay a yearly subscription fee as the General Committee may from time to time decide.

An Affiliated Club Member has no voting rights.

(h) TEAM MEMBERS

Any karting teams duly organised to promote karting in Hong Kong may register at the Club as a Team Member upon meeting such requirements as set out in bye-laws as may be drawn up by the General Committee or any Sub-Committee from time to time for such purpose.

The Manager and all representatives (if any) of the Team Member must be Full Members of the Club.

A Team Member shall pay a yearly subscription fee as the General Committee may from time to time decide.

A Team Member has no voting rights.

**COMPETITION LICENCE**

20. Any Hong Kong resident who is not a member of the Club can request a one-off competition licence (subject to the guidelines of FIA in respect of karting and the Club). Applicants are required to confirm with FIA and the

competition organiser whether the one-off licence is acceptable before the application. No refund of application fee shall be made for such application.

### **ELECTION OF MEMBERS**

21. Every application for membership shall be made in writing, signed by the applicant in such form as the General Committee may from time to time prescribe, all of which shall be handed to the Secretariat. The General Committee shall have absolute discretion, subject to Article 22, in accepting any application for membership.
22. Every candidate for election as a Full Member shall be balloted for by the General Committee in which at least six votes, or if the number of the General Committee members attending the General Committee meeting is less than six, all the votes of such General Committee members, shall be cast in favour of the candidate. A ballot shall not be taken on any candidate until his name has been noticed to the General Committee and accepted in the General Committee meeting.
23. Each person elected as a member shall be notified by the Secretariat, and shall be supplied with a hard-copy or an electronic-copy of the Articles and the bye-laws.
24. The General Committee may decline membership of any candidate for election, or of any member of whatever category without assigning any reason therefor.

### **ENTRANCE FEES AND SUBSCRIPTIONS**

25. All members (except Community Members) if elected to join the Club, will be liable to pay an entrance fee as the General Committee may from time to time decide.
26. A member transferring from any class of membership to Full Member shall pay the entrance fee and / or additional subscription fee required for Full Member, and such transfer shall be made in accordance with the requirements stipulated under Article 27. A Junior Member who has been a member of the Club for the preceding two years shall not be required to pay an entrance fee on transferring to Full Membership. Subscription will be

payable by all members as the General Committee may from time to time decide.

27. Subscription is due on 1<sup>st</sup> January in each year. Any member (except Community Members) joining the Club between the months of July and December may pay half-yearly subscription.
28. If a member has not paid the amount due on election whether it be his entrance fee and / or his subscription fee within one month, his election shall be absolutely void.
29. Any member (other than an Overseas Member) who intends to leave Hong Kong for a period of more than 12 months, provided that he has previously given notice in writing to the Club that he desires to have his name placed on the list of absent members, and provided that he has also given the Club notice in writing within seven days of his return to Hong Kong, shall be permitted to re-join the Club upon his return by paying fully all subscription but in no case shall his arrears be outstanding for more than 3 months from date that such payment is due. Members who are on the list of absent members shall not receive any information or notice from the Club.
30. If any member fails or omits to give such notice as is required under Article 29 hereof or if any member fails to pay his subscription on or before 31<sup>st</sup> March each year with regard to a notice being sent to him by post or by any electronic methods (including but not limited to email) to his address, email address or number as registered with the Club, such a member shall cease to be a member of the Club. Should he desire to re-join the Club, a new application shall be submitted and if elected, a reinstatement fee determined by the General Committee shall be paid.

### **HONORARY MEMBERS**

31. Honorary Members shall consist of the follow:-

- (a) **PATRON**

The General Committee shall have the power to invite without ballot and without payment of entrance fee or subscription a person of distinction and resident in Hong Kong as Patron of the Club.

(b) PRESIDENT AND VICE PRESIDENT

The General Committee shall have the power to invite without ballot and without payment of entrance fee or subscription distinguished persons who have rendered especially valuable service to the Club as President and Vice Presidents of the Club.

The appointment shall be by invitation from the General Committee and shall be for one year only unless renewed.

No persons shall be invited for President or Vice President unless the choice is made by at least two-thirds of the General Committee members.

(c) HONORARY MEMBERS

The General Committee shall have the power to invite without ballot and without payment of entrance fee or subscription such persons who have rendered especially valuable service to the Club as Honorary Members with all the privileges and without any of the liability of members provided that such invitation is extended only for one year unless renewed.

32. Honorary Members shall have no voting rights.

**TERMINATION OF MEMBERSHIP**

33. Any member may resign from the Club at any time by giving one month's written notice to the Club to that effect.

34. The rights and privileges of a member shall be personal to himself and they shall not be transferable by his own act or by operation of law and shall cease upon his death, or in case of an organisation, its cessation to exist, or upon his ceasing from any cause to be a member under the provisions of these Articles or bye-laws.

35. If any member violates any of these Articles or bye-laws of the Club, or if his conduct shall in the opinion of the General Committee or of any ten Full Members of the Club (who shall certify the same in writing to the General Committee) be injurious to the character or interests of the Club it shall be the duty of the General Committee to invite the member complained of by

letter, email or fax to give an explanation of his conduct and to appear a meeting of the General Committee convened to consider his case.

36. If the General Committee is not satisfied with the explanation of his conduct offered by the member complained of, they shall without prejudice to their right under Article 38, call upon such member to resign, and should he do so within two weeks his name shall be erased from the list of members and he shall thereupon cease to be a member, provided always that the decision calling upon him to resign shall be supported by at least two-thirds of the General Committee members present at such meeting.
37. The General Committee shall on the written requisition of a member affected by their decision under the preceding Article convene a General Meeting of the Club for the purpose of reviewing their decision provided that the requisition shall be signed by at least ten members who have the voting rights of the Club and deposited with the Club within fourteen days following the decision of the General Committee under the preceding Article calling upon such member to resign.
38. The General Committee may, if they consider the case sufficiently grave, without giving him the option of his resigning immediately by written notice to the member suspend him from all benefits/privileges/rights of the Club, pending the investigation of his conduct by the General Committee.
39. The General Committee may, after enquiry and notice given, in addition to their right of calling upon a member to resign, suspend the member whose conduct is in question from all benefits/privileges/rights of the Club, for a period to be determined by the General Committee or terminate the membership of any members who in the opinion of the General Committee shall be guilty of any conduct which is prejudicial to the interest of other members of the Club or the Club.
40. Any member who is adjudged a bankrupt who in the opinion of the General Committee shall be guilty of any conduct which is prejudicial to the interest of other members of the Club or the Club shall automatically cease to be a member of the Club, and all his right to the use of all benefits/privileges/rights of the Club shall be forfeited, but the General Committee shall have the authority, on the written application of such member, after enquiry to restore his name to the books of the Club and the member so re-admitted shall not be called upon to pay any entrance fee.

41. A person ceasing to be a member of the Club at his own written request shall be entitled to a refund of his subscription fee for the current year on a pro-rata basis. In the event that (i) a member being called by the General Committee to resign; (ii) a member's membership being suspended or terminated; or (iii) a member's membership automatically ceased by virtue of the operation of Article 40 hereof, he shall not be entitled to a refund in whole or in part of any subscription fee.
42. Any person who shall for any cause cease to be a member of the Club shall nevertheless be liable for and shall pay to the Club all monies which at the time of his ceasing to be a member shall be due from him to the Club.

### **OTHER RULES RELATING MEMBERS**

43. All members shall give due notice to the Club of any change of contact number, address, email address and/or fax number to which notices and letters shall be sent. All notices and letters sent by post to the last known address or by email to the last known email address or by fax to the last known fax number given by the member shall be considered as duly received by him. It shall not be necessary to send notices to a member for the time being absent from Hong Kong.
44. A member of the Club shall not vote as a Full Member of the Club at any General Meeting at which his own conduct is in question, or at any meeting held to investigate any case in which he is a complainant.
45. The Club has the right to use or not to use any or all information in relation to racing competitions joined by members holding a karting competition licence issued by the Club and such information may or may not be used by the Club for the purposes of promoting or developing karting in Hong Kong.

### **GENERAL MEETINGS**

46. Subject to sections 611, 612 and 613 of the Ordinance, the Club must, in respect of each financial year of the Club, hold a General Meeting as its Annual General Meeting in accordance with section 610 of the Ordinance. The Annual General Meeting shall be held at such time and place as the General Committee shall appoint. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

47. The General Committee may, if it thinks fit, call a General Meeting to be held, subject to the Articles, at such time and place as the General Committee thinks fit. If the General Committee is required to call a General Meeting under section 566 of the Ordinance, the General Committee must call it in accordance with section 567 of the Ordinance. If the members of the General Committee do not call a General Meeting in accordance with section 567 of the Ordinance, the members who requested the meeting, or any of them representing more than one half of the total voting rights of all of them, may themselves call a General Meeting in accordance with section 568 of the Ordinance.

### **NOTICE OF GENERAL MEETINGS**

48. An Annual General Meeting shall be called by at least 21 days' notice in writing, and a General Meeting other than an Annual General Meeting or a meeting for the passing of a special resolution shall be called by at least 14 days' notice in writing. Such notice may be made in electronic form.
49. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given.
50. The notice shall:-
- (a) specify the date and time of the meeting;
  - (b) specify the place of the meeting (and if the meeting is to be held in two or more places, the principal place of the meeting and the other place or places of the meeting);
  - (c) state the general nature of the business to be dealt with at the meeting;
  - (d) for a notice calling an Annual General Meeting, state that the meeting is an Annual General Meeting;
  - (e) if a resolution (whether or not a special resolution) is intended to be moved at the meeting –
    - (i) include notice of the resolution; and

- (ii) include or be accompanied by a statement containing any information or explanation that is reasonably necessary to indicate the purpose of the resolution;

- (f) if a special resolution is intended to be moved at the meeting, specify the intention and include the text of the special resolution; and

- (g) contain a statement specifying a Full Member's right to appoint a proxy who must be a Full Member of the Club under section 596 of the Ordinance.

51. Article 50(e) does not apply in relation to a resolution of which –

- (a) notice has been included in the notice of the meeting under section 567(3) or 568(2) of the Ordinance; or

- (b) notice has been given under section 615 of the Ordinance.

52. Despite the fact that a General Meeting is called by shorter notice than that specified in this Article, it is regarded as having been duly called if it is so agreed –

- (a) for an Annual General Meeting, by all the members entitled to attend and vote at the meeting; and

- (b) in any other case, by a majority in number of the members entitled to attend and vote at the meeting, being a majority together representing at least 95% of the total voting rights at the meeting of all the members.

53. Notice of a General Meeting must be given to –

- (a) every member entitled to vote at the meeting; and

- (b) every member of the General Committee.

54. If notice of a General Meeting or any other document relating to the meeting is required to be given to a member, the Club must give a copy of it to its auditor (if more than one auditor, to everyone of them) at the same time as the notice or the other document is given to the member.



55. Any accidental omission to give notice of a General Meeting to, or any non-receipt of notice of a General Meeting by, any person entitled to receive notice does not invalidate the proceedings at the meeting.

### **ATTENDANCE AND SPEAKING AT GENERAL MEETINGS**

56. A member is able to exercise the right to speak at a General Meeting when the member is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions that the member has on the business of the meeting.
57. A member is able to exercise the right to vote at a General Meeting when –
- (a) the member is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
  - (b) the member's vote can be taken into account in determining whether or not those resolutions are passed at the same time as the votes of all the other members attending the meeting.
58. The General Committee may make whatever arrangements it considers appropriate to enable those attending a General Meeting to exercise their rights to speak or vote at it.
59. In determining attendance at a General Meeting, it is immaterial whether any two or more members attending it are in the same place as each other.
60. Two or more members who are not in the same place as each other attend a General Meeting if their circumstances are such that if they have rights to speak and vote at the meeting, they are able to exercise them.

### **PROCEEDINGS AT GENERAL MEETINGS**

61. No business shall be transacted at any General Meeting unless a quorum constitutes of members who are entitled to vote thereat is present or by proxy at the time when the meeting proceeds to business, and such quorum shall consist of not less than 15 such members or one-tenth of the total number of such members or if such number be not a multiple of ten then the number next to but not exceeding one-tenth, whichever figure is the lower.

62. If such a quorum is not present within half an hour from the time appointed for the meeting, the meeting, if convened upon the requisition of members, shall be dissolved and in any other case, it shall stand adjourned to the same day in the next week at the same time but not necessarily the same place, or to such other day and at such other time and place as the General Committee may determine.
63. The Chairperson of the General Committee and in his absence the Vice-Chairperson shall preside as chairman (***Chairman***) at every General Meeting of the Club. If at any meeting the Chairperson or the Vice-Chairperson shall not be present within fifteen minutes after the time appointed for holding the meeting, or if they shall have previously notified the Club of their intention not to be present, one of the General Committee members shall preside, or if no General Committee members present or willing to take the Chair, the members present who are entitled to vote shall choose one of their members to preside.
64. If at the adjourned meeting, a quorum is not present within half an hour from the time appointed for holding the meeting, the member or members present in person or by proxy constitute a quorum.
65. The Chairman of the meeting may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

### **VOTING AT GENERAL MEETINGS**

66. Every Full Member of the Club for over two full years shall be entitled to vote at any General Meeting, a resolution put to the vote of the General Meeting shall be decided on a show of hands unless a poll is duly demanded in accordance with these Articles.

67. If there is an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, is entitled to a second or casting vote.
68. On a vote on a resolution on a show of hands at a General Meeting, a declaration by the Chairman that the resolution—
- (a) has or has not been passed; or
  - (b) has passed by a particular majority,
- is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
69. An entry in respect of the declaration in the minutes of the meeting is also conclusive evidence of that fact without the proof.
70. Any objection to the qualification of any person voting at a General Meeting may only be raised at the meeting or adjourned meeting at which the vote objected to is tendered, and a vote not disallowed at the meeting is valid.
71. Any objection must be referred to the Chairman of the meeting whose decision is final.
72. A poll on a resolution may be demanded—
- (a) in advance of the General Meeting where it is to be put to the vote; or
  - (b) at a General Meeting, either before or on the declaration of the result of a show of hands on that resolution.
73. A poll on a resolution may be demanded by—
- (a) the Chairman of the meeting;
  - (b) at least two members present in person or by proxy having the right to vote at the meeting; or

- (c) any member or members present in person or by proxy and representing at least 5% of the total voting rights of all the members having the right to vote at the meeting.
74. The instrument appointing a proxy is regarded as conferring authority to demand or join in demanding a poll on a resolution.
75. A demand for a poll on a resolution may be withdrawn.
76. On a vote on a resolution, whether on a show of hands at a General Meeting or on a poll taken at a General Meeting—
- (a) every member entitled to vote present in person has one vote; and
  - (b) every proxy present who has been duly appointed by a member entitled to vote on the resolution has one vote.
77. A member entitled to vote who is a mentally incapacitated person may vote, whether on a show of hands or on a poll, by the member's committee, receiver, guardian or other person in the nature of a committee, receiver or guardian appointed by the Court. The committee, receiver, guardian or other person may vote by proxy on a show of hands or on a poll.

### **PROXY NOTICES**

78. A member entitled to vote at General Meeting may only appoint other member who has the right to vote as a proxy. A proxy may only validly be appointed by a notice in writing (*proxy notice*) that—
- (a) states the name and address of the member appointing the proxy;
  - (b) identifies the person appointed to be that member's proxy and the General Meeting in relation to which that person is appointed;
  - (c) is signed by or on behalf of the member appointing the proxy; and
  - (d) is delivered to the Club in accordance with these Articles and any instructions contained in the notice of the General Meeting in relation to which the proxy is appointed.

79. The Club may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
80. If the Club requires or allows a proxy notice to be delivered to it in electronic form, it may require the delivery to be properly protected by a security arrangement it specifies.
81. 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 General Meeting.
82. Unless a proxy notice indicates otherwise, it must be regarded as—
  - (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the General Meeting; and
  - (b) appointing that person as a proxy in relation to any adjournment of the General Meeting to which it relates as well as the meeting itself.
83. If a proxy notice signed by a person on behalf of the member is not authenticated, it must be accompanied by written evidence of the authority of the person who executed the appointment to execute it on behalf of the member appointing the proxy.
84. A proxy notice does not take effect unless it is received by the Club—
  - (a) for a General Meeting or adjourned General Meeting, at least 48 hours before the time appointed for holding the meeting or adjourned meeting; and
  - (b) for a poll taken more than 48 hours after it was demanded, at least 24 hours before the time appointed for taking the poll.
85. 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 person by whom or on whose behalf the proxy notice was given.
86. A notice revoking the appointment only takes effect if it is received by the Club—

- (a) for a General Meeting or adjourned General Meeting, at least 48 hours before the time appointed for holding the meeting or adjourned meeting; and
  - (b) for a poll taken more than 48 hours after it was demanded, at least 24 hours before the time appointed for taking the poll.
- 87. A proxy's authority in relation to a resolution is to be regarded as revoked if the member who has appointed the proxy—
  - (a) attends in person the General Meeting at which the resolution is to be decided; and
  - (b) exercises, in relation to the resolution, the voting right that the member is entitled to exercise.
- 88. A member who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a General 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.
- 89. A vote given in accordance with the terms of a proxy notice is valid despite—
  - (a) the previous death or mental incapacity of the member appointing the proxy; or
  - (b) the revocation of the appointment of the proxy or of the authority under which the appointment of the proxy is executed.
- 90. Article 89 does not apply if notice in writing of the death, mental incapacity or revocation is received by the Club—
  - (a) for a General Meeting or adjourned General Meeting, at least 48 hours before the time appointed for holding the meeting or adjourned meeting; and
  - (b) for a poll taken more than 48 hours after it was demanded, at least 24 hours before the time appointed for taking the poll.

## **AMENDMENTS TO PROPOSED RESOLUTIONS**

91. An ordinary resolution to be proposed at a General Meeting may be amended by ordinary resolution if—
  - (a) notice of the proposed amendment is given to the Honorary Secretary in writing; and
  - (b) the proposed amendment does not, in the reasonable opinion of the Chairman of the meeting, materially alter the scope of the resolution.
92. The notice must be given by a person entitled to vote at the General Meeting at which it is to be proposed at least 48 hours before the meeting is to take place (or a later time the Chairman of the meeting determines).
93. A special resolution to be proposed at a general meeting may be amended by ordinary resolution if—
  - (a) the Chairman of the meeting proposes the amendment at the meeting at which the special resolution is to be proposed; and
  - (b) the amendment merely corrects a grammatical or other non-substantive error in the special resolution.
94. If the Chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the vote on that resolution remains valid unless the Court orders otherwise.

## **GENERAL COMMITTEE**

95. General Committee members shall be the “directors” of the Club.
96. The affairs of the Club shall be managed by the General Committee comprising of:
  - (a) The Chairperson;
  - (b) The Vice-Chairperson;
  - (c) The Honorary Secretary;
  - (d) The Honorary Treasurer; and

(e) not less than four but not more than eight additional General Committee members.

97. General Committee members of the Club shall be elected by members who have voting rights in person or by proxy at the Annual General Meeting.

98. General Committee members of the Club shall be elected for a term of two years. Office bearers shall be eligible in that capacity for a maximum consecutive term of four years.

99. After holding office for four consecutive years, each Office bearer shall be eligible to continue his office in any capacity upon receiving not less than 70% of the votes of the members who are entitled to vote and present or by proxy at the General Meeting by secret ballot.

100. The election of members of the General Committee shall be conducted in the following manner:

(1) The candidates for the election of members of the General Committee can be nominated in the following manner:

(a) Any two Full Members may nominate any number of candidates who are 18 years old or above and being Full Member over two years with good standing who is not a member of any Affiliated Club Member by submitting nominations in writing to the Secretariat at least seven days before the General Meeting. The nomination shall be signed by two Full Members and include a statement, over the signature of the proposed candidate of his willingness to accept office if elected.

(b) Each Affiliated Club Member may only nominate a maximum of two candidates who are 18 years old or above and being Full Member over two years with good standing who are a member of such Affiliated Club Member by submitting nominations in writing to the Secretariat at least seven days before the General Meeting. The nomination shall be signed by a Full Member who is a member of such Affiliated Club Member and include a statement, over the signature of the proposed candidate of his willingness to accept office if elected. Each Affiliated Club Member can only have a



maximum of two members who are members of the General Committee at the same time.

(c) Withdrawal of nomination shall not be accepted unless it is made seven days before the General Meeting.

(2) The Secretariat shall then announce the names of the candidates.

(3) Balloting list shall be issued to all Full Members who have voting rights containing the names of all duly qualified candidates.

(4) Every Full Member of the Club for over two full years shall be entitled to vote for as many candidates as there are vacancies to be filled and no more. The vote can be made by the Full Member present at the meeting or by proxy.

(5) The election of the Chairperson, the Vice-Chairperson, the Honorary Secretary and the Honorary Treasurer shall be voted by the elected General Committee members among themselves at the coming General Committee meeting.

(6) Candidates up to the number of vacancies who shall receive most votes in each group shall be declared elected and in the case of two or more candidates receiving an equal number of votes, the Chairman of the meeting shall have a second or casting vote.

(7) Not less than six weeks before the General Meeting, the General Committee shall call for nominations of members for election to the General Committee for the ensuing year.

(8) The General Committee so elected shall go into office on the first day of the month following the General Meeting.

101. Any casual vacancy occurring in the General Committee by reason of death, resignation, other disability or other reasons as set out in Article 106 may be filled pursuant to this Article, but the person so chosen shall be subject to the same conditions as to tenure of office as his predecessor.

(a) Should the Chairperson resign or die in office or his office be otherwise vacated the Vice-Chairperson shall succeed. The term of office of any

person succeeding or being appointed to the office hereof shall terminate at the date of which the term of office the Chairperson would have terminated but for the resignation or death or vacation of office of such Chairperson. A person succeeding or being appointed to office as aforesaid shall notwithstanding anything herein contained be eligible for immediate election to the same office.

- (b) Should the Vice-Chairperson succeed the office as the Chairperson or his office be otherwise vacated the General Committee shall appoint one of their number in his stead. The term of office of any person succeeding or being appointed to the office hereof shall terminate at the date of which the term of office the Vice-Chairperson would have terminated but for the resignation or death or vacation of office of such Vice-Chairperson. A person succeeding or being appointed to office as aforesaid notwithstanding anything herein contained shall be eligible for immediate election to the same office.
- (c) Should the office of the Honorary Secretary or the Honorary Treasurer be vacated the General Committee shall appoint a successor who shall be a Full Member for at least the immediately preceding two years with good standing to take his place. The term of office of any person being appointed to the office hereof shall terminate at the date of which the term of office the Honorary Secretary or the Honorary Treasurer would have terminated but for the resignation or death or vacation of office of such the Honorary Secretary or the Honorary Treasurer. A person being appointed to office as aforesaid notwithstanding anything herein contained shall be eligible for immediate election to the same office.
- (d) Should the office of a member of the General Committee be vacated the General Committee may appoint a member who shall be a Full Member for at least the immediately preceding two years with good standing to take his place. The term of office of any person being appointed to the office hereof shall terminate at the date of which the term of office such member of the General Committee would have terminated but for the resignation or death or vacation of office of such member of the General Committee. A person appointed to office as aforesaid notwithstanding anything herein contained shall be eligible for immediate election to the same office.

102. The continuing members of the General Committee may act notwithstanding any vacancy in that body but if and so long as their number is reduced below the number fixed by or pursuant to the regulations of the Club as the necessary quorum of members, the continuing members of the General Committee may act for the purposes as set out in Article 137 but for no other purpose.

103. The acts of any meeting of General Committee or of a General Committee or the acts of any person acting as a member of the General Committee are as valid as if the General Committee or the General Committee member had been duly appointed as a General Committee member and was qualified to be a General Committee member, even if it is afterwards discovered that—

(a) there was a defect in the appointment of any of the General Committee member or of the person acting as General Committee member;

(b) any one or more of them were not qualified to be a General Committee member or were disqualified from being a General Committee member;

(c) any one or more of them had ceased as a General Committee member;  
or

(d) any one or more of them were not entitled to vote on the matter in question.

104. Subject to Articles 98 and 99, a retiring General Committee member is eligible for reappointment to the office.

105. A member of the General Committee may not receive any salary or remuneration from the Club as being a General Committee member but he shall be indemnified out of the funds of the Club in respect of travelling and other expenditure properly incurred in and about the affairs of the Club.

#### **DISQUALIFICATION OF MEMBERS OF THE GENERAL COMMITTEE**

106. The office of a member of the General Committee shall be vacated in accordance with Articles 107 and 108 if —

(a) for any reason he ceases to be a member of the Club;

- (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (c) he is convicted of any criminal offence, other than a driving offence, involving immediate imprisonment for a period of six weeks or more;
- (d) he becomes a mentally incapacitated person;
- (e) by notice in writing he resigns his office in accordance with section 464(5) of the Ordinance;
- (f) he is removed from office by an ordinary resolution duly passed at a General Meeting in accordance with these Articles;
- (g) he fails to attend General Committee meetings three times consecutively without the approval of the General Committee;
- (h) he becomes prohibited from being a director by reason of any order made under the Ordinance or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) or is prohibited from being a director by law;
- (i) he was nominated under Article 100(1)(a) and after being elected he becomes a member of any Affiliated Club Member during his office which makes the number of General Committee member who are a member of any Affiliated Club Member exceed two; and
- (j) he was nominated under Article 100(1)(b) and after being elected he becomes a member of another Affiliated Club Member during his office which makes the number of General Committee member who are a member of that other Affiliated Club Member exceed two.

107. If any General Committee member violates any of these Articles or by-Laws of the Club or fails to disclose the nature of his interest in manner required by Section 536 of the Ordinance or if his conduct shall in the opinion of two of the members of the General Committee or any ten Full Members of the Club (who shall certify the same in writing to the General Committee) be injurious to the character or interests of the Club; it shall be the duty of the General Committee to invite the General Committee member

complained of by letter, email or fax to give an explanation of his conduct and to appear a meeting of the General Committee convened to consider his case.

108. If the General Committee is not satisfied with the explanation of his conduct, they shall call upon such General Committee member being complained of to resign, and should he do so within two weeks his name shall be erased from the list of General Committee members and he shall thereupon cease to be a General Committee member, provided always that the decision calling upon him to resign shall be supported by at least two-thirds of the General Committee members present at such meeting.

### **DUTIES OF OFFICE BEARERS**

109. The Chairperson shall take overall charge of the Club, preside over General Committee meeting and General Meeting and shall represent the Club at official functions. Other specific responsibilities may be assigned from time to time by the General Committee.
110. The Vice-Chairperson shall deputise for the Chairperson, Honorary Secretary or Honorary Treasurer, as required, on a strictly temporary basis. Other specific responsibilities may be assigned from time to time by the General Committee.
111. The Honorary Treasurer shall be responsible for all financial matters affecting the Club. Other responsibilities may be assigned from time to time by the General Committee.
112. The Honorary Secretary will be appointed as a company secretary of the Club in accordance with the Ordinance and shall be responsible for ensuring that the Club functions in accordance with provisions of the Ordinance. In particular, he shall ensure that:
- (a) the register of members is kept up to date;
  - (b) all notices and documents required by the Companies Registry are lodged as required; and
  - (c) minutes of all General Committee meetings and General Meetings are properly kept.

## **GENERAL COMMITTEE'S GENERAL AUTHORITY**

113. Subject to the Ordinance and these Articles, the business and affairs of the Club are managed by the General Committee, who may exercise all the powers of the Club.
114. An alteration of these Articles does not invalidate any prior act of the General Committee that would have been valid if the alteration had not been made.
115. The powers given by these Articles are not limited by any other power given to the General Committee by these Articles.
116. A General Committee meeting at which a quorum is present may exercise all powers exercisable by the General Committee.

## **MEMBERS' RESERVE POWER**

117. Full Members who have voting rights may, by special resolution, direct the General Committee to take, or refrain from taking, specified action.
118. The special resolution does not invalidate anything that the General Committee has done before the passing of the resolution.

## **SUB-COMMITTEES**

119. The General Committee may, from time to time, appoint such Sub-Committees as it considers necessary for securing the efficient discharge of its functions for the conduct of business, and may delegate to any such Sub-Committees any of its powers and duties PROVIDED that no delegation made hereunder shall preclude the General Committee from exercising or performing or resuming at any time any of the powers and duties so delegated. Each Sub-Committee shall exercise its powers so delegated in conformity with the directions and regulations imposed by the General Committee from time to time. A Sub-Committee may be dissolved by the General Committee at any time. A Sub-Committee so appointed cannot be affiliated to any outside organisation.

120. Any member may be appointed as a Sub-Committee member notwithstanding that he is not a member of the General Committee.
121. Any Sub-Committee so appointed shall, in the exercise of the powers so delegated, comply to any rules and regulations that may be imposed on it by the General Committee.
122. All acts done by any meeting of a Sub-Committee or by any person acting as a member of a Sub-Committee shall, notwithstanding that it is afterwards discovered that there was an irregularity in the appointment of any such member of the General Committee or Sub-Committee or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or was qualified to be a member of such Sub-Committee.

### **DECISION-TAKING BY GENERAL COMMITTEE**

123. A decision of the General Committee may only be taken –

- (a) by a majority of the members of the General Committee at a meeting; or
- (b) by a written resolution in accordance with below—
  - (i) A decision of the General Committee is taken in accordance with this Article when all eligible General Committee members indicate to each other (either directly or indirectly) by any means that they share a common view on a matter;
  - (ii) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible General Committee members or to which each eligible General Committee members has otherwise indicated agreement in writing; and
  - (iii) A reference in this Article to eligible General Committee members is a reference to General Committee members who would have been entitled to vote on the matter if it had been proposed as a resolution at a General Committee's meeting.

124. The General Committee may make its decision by any electronic method approved by a majority of the members of the General Committee, of which

such decision shall be valid and effectual after circulated to all members of the General Committee.

125. The General Committee must ensure that the Club keeps a written record of every decision taken by the General Committees under Article 123(b) for at least 10 years from the date of the decision.

126. Subject to these Articles, the General Committee may make any rules and bye-laws that it thinks fit about—

(a) how it takes decisions; and

(b) how the rules are to be recorded or communicated to the members of the General Committee.

### **GENERAL COMMITTEE MEETINGS**

127. A meeting of the General Committee shall take place at least once every two months and more often if necessary or if required.

128. Any Office bearers may call a meeting of the General Committee by giving not less than seven days' notice in writing stating the objects for which such meeting is to be convened to all members of the General Committee or by authorising the Secretariat to give such notice.

129. Meetings of the General Committee may be convened on the requisition in writing signed by two members of the General Committee stating the objects for which such meetings are to be convened, and forwarded to the Secretariat. The Secretariat shall give not less than seven days' notice in writing stating the objects for which such meeting is to be convened to all members of the General Committee.

130. Notice of a meeting of the General Committee must indicate—

(a) its proposed date and time; and

(b) where it is to take place.



131. Notice of a meeting of the General Committee must be given to each member of the General Committee. Such notice may be made in electronic form.
132. Subject to these Articles, members of the General Committee participate in a General Committee meeting, or part of a General Committee's meeting, when—
- (a) the meeting has been called and takes place in accordance with these Articles; and
  - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting, either in-person or through any electronic means.
133. In determining whether members of the General Committee are participating in a meeting, it is irrelevant where a General Committee member is and how they communicate with each other.
134. If all the members of the General Committee participating in a General Committee meeting are not in the same place, they may regard the meeting as taking place wherever any one of them is.
135. At a General Committee meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
136. The quorum necessary for the transaction of the business of the General Committee meeting shall be five members of the General Committee.
137. If the total number of the members of the General Committee for the time being is less than the quorum required for the General Committee meetings, the General Committee must not take any decision other than a decision—
- (a) to admit persons to membership of the Club;
  - (b) to appoint further members of the General Committee; or
  - (c) to call a General Meeting so as to appoint further members of the General Committee.

138. At every meeting of the General Committee, the Chairperson shall preside or in his absence, the Vice Chairperson shall preside, or in their absence the Honorary Treasurer shall preside, or in their absence the Honorary Secretary shall preside. In the absence of all Office bearers, the members of the General Committee present at such meeting may appoint one of the members to be the chairman of that meeting.
139. If the members of votes for and against a proposal are equal, the chairman of the meeting shall have a second or casting vote.
140. Article 139 does not apply if, in accordance with these Articles, the chairman of the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes.
141. A member of the General Committee shall not act as a member of the General Committee at any meeting at which his own conduct is in question, or at any meeting held to investigate any case in which he is a complainant.
142. The General Committee shall cause the information of the Club to be adequately recorded for future reference as required by the Ordinance and cause proper minutes to be made in books provided for the purpose:
- (a) of all appointments of Sub-Committees made by the General Committee;
  - (b) of the names of the members of the General Committee present at each meeting and of any Sub-Committees thereof; and
  - (c) of all resolutions and proceedings at all meetings of the Club and of the General Committee and of Sub-Committees of the General Committee.

### **CONFLICTS OF INTERESTS**

143. (1) This Article applies if—
- (a) a member of the General Committee or the Sub-Committee is in any way (directly or indirectly) interested in a transaction, arrangement or contract with the Club that is significant in relation to the Club's operations; and
  - (b) the member's interest is material.

- (2) The member of the General Committee and the Sub-Committee must declare the nature and extent of his interest to the other members of the General Committee or the Sub-Committee (as the case may be) in accordance with section 536 of the Ordinance where applicable as in the case of a director.
- (3) The member of the General Committee or the Sub-Committee must neither—
  - (a) vote in respect of the transaction, arrangement or contract in which he is so interested; nor
  - (b) be counted for quorum purposes in respect of the transaction, arrangement or contract.
- (4) If a member of the General Committee or the Sub-Committee contravenes paragraph (3) of this Article , the vote must not be counted.
- (5) Paragraph (3) of this Article does not apply to—
  - (a) an arrangement for giving a member of the General Committee or the Sub-Committee any security or indemnity in respect of money lent by the member of the General Committee or the Sub-Committee to or obligations undertaken by the member of the General Committee or the Sub-Committee for the benefit of the Club.
  - (b) an arrangement for the Club to give any security to a third party in respect of a debt or obligation of the Club for which the member of the General Committee or the Sub-Committee has assumed responsibility wholly or in part under a guarantee or indemnity or by the deposit of a security.
  - (c) an arrangement under which benefits are made available to employees and members of the General Committee or the Sub-Committee or former employees and members of the General Committee or the Sub-Committee of the Club, which do not

provide special benefits for members or former members of the General Committee or Sub-Committee.

- (6) A reference to a transaction, arrangement or contract includes a proposed transaction, arrangement or contract.

### **SUPPLEMENTARY PROVISIONS AS TO CONFLICTS OF INTEREST**

144. Members of the General Committee or the Sub-Committee may be a director or other officer of, or be otherwise interested in any company promoted by the Club.
145. Subject to the Ordinance, member of the General Committee and the Sub-Committee is not accountable to the Club for any remuneration or other benefits received by the member of the General Committee or the Sub-Committee as a director or officer of, or from his interest in, the other company unless the Club otherwise directs.

### **INDEMNITY AND INSURANCE**

146. Every member or former member of the General Committee of the Club may be indemnified out of the Club's assets against any liability incurred by the General Committee member to a person other than the Club in connection with any negligence, default, breach of duty or breach of trust in relation to the Club.
147. The indemnity provided in Article 146 does not cover—
- (a) any liability of the General Committee member to pay—
    - (i) a fine imposed in criminal proceedings; or
    - (ii) a sum payable by way of a penalty in respect of non-compliance with any requirement of a regulatory nature; or
  - (b) any liability incurred by the member of the General Committee—
    - (i) in defending criminal proceedings in which the member of the General Committee is convicted;

- (ii) in defending civil proceedings brought by the Club in which judgment is given against the member of the General Committee;
- (iii) in defending civil proceedings brought on behalf of the Club by a member of the Club, in which judgment is given against the member of the General Committee; or
- (iv) in connection with an application for relief under section 903 or 904 of the Ordinance in which the Court refuses to grant the member of the General Committee relief.

148. A reference in Article 147(b) to a conviction, judgment or refusal of relief is a reference to the final decision in the proceedings.

149. For the purposes of Article 148, a conviction, judgment or refusal of relief—

- (a) if not appealed against, becomes final at the end of the period for bringing an appeal; or
- (b) if appealed against, becomes final when the appeal, or any further appeal, is disposed of.

150. For the purposes of Article 149(b), an appeal is disposed of if—

- (a) it is determined, and the period for bringing any further appeal has ended; or
- (b) it is abandoned or otherwise ceases to have effect.

151. The General Committee may decide to purchase and maintain insurance, at the expense of the Club, for a member of the General Committee of the Club, against—

- (a) any liability to any person attaching to the member of the General Committee in connection with any negligence, default, breach of duty or breach of trust (except for fraud) in relation to the Club; or
- (b) any liability incurred by the member of the General Committee in defending any proceedings (whether civil or criminal) taken against the

member of the General Committee for any negligence, default, breach of duty or breach of trust (including fraud) in relation to the Club.

### **SECRETARIAT AND STAFF**

152. The Club may establish a Secretariat as an administrative unit responsible for maintaining records and secretarial duties and to carrying out other functions as the General Committee may delegate to it. The Office bearers may appoint such staff of the Club to serve on the Secretariat at such remuneration and upon such conditions as they may see fit, and any staff so employed may be removed by them.

### **MEANS OF COMMUNICATIONS TO BE USED**

153. Subject to these Articles, anything sent or supplied by or to the Club under these Articles may be sent or supplied in any way in which Part 18 of the Ordinance provides for documents or information to be sent or supplied by or to the Club for the purposes of the Ordinance.

154. Subject to these Articles, any notice or document to be sent or supplied to a member of the General Committee in connection with the taking of decisions by the General Committee may also be sent or supplied by the means by which that member of the General Committee has asked to be sent or supplied with such a notice or document for the time being.

155. A member of the General Committee may agree with the Club that notices or documents sent to him in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

156. Except where the Articles expressly deal with, the manner and method of giving notice to members, any notice served by post shall be deemed to have been served upon the expiration of 48 hours after the day on which the letter containing the same is put into the post. Any notice served by electronic form shall be deemed to have been served on the day of sending.

### **ACCOUNTS**

157. The General Committee must prepare annual financial statements for each accounting reference period as required by the Ordinance. The financial

statements must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Hong Kong Institute of Certified Public Accountants or its successors and adhere to all of its recommended practices.

158. The General Committee must keep accounting records as required by the Ordinance.
159. The General Committee shall cause proper books of account to be kept with respect to all sums of money received and expended by the Club and the matters in respect of which such receipt and expenditure takes place and the assets and liabilities of the Club.
160. The General Committee shall from time to time determine at what times and places and under what conditions and regulations the accounts and books of the Club or any of them shall be open to the inspection of members not being members of the General Committee and no member (not being a member of the General Committee) shall have any right of inspecting any account or book or document of the Club except as conferred by statute or by these Articles or authorised by the General Committee or by the Club in General Meeting.
161. The General Committee shall from time to time in accordance with the Ordinance cause to be prepared and to be laid before the Club in General Meeting such balance sheets and reports as are referred to in the Ordinance.
162. 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 shall be ascertained by one or more authorised auditor or auditors.

## **AUDIT**

163. Auditors shall be appointed and their duties regulated in accordance with the applicable statutory requirements.
164. The General Committee may decide to purchase and maintain insurance, at the expense of the Club, for an auditor of the Club, against—
  - (a) any liability to any person attaching to the auditor in connection with any negligence, default, breach of duty or breach of trust (except for fraud)

occurring in the course of performance of the duties of auditor in relation to the Club; or

(b) any liability incurred by the auditor in defending any proceedings (whether civil or criminal) taken against the auditor for any negligence, default, breach of duty or breach of trust (including fraud) occurring in the course of performance of the duties of auditor in relation to the Club.

165. A reference to performance of the duties of auditor includes the performance of the duties specified in section 415(6)(a) and (b) of the Ordinance.

### **BYE-LAWS**

166. The General Committee shall have the power from time to time make, add to, alter and/or repeal bye-laws and rules as they may deem necessary, expedient or for the regulation of the Club, such convenient for the proper management of the Club or its officers and employees, or the members and visitors as to the use and enjoyment of the Club or any part thereof.

### **THE SEAL**

167. The Common Seal of the Club may only be used by the authority of the General Committee. The Common Seal of the Club shall be kept at the Office or at such other place as the General Committee shall from time to time determine and all documents requiring the Seal to be affixed thereto shall be signed by two General Committee members and by the Honorary Secretary or some other person appointed by the General Committee.

### **CHEQUES AND OTHER NEGOTIABLE INSTRUMENT**

168. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Club shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the General Committee shall from time to time by resolution determine.



## **WINDING UP AND DISSOLUTION**

169. The Club may be dissolved by a special resolution of the members at a General Meeting or Extraordinary General Meeting convened for the purpose.
170. 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 net assets**”), the net assets 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, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Club under or by virtue of Articles 15, 16 and 17 above and this Article, such institution or institutions to be determined by a resolution of the members of the Club at or before the time of dissolution and in default thereof by a Judge of the High Court of the Hong Kong Special Administrative Region having jurisdiction in the matter. If and so far as effect cannot be given to the aforesaid provisions, the net assets shall be applied for charitable purposes as directed by a Judge of the High Court of the Hong Kong Special Administrative Region having jurisdiction in the matter.

## **AMENDMENTS TO ARTICLES OF ASSOCIATION**

171. No addition, alteration or amendment shall be made to or in the Articles of the Club, unless such addition, alteration or amendment has previously been submitted to and approved by the Registrar of Companies in writing or is made under a direction given under section 104(2)(b) or 105 of the Ordinance.

## **RESTRICTION ON FORMATION OF SUBSIDIARY**

172. The Club shall not form a subsidiary or hold a controlling interest in another body corporate, unless the formation of such a subsidiary or the holding of such a controlling interest has previously been approved by the Registrar of Companies in writing.

## **INTERPRETATION**

173. Any question as to the interpretation of these Articles and any rules or by-laws shall be decided by the General Committee, whose decision shall be final and all matters not specifically provided for by these Articles shall be subject to the decision of the General Committee, whose ruling shall be final and conclusive.

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**Names, Address and Description of Subscribers**

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**Walter Haskamp,**  
39 Conduit Road, Flat 203,  
Hong Kong

Merchant

**J.W.Bailey,**  
Flat 13, No. 3 Caldecott Road,  
Pipers Hill,  
Kowloon

Civil Servant

**D.J.H. MacDonald,**  
95C Robinson Road (Top Floor),  
Hong Kong

Manager, Vehicle Repair  
Dept.

**S.Y.S. Lee,**  
2 Duke Street,  
Flat A, 1<sup>st</sup> Floor,  
Kowloon

李耀蓀

Tobacco Manufacturer

**Kho Kiem An,**  
1, Babington Path,  
Ping On Apt., B/2<sup>nd</sup> Fl.,  
Hong Kong

許金安

Architect

**Fu Yam Chi,**  
505 Fu House,  
7 Ice House Street,  
Hong Kong

傅蔭箎

Merchant

**Michael D. Kadoorie,**  
Sir Elly Kadoorie & Sons,  
Lane Crawford House,  
Des Voeux Road,  
Hong Kong

Company Director

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Date the 9<sup>th</sup> day of October 1965.

WITNESS to the above signatures :

Ella Cheong,  
Solicitor,  
Hong Kong

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