

THE COMPANIES ORDINANCE (Chapter 32)

Company Limited by Guarantee and not  
having a Share Capital

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AMENDED  
ARTICLES OF ASSOCIATION

OF

THE HONG KONG KART CLUB LIMITED

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PRELIMINARY

1. In these Articles, unless there is something in the subject or context inconsistent therewith:-

“the Club” means the Company registered as “The Hong Kong Kart Club Limited”.

“member” means a member of the Club.

“Chairman” means the Chairman of the General Committee for the time being.

“the General Committee” means the General Committee of the Club for the time being.

“the Honorary Secretary” means the Honorary Secretary of the Club for the time being.

“Annual General Meeting” means the Yearly General Meeting of the members of the Club.

“Extraordinary General Meeting” means a General Meeting of the members of the Club specially summoned under these Articles.

“the Ordinance” means the Companies Ordinance, Chapter 622, Laws of Hong Kong.

“in writing” means written or printed or partly written and partly printed.

“the Seal” means the Common Seal for the time being of the Club.

“the office” means the office for the time being of the Club.

“month” means Calendar month.

Expressions referring to writing shall be construed as including references to printing and other modes of representing or reproducing words in visible form.

Words importing the singular number only shall include the plural and the converse shall also apply.

Words importing the masculine gender shall include the feminine gender.

Clause headings are indicative only and are to be ignored for the purposes of interpretation.

## MEMBERSHIP

2. For the purpose of registration, the Club is declared to consist of 500 members but the General Committee may, when they think fit, register an increase of members.
- 3a. The first members of the Club shall be the signatories to the Memorandum of Association and those present.
- 3b. The membership of the Club shall consist of:
  - a) Full members.
  - b) Associated members.
  - c) Junior members.
  - d) Overseas members.
  - e) Affiliated clubs or Teams.
  - f) Mini members.

4. FULL MEMBERS: A Full member shall be a member over 16 years of age who has duly been elected as such. Ladies are eligible for election as Full members.

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 which may be set up by the General Committee from time to time for such purpose.

A member who had been a Full member over one year has voting rights.

5. ASSOCIATE MEMBERS: An Associate member shall be a member over 16 years of age who has duly been elected as such, and may participate in all 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.

- 6a. JUNIOR MEMBERS: A Junior member shall be a minor over the age of 11 years but less than 16 years, 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 in special Junior classes subject to such Bye-Laws as may be drawn up by the Committee or any Sub-Committee from time to time for such purpose.

A Junior member has no voting rights.

- 6b. 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 members and upon the production of his or her Competition Licence issued by his or her Kart Club in place of domicile.

An Overseas member will not be issued with a Hong Kong Kart Club Competition Licence

and shall have no voting rights.

- 6c. **AFFILIATED CLUBS:** Any Club duly organised to promote Karting in Hong Kong may affiliate itself to the Hong Kong Kart Club Ltd. as an Affiliated Club upon meeting such requirements as the Club may set out in Bye-Laws drawn up by the General Committee from time to time for such purpose.

An affiliated club must have a current membership of at least 10 members who are not necessarily required to be members of the Hong Kong Kart Club Ltd.

An affiliated club shall pay a yearly affiliation fee as the General Committee may from time to time decide.

Members of affiliated clubs shall be represented in the General Committee only by their nominated representatives. Where affiliated clubs exceed 3 in number only 3 representatives shall be elected from the affiliated clubs and in any case not more than one representative shall be from one club.

- 6d. **MINI MEMBERS:** A Mini member shall be a minor over the age of 8 years but less than 11 years, 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 in special Mini classes 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 shall have no voting rights.

## 7. ELECTION OF MEMBERS:-

- (a) Each candidate for election as a Full member shall be proposed and seconded by Full members.
- (b) Each application for membership shall be made in writing in such form as the General Committee may from time to time prescribe, and shall be accompanied by proposal forms signed by the proposer and seconded, all of which shall be handed to, and counter-signed by the Honorary Secretary.
- (c) The name of each candidate for election, and the names of the proposer and seconder, shall be exhibited on the Club Notice Board or the Club Website or any electronic media published by the Club.
- (d) A ballot shall not be taken on any candidate until his name has been exhibited on the Club Notice Board for not less than one month, or as the General Committee in their discretion may decide.
- (e) Each candidate for election may, after his name has been exhibited on the Club Notice Board, and pending election, enjoy the privileges of an Associate Member of the Club.
- (f) Every candidate for election as a Full member shall be balloted for by the General

Committee in which at least six votes shall be cast in favour of the candidate.

- (g) Each person elected shall be notified by the Honorary Secretary, and shall be supplied with a hard-copy or an electronic-copy of the Memorandum and Articles of Association and the Bye-Laws.
8. The General Committee may rescind membership of any candidate for election, or of any member of whatever category without assigning any reason therefor.

#### ENTRANCE FEES AND SUBSCRIPTIONS

9. The 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.
10. A member transferring from any class of membership to Full member shall pay the entrance fee or additional membership fee required for Full member.

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.

11. Subscription is due on 1st January in each year. Any member joining the Club between the months of July and December may pay half-yearly subscription.
12. If a member has not paid the amount due on election whether it be his/her entrance fee or his subscription within one month, his/her election shall be absolutely void. No member whose subscription is in arrear for two months or such time as the General Committee may otherwise from time to time determine shall be entitled to propose or second any candidate for membership or as a visitor to the Club or to enjoy any benefits/privileges/rights of the Club or to vote on any occasion whosoever until he/she has fully discharged all the claims which the Club may have against him/her.
13. 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 Honorary Secretary that he desires to have his name placed on the list of Absent members, and provided that he has also given the Honorary Secretary notice in writing within seven days of his return to Hong Kong, shall be permitted to rejoin the Club upon his return by paying fully all his outstanding subscription but in no case shall his arrears be outstanding for more than 12 months from date that such payment is due.
14. If any member fails or omits to give such notice as is required under Article 13 hereof or if any member fails to pay his subscription within 3 months of a notice being sent to him/her by post to his/her address as registered with the Club, such a member shall cease to be a member of the Club. Should he/she desire to rejoin the Club, a new application shall be submitted and if elected, a reinstatement fee determined by the General Committee shall be paid.

#### OTHER RULES RELATING MEMBERS

15. 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 upon his ceasing from any cause to be a member under the provisions of these articles or

Bye-Laws.

16. Any member may withdraw from the Club by giving one month's previous notice in writing addressed to the Honorary Secretary.
17. 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.
18. All members shall give due notice to the Honorary Secretary of any change of 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 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.

HONORARY MEMBERS

- 19a. 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 for the duration of such a person's tenure of office or stay in Hong Kong.
- 19b. PRESIDENT AND VICE PRESIDENTS: 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 the current year only unless renewed.

No persons shall be invited for President or Vice President unless the choice is made unanimously by the members of the General Committee.

- 19c. 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 the current year unless renewed.

Honorary members shall have no voting rights.

EXPULSION OF MEMBERS

20. If any member violates any of the Articles of Association or Bye-Laws or The Code of Conduct of the Club, or if his/her conduct shall in the opinion of the General Committee or of any ten 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/her conduct and to appear before a meeting of the General Committee convened to consider his/her case.
21. If the General Committee is not satisfied with the explanation of his/her conduct offered by the member complained of, they shall call upon such member to resign, and should he/she

do so within two weeks his/her name shall subject to Article 24 hereof, be erased from the list of members and he/she shall thereupon cease to be a member, provided always that the decision calling upon him/her to resign shall be supported by at least two-thirds of the members of the General Committee present at such meeting.

22. The General Committee shall on the written requisition of a member affected by their decision under the preceding Article convene an Extraordinary General Meeting of the Club for the purpose of reviewing their decision provided that the requisition shall be signed by at least ten members of the Club and deposited with the Secretary within fourteen days following the decision of the General Committee under the preceding Article calling upon such member to resign.
23. The General Committee may, if they consider the case sufficiently grave, without giving him/her the option of his/her resigning immediately by written notice to the member suspend him/her from all benefits/privileges/rights of the Club, pending the investigation of his/her conduct by the General Committee.
24. The General Committee may, after enquiry and notice given, instead 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.
25. Any member who is adjudged a bankrupt or 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 ipso facto cease to be a member of the Club, and all his/her 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/her name to the books of the Club and the member so re-admitted shall not be called upon to pay any entrance fee.
26. When a member resigns at the request of the General Committee, his subscription fee for the current year shall be returned to him.
27. A member of the General Committee shall not vote 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.

#### MANAGEMENT

28. The management of the affairs and business of the Club shall be vested in the General Committee who may pay all the expenses incurred in the formation and registration of the Club, and may exercise all such powers and do all such acts and things as the Club is by its Memorandum and Articles of Association or otherwise authorised to exercise and do and are not hereby or by the Ordinance required to be exercised or done by the Club in general meeting but subject nevertheless to the provisions of the Ordinance and of these Articles and to any regulations (not being inconsistent with these Articles) from time to time made by the Club in general meeting; provided that no such regulation shall invalidate any prior act of the General Committee which would have been valid if such regulation had not been made.

#### GENERAL COMMITTEE

29a. The affairs of the Club shall be managed by a General Committee consisting of the Chairman, the Vice Chairman, the Honorary Secretary, and the Honorary Treasurer, together with not less than four but not more than eight additional members duly elected at the Annual General Meeting. In addition the following shall also be eligible to sit in the General Committee:

- (a) Not more than three members from the Affiliated clubs who shall also be Club members in good standing for over two years, to represent the Affiliated clubs.
- (b) One member who shall be a Full or Associate member of the Club in good standing for over two years, to represent the Junior section of the Club.
- (c) Immediate Past Chairman who shall ex-officio be a member of the General Committee.

29b. At every General Committee meeting the Chairman shall preside or in his absence the Vice Chairman.

In the absence of both, a Chairman shall be elected at each meeting from the General Committee members present.

29c. (1) Any member of the Club, who has been a full member in good standing over 2 years, shall be eligible for the offices of Chairman, Vice Chairman, Honorary Secretary, Honorary Treasurer and Members of the Committee. The Chairman, Vice Chairman, Honorary Secretary, Honorary Treasurer and Members of the Committee shall be elected by members who have voting rights in person attending the Annual General Meeting of the Club.

(2) Such Chairman, Vice Chairman, Honorary Secretary, Honorary Treasurer and Members of the Committee shall be elected for a term of two years and eligible to hold office in that capacity for a maximum consecutive term of 4 years.

(3) After holding office for 4 consecutive years, each office bearer shall be eligible to continue his office in any capacity upon receiving not less than 80% of the votes of the members who are entitled to vote and present at the General Meeting provided that such office bearer shall have received not less than 80 percent endorsement of the members of the General Committee present by secret ballot.

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

(1) Any two members may propose any number of candidates who are Full members over one year by notice in writing to the Honorary Secretary at least seven days before the general meeting.

(2) The Honorary Secretary shall then post in the Club the names of the candidates and of their proposers and seconders.

(3) Balloting list shall be issued to all Full members over one year containing the names of all duly qualified candidates.

(4) Every Full member of the Club for over one year 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. Member who wish to make his/her vote by proxy must duly fill in the prescribed Proxy Form and send it to the designated mailing address as advised by the Club's Administration Office. The Administration Office shall make a confirmation with the member who is entitled to vote upon receiving his/her Proxy Form.

(5) The election of the Chairman, Vice Chairman, the Honorary Secretary and the

Honorary Treasurer shall be voted by the elected General Committee members among themselves at the 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 (6) 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 Annual General Meeting.

#### PROCEEDINGS OF THE GENERAL COMMITTEE

31. The General Committee may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings and business as they may think fit. Meetings of the General Committee may be convened on the request of the Chairman or by 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 Honorary Secretary.
32. The quorum necessary for the transaction of the business of the General Committee shall be five members of the General Committee personally present.
33. Questions arising at any meeting shall be decided by a majority on a show of hands and in case of an equality of votes the Chairman of the meeting shall have a second or casting vote.
34. 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 of (a) admitting persons to membership of the Club, (b) filling up vacancies in their body, or (c) summoning a General Meeting of the Club, but for no other purpose.
35. The General Committee may, if they think fit, transact any of their business by the circulation of papers, and a resolution in writing, approved by all members thereof shall be valid and effectual as if it had been passed at a meeting of the General Committee.
36. A member of the General Committee may not receive any salary or remuneration 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.
37. A meeting of the members of the General Committee for the time being at which a quorum is present shall be competent to exercise all the authorities powers and discretions by or under the regulations of the Club for the time being vested in the General Committee generally.
38. (a) The General Committee may, from time to time, appoint such Sub-committees as it considers necessary for securing the efficient discharge of its functions, 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.



- (b) Any member may be appointed a member of any such Sub-committee notwithstanding that he is not a member of the General Committee.
  - (c) Any Sub-committee so appointed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the General Committee.
39. All acts done by any meeting of the General Committee or a Sub-committee or by any person acting as a member of the General Committee or a Sub-committee, shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the 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 the General Committee or Sub-committee.
40. Any casual vacancy occurring in the General Committee by reason of death, resignation or other disability may be filled by the General Committee, but the person so chosen shall be subject to the same conditions as to tenure of office as his predecessor.
- (a) Should the Chairman resign or die in office the Vice Chairman 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 Chairman would have terminated but for the resignation or death or vacation of office of such Chairman. 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 Chairman resign or die in office 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 but for the resignation or death or vacation of office of such Vice Chairman. 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) In the event of the death or resignation of the Honorary Secretary or the Honorary Treasurer the General Committee shall elect a successor who shall be a member of the Club to fill the vacant office until the next Annual Election of any Honorary Secretary or Honorary Treasurer and the Member so elected shall go into office herewith.
  - (d) Should any Member of General Committee resign or die or be temporarily absent from its meetings the General Committee may appoint a Member to take his place.
41. The General Committee shall cause proper minutes to be made in books provided for the purposes:
- (a) Of all appointments of Sub-committees made by the General Committee;
  - (b) Of the names of the members present at each meeting of the General Committee and of any Sub-committees thereof;
  - (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.

#### DISQUALIFICATION OF MEMBERS OF THE GENERAL COMMITTEE

42. The office of a member of the General Committee shall be vacated if:

- (a) He becomes bankrupt or makes a composition or scheme of arrangement with his creditors;
  - (b) He is found lunatic or becomes of unsound mind;
  - (c) He resigns his office by notice in writing to the Club; or
  - (d) He is directly or indirectly interested in any contract with the Club and fails to disclose the nature of his interest in manner required by Section 147 of the Ordinance.
43. If any General Committee member violates any of the Articles of Association or Bye-Laws or The Code of Conduct of the Club or fails to disclose the nature of his interest in manner required by Section 536 of the Ordinance or if his/her conduct shall in the opinion of two of the members of the General Committee or any ten 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/her conduct and to appear before a meeting of the General Committee convened to consider his/her case.
44. If the General Committee is not satisfied with the explanation of his/her conduct, they shall call upon such General Committee member being complained of to resign, and should he/she do so within two weeks his/her name shall subject to Article 24 hereof, be erased from the list of General Committee members and he/she shall thereupon cease to be a General Committee member, provided always that the decision calling upon him/her to resign shall be supported by at least two-thirds of the General Committee members present at such meeting
45. Any General Committee member who is adjudged a bankrupt or makes a composition or scheme of arrangement with his/her creditors or 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 ipso facto cease to be a General Committee member of the Club, and all his rights as a member of the General Committee shall be forfeited.
46. A member of the General Committee shall not act as a member of the General Committee at any meeting at which his/her own conduct is in question, or at any meeting held to investigate any case in which he/she is a complainant.
47. A member of the General Committee shall not vote in respect of any matter in which he/she is interested or any matter arising therefrom, and if he/she does so vote his/her vote shall not be counted.
48. Subject to Clause 4 of the Memorandum of Association a member of the General Committee shall not vote in respect of any contract in which he is interested or any matter arising therefrom, and if he does so vote his vote shall not be counted.

#### SECRETARY AND STAFF

49. The General Committee may appoint such officers and servants of the Club at such remuneration and upon such conditions as they may see fit, and any officer or servant so appointed may be removed by them.

#### GENERAL MEETINGS

50. A General Meeting shall be held once in every Calendar year at such time (not being more

than fifteen months after the holding of the last preceding General Meeting) at such place as may be prescribed by the Club in General Meeting, or in default not later than the 30th day of June in each Calendar year and at such place as the General Committee shall appoint. The business to be conducted at the Annual General Meeting shall be:

- (a) Receiving the report of the Committee covering the activities of the Club during the preceding year.
  - (b) Adoption of Accounts.
  - (c) Appointment of Officers and General Committee.
  - (d) Any other business of which notice in writing has been given to the Honorary Secretary not less than fourteen (14) days prior to the date of the meeting.
51. The above mentioned General Meetings shall be called Annual General Meetings All other General Meetings shall be called Extraordinary General Meetings.
52. The General Committee may, whenever they think fit, convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on the requisition of not less than one-tenth of the total number of the members having the right to vote.

#### NOTICE OF GENERAL MEETINGS

53. Subject to the provisions of Sections 562 & 564 of the Ordinance relating to special resolutions, fourteen days' notice at the least (exclusive of the day on which the notice is served but inclusive of the day for which the notice is given) specifying the place, the day and the hour of the meeting, and, in the case of special business the general nature of that business shall be given to such persons who are entitled to receive such notice from the Club.
54. The accidental omission to give notice of a meeting to, or the non-receipt of notice by, any member shall not invalidate the proceedings at any meeting.

#### PROCEEDINGS AT GENERAL MEETINGS

55. All business shall be deemed as special that is transacted at an Extraordinary General Meeting and all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheet, and the reports of the General Committee and auditors, the election of members of the General Committee and the appointment of the auditors and the fixing of their remuneration.
56. No business shall be transacted at any General Meeting unless a quorum of members who are entitled to vote thereat is present 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.
57. 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 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, and if at the adjourned meeting a quorum is not present all members present who are entitled to vote thereat shall be a quorum.
58. The Chairman of the General Committee and in his absence the Vice-Chairman shall preside as Chairman at every General Meeting of the Club. If at any meeting the Chairman or the Vice-Chairman 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 members of the General Committee shall preside, or if no member of the General Committee be present or willing to take the Chair, the members present who are entitled to vote shall choose one of their members to preside.

59. The Chairman may with the consent of any 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 left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given in the manner provided by Article 48 hereof. 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.
- 60a. Every Full member of the Club for over one year 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 or by Proxy unless a poll is duly demanded in accordance with these Articles, and a declaration by the Chairman that a resolution has been carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book of proceedings of the Club shall be conclusive evidence of the fact, without proof, of the number or proportion of the votes recorded in favour of or against that resolution.
- 60b. (1) 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.
- (2) A poll on a resolution may be demanded by—
- (a) the chairman of the general meeting;
  - (b) at least 2 members present in person or by proxy; 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 general meeting.
- (3) The instrument appointing a proxy is regarded as conferring authority to demand or join in demanding a poll on a resolution.
- (4) A demand for a poll on a resolution may be withdrawn.
- 60c. 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 present in person has 1 vote; and
  - (b) every proxy present who has been duly appointed by a member entitled to vote on the resolution has 1 vote.
61. In the case of an equality of votes the chairman of the general meeting shall be entitled to a second or casting vote.

62. Every member personally present shall have one vote with the exception of the member who holds the appropriate Proxy.

### ACCOUNTS

63. 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.
64. 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 the Memorandum and Articles of Association or authorised by the General Committee or by the Club in general meeting.
65. The General Committee shall from time to time in accordance with Section 122 of the Ordinance cause to be prepared and to be laid before the Club in General Meeting such income and expenditure accounts, balance sheets and reports as are referred to in that section.
66. The accounts of the Club shall be made up to the 31st December in each Calendar year.
67. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Club in general meeting together with a copy of the auditor's report shall not less than fourteen days before the date of the general meeting be posted on the website of the Club and all persons entitled to receive notices of general meetings of the club shall be notified by post or e-mail.
68. Once at least in every year the Accounts of the Club shall be examined and the correctness of the Income and Expenditure Account and Balance Sheet ascertained by one or more authorized Auditor or Auditors.

### AUDIT

69. Auditors shall be appointed and their duties regulated in accordance with the relevant provisions of the Ordinance.

### THE SEAL

70. The General Committee may from time to time make regulations as to the custody and use of the Seal of the Club. Until other regulations are made by the General Committee the Seal 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 members of the General Committee and by the Honorary Secretary or some other person appointed by the General Committee.

### BYE – LAWS

71. The General Committee may, subject to the terms of these Articles, from time to time make, add to, alter and/or repeal bye-laws for the regulation of the Club, its officers, servants and agents, or the members and visitors as to the use and enjoyment of the Club or any part

thereof.

72. Any such alteration, addition or repeal of the existing bye-laws and new bye-laws or any additions thereto or alterations or repeal thereof shall be posted in the Club for one week and shall be entered in a Book to be kept by the Honorary Secretary for the purpose and such book shall be open to the inspection of all members and visitors.
73. Any alterations, addition or repeal of any existing bye-laws or any new bye-law or any alteration, addition repeal thereto shall come into force at the expiration of seven clear days from the date of their first being posted in the Club or upon such later date as the General Committee may decide.

#### INDEMNITY

74. Every member of the General Committee officer or other servant of the Club shall be indemnified out of the funds of the Club against all liability incurred by him as such member of the General Committee, officer or servant in defending any proceedings, whether civil or criminal, in which judgment is given in his favour, or in which he is acquitted or in connection with an application under Section 904 of the Ordinance in which relief is granted to him by the Court.

#### NOTICES

75. A notice may be served by the Club upon any Member, either personally, by post, by email or by fax addressed to such Member at his last known address, email address or fax number (as the case may be).
76. Any Member described in the Register of Members by an address not within Hong Kong, shall from time to time give the Club an address within Hong Kong at which notices may be served on him and shall be entitled to have notices served upon him at such address.
77. 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 email or fax shall be deemed to have been served on the day of sending.
78. Clause 4 of the Memorandum of Association of the Club relating to the winding up and dissolution of the Club shall have effect as if the provision thereof had been repeated in these Articles.

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**Names, Address and Descriptions of Subscribers.**

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<b>Walter Haskamp,</b> 39 Conduit Road, Flat 203, Hong Kong.		Merchant
<b>J. W. Bailey,</b> Flat 13, No. 3 Caldecott Road, Pipers Hill, Kowloon.		Civil Servant
<b>D. J. H. MacDonald,</b> 95C Robinson Road (Top Floor), Hong Kong.		Manager, Vehicle Repair Dept.
<b>S. Y. S. Lee,</b> 2 Duke Street, Flat 'A', 1st floor, Kowloon.	李耀蓀	Tobacco Manufacturer
<b>Kho Kiem An,</b> 1, Babington Path, Ping On Apt., B/2nd Fl., Hong Kong	許金安	Architect
<b>Fu Yam Chi,</b> 505 Fu House, 7 Ice House Street, Hong Kong.	傅蔭簪	Merchant
<b>Michael D. Kadoorie,</b> Sir Elly Kadoorie & Sons, Lane Crawford House, Des Voeux Road, Hong Kong.		Company Director

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Dated the 9th day of October 1965.

WITNESS to the above signatures:

Ella Cheong,  
Solicitor,  
Hong Kong.