

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
ABERDEEN BOAT CLUB LIMITED
(香港仔遊艇會有限公司)

Incorporated the 15th day of June, 1967.

(Reprinted with Amendments as at
14th December 1978, 4th May 1979, 18th December 1979, 18th November 1980,
4th November 1982, 24th November 1986, 29th December 1987, 28th November 1995,
26th November 1996, 25th November 1997, 24th November 1998, 15th June 1999, 23rd November 2004,
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Bodnar Horvath
Solicitors & Notaries
HONG KONG

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No. 14390
編號

(COPY)
COMPANIES ORDINANCE
(CHAPTER 32)
香港法例第32章
公司條例
CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME
公司更改名稱
註冊證書

I hereby certify that
本人謹此證明

ABERDEEN BOAT CLUB LIMITED

having by special resolution changed its name, is now incorporated under the name of
經通過特別決議，已將其名稱更改，該公司的註冊名稱現為

ABERDEEN BOAT CLUB LIMITED
(香港仔遊艇會有限公司)

Issued by the undersigned on 25 June 1999.
本證書於一九九九年六月廿五日簽發。

(Sd.) MISS R. CHEUNG

for Registrar of Companies
Hong Kong
香港公司註冊處處長
(公司註冊主任張潔心代行)

No. 14390

(COPY)

CERTIFICATE OF INCORPORATION

I hereby certify that

ABERDEEN BOAT CLUB LIMITED

is this day incorporated in Hong Kong under the Companies Ordinance, and that this company is limited.

Given under my hand this Fifteenth day of June One Thousand Nine Hundred and Sixty-seven.

(Sd.) SHAM FAI
for Registrar of Companies,
Hong Kong.

THE COMPANIES ORDINANCE (CHAPTER 622)

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

ABERDEEN BOAT CLUB LIMITED
(香港仔遊艇會有限公司)

1. The name of the Company is “ABERDEEN BOAT CLUB LIMITED (香港仔遊艇會有限公司)”.
2. The Registered Office of the Company will be situate in Hong Kong.
3. The objects for which the Company is established are:-
 - (a) To encourage all forms of boating and sailing and all activities connected therewith.
 - (b) To purchase lease rent hire or otherwise acquire any land buildings chattels or things and to work, use, maintain, charge, dispose of or otherwise deal with the same or any other property of the Club.
 - (c) To develop, improve and utilize any land acquired by the Club for any of the purposes of the Club.
 - (d) To build fit out and furnish and maintain club houses and club premises whether on land or afloat and to provide for all facilities which in the opinion of the Committee may be conducive to the interests of this Club including providing facilities for the building, repairing, servicing, handling, mooring and storage of boats, yachts, launches or other vessels.
 - (e) To purchase hire or otherwise acquire any yachts boats launches barges or other vessels or any chattels and things which in the opinion of the Committee may be necessary or advantageous for carrying on the business of the Club.
 - (f) To manage conduct and carry on the business of a Club for the comfort and convenience of the Members, Subscribers and Visitors thereto.
 - (g) To borrow any monies required for the purposes of the Club upon such securities as may be determined and especially by the issue of bonds, debentures or other obligations or securities or by Mortgage or charge of all or any part of the property of the Club.

- (h) To invest the monies of the Company not immediately required upon such securities as may from time to time be determined.
 - (i) To establish, promote or assist in establishing or promoting, and to subscribe to, or become a member of, or amalgamate with, any other associations or clubs whose objects are similar or in part similar to the objects of the Club, or the establishment or promotion of which may be beneficial to the Club. Provided that the Club shall not support with its funds any association or institution which pays or transfers, directly or indirectly, its income and property, or any part thereof, by way of dividend, bonus or otherwise howsoever by way of profit to its members.
 - (j) To support and subscribe to any charitable or public body and any institution, society or club which may be for the benefit of the Club or its employees; to give pensions, gratuities, or charitable aid to any person who may have served the Club, or to the wife, widow, children or other relatives of such persons; to make payments towards and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Club.
 - (k) To do all such other things as are incidental or conducive to the attainment of the above objects.
4. The income and property of the Club whencesoever derived shall be applied solely towards the promotion of the objects of the Company as set forth in its Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the persons who at any time are or have been Members of the Company or any of them Provided that nothing herein contained shall prevent the payment in good faith of remunerations to any officers or servants of the Company or to any Member thereof or any other person in return for services actually rendered.
 5. The liability of the members is limited.
 6. Every Member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up while he is a Member or within one year thereafter, for payment of the debts and liabilities of the Company contracted before the time at which he ceases to be a Member, and the costs, charges and expenses of winding up the same and for the adjustment of the rights of the contributories among themselves in such amount as may be required not exceeding one Hundred Dollars.
 7. If upon the winding up of the Club there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Club, but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Club, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Club under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Club before the time of dissolution and in default thereof by a Judge of the Supreme Court of Hong Kong having jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.
 8. True accounts shall be kept of the sums of money received and expended by the Club and the matters in respect of which such receipt and expenditure take place, and of the property, credits and liabilities of the Club; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Club for the time being in force, shall be open to the inspection of the members. Once at least in every year the accounts of the Club shall be examined, and the correctness of the balance sheet ascertained by one or more authorised auditor or auditors.

We, the several persons, whose names, addresses and descriptions are hereto subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

Names, Addresses and Descriptions of Subscribers

JOHN MITCHELL PARK,
28 Lugard Road,
Hong Kong,
Merchant.

Q. W. LEE,
B42 Estoril Court,
Garden Road,
Hong Kong,
Banker.

C. VAN KRETSCHMAR,
301 Tavistock,
Tregunter Path,
Hong Kong,
Merchant

K. K. HO,
865, King's Road,
Hong Kong,
Merchant.

R. C. F. MACGREGOR,
4F, Headland Road,
Hong Kong,
Merchant.

JAMES C.B. SLACK,
87, Repulse Bay Road,
Hong Kong,
Solicitor.

KENNETH K. L. HUI,
65, Repulse Bay Road,
Hong Kong,
Merchant.

WILLIAM TURNBULL, JR.,
Flat B2, Grand View Villa,
2nd floor, 12 Wang Fung
Terrace,
Hong Kong,
Solicitor.

Dated the 14th day of June, 1967.
WITNESS to the above signatures:-

KENNETH K.C. WONG,
Solicitor,
Hong Kong.

THE COMPANIES ORDINANCE (CHAPTER 622)

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

ABERDEEN BOAT CLUB LIMITED
(香港仔遊艇會有限公司)

PRELIMINARY

*Interpretation

1. The marginal notes hereto shall not affect the construction hereof in these Articles, unless there be something in the subject or context inconsistent therewith: -

“the Club” means the company registered as “Aberdeen Boat Club Limited (香港仔遊艇會有限公司).

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

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

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

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

“the Companies Ordinance” means the Companies Ordinance, Chapter 622.

“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.

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.

The Articles of Association and Bye-laws shall together form the Rules of the Club.

- 2A. For the purposes of registration, the Club is declared to consist of 200 members but the General Committee may, when they think fit, register an increase of members. *Number of members
- 2B. The Club operates a non-discriminatory policy as to eligibility for membership.

MEMBERSHIP

3A. **CLASSES OF MEMBERSHIP:-**

The membership of the Club shall consist of:-

- (a) Founder members.
- (b) Associate members.
- (c) Ordinary members.
- (d) Week day members.
- (e) Short term members.
- (f) Temporary members.
- (g) Nominee members.
- (h) Debenture members.
- (i) Cadet members.
- (j) Life absent members.
- (k) Honorary members.

(1) **FOUNDER MEMBERS:-**

The first twenty-five members shall be known as founder members.

(2) **ASSOCIATE MEMBERS:-**

- (i) An associate member shall be a member over 18 years of age who has been duly registered as such. The General Committee shall have full discretion to determine the terms upon which applicants may be admitted as associate members.
- (ii) A person over 18 years of age but under 30 years of age may be elected as a young associate member at the discretion of the General Committee. Young associate members shall pay an annual entrance fee in addition to the regular monthly dues payable by associate members. Young associate members shall be eligible to convert their young associate membership to associate membership at any time upon payment of the difference between the current associate membership fee and the annual entrance fees already paid.

- (iii) The terms for young associate members may be relaxed at the discretion of the General Committee.
- (3) **ORDINARY MEMBERS:-**
- (i) An ordinary member shall be:-
 - (a) An ordinary member whose name exists on the Club's register of ordinary members prior to 1st December 1997; or
 - (b) An associate member who has been duly elected as an ordinary member.
 - (ii) An associate member may apply to the General Committee for conversion of their associate membership to an ordinary membership. Such application for conversion may be accepted by the General Committee if it is satisfied that the associate member is an active participant in water sports or otherwise qualified for ordinary membership. Qualifying water sports shall include sailboats, power boats, leisure craft, canoes, wind surfing and diving. Such conversion may be approved by the General Committee upon such terms as it thinks fit.
- (4) **WEEK DAY MEMBERS:-**
- (i) A week day member shall be a member over 18 years of age who has been duly elected as a week day member.
 - (ii) Week day members shall be restricted in their use of Club facilities and shall not enter or use the Clubhouse on any Saturday, Sunday or gazetted Public Holiday as a week day member.
 - (iii) Week day members may apply to the General Committee for conversion of their week day membership to an associate membership. Such conversion may be approved by the General Committee upon such terms as it thinks fit.
 - (iv) Week day members shall not have voting rights and shall not be entitled to apply for absent membership.
- (5) **SHORT TERM MEMBERS:-**
- (i) A short term member shall be member over the age of 18 years who has been duly elected as a short term member.
 - (ii) A short term member shall be entitled to membership of the Club for a period of 2 years. Such member shall have no voting rights and shall not be entitled to apply for absent membership.
 - (iii) A short term member shall within 28 days of being granted short term membership pay such entrance fee fixed by the General Committee from time to time being not less than one half of the then current entrance fee for associate members.

- (iv) The monthly subscription fee payable by a short term member shall be such monthly subscription fixed by a General Committee from time to time being not less than HK\$500 over the monthly membership subscription fixed for an associate member.
 - (v) A short term member may at any time apply to the General Committee for conversion of his short term membership to an associate membership by paying up the balance between 110% of the entrance fee for an associate member at the date of the application for conversion of his short term membership and the short term membership entrance fee together with the additional monthly membership subscription fee over and above the monthly membership subscription fee paid by associate members.
 - (vi) In the event that a short term member shall fail to apply to the General Committee to convert his short term membership to an associate membership within the period of his short term membership (i.e. within 2 years of election as a short term member) such short term member shall automatically cease to be a short term member upon the expiry of such period unless the General Committee shall resolve to extend the term of his short term membership.
- (6) TEMPORARY MEMBERS:-
- (i) A person eligible for associate membership may be admitted as a temporary member provided that he is proposed and seconded by ordinary or associate members.
 - (ii) The candidature of a temporary member shall be supported by at least one member of the General Committee, to whom he is made personally known.
 - (iii) The normal period of temporary membership shall be at the discretion of the General Committee.
 - (iv) Notice of the admission of a temporary member shall be displayed on the Club notice board together with the names of his proposer and seconder.
 - (v) The proposer and seconder of a temporary member shall be jointly and severally liable for any debts incurred with the Club by their candidate.
 - (vi) The General Committee may rescind membership of a temporary member without giving any reason for so doing.
 - (vii) Temporary members shall not have voting rights.
- (7) NOMINEE MEMBERS:-
- (i) (a) A person, company, firm or business may apply in writing for a nominee membership on payment of such sum fixed by the General Committee from time to time.
 - (b) The registration of such membership is entirely at the discretion of the General Committee, who may reject any application without giving reasons.
 - (c) On being granted membership, the nominee member shall enjoy full voting rights and such voting rights shall, subject to Section 606 of the Companies Ordinance, be exercisable by its nominee subscriber.

- (d) A nominee member shall within 28 days of being granted membership pay a subscription fee of such amount as may from time to time be determined by the General Committee.
 - (ii) The holder of a nominee membership shall have the right to nominate in writing to the Secretary one member of its staff at a time to use the facilities of the Club.
 - (iii) Such nominated person who shall be known as a nominee subscriber, shall, if approved by the General Committee, enjoy all the facilities of the Club, subject to the matters as provided hereunder.
 - (iv) The nominee subscriber shall be exempt from paying entrance fees, building levies and debentures.
 - (v) The holder of a nominee membership may transfer its holding to another person, company, firm or business only with the approval of the General Committee and on payment to the Club of a transfer fee of a minimum of 20% of the then current nominee membership fee or such amount as may be determined by the General Committee. Any transfer of holding shall be deemed to have occurred where there is a transfer of 50% or more of the issued share capital of the nominee member; under such circumstances, a transfer fee shall be payable to the Club.
 - (vi) In the event that the holder of a nominee membership does not nominate a member of its staff within three months of the purchase of such membership or within three months of a nominee vacancy occurring, then the holder of a nominee membership shall be liable to pay normal Club dues (other than entrance fees, building levies and debentures) until a nomination has been made.
 - (vii) The holder of a nominee membership shall be liable to pay immediately upon written notice all outstanding debts due from the nominee subscriber to the Club.
 - (viii) If the nominee member shall fail to pay Club dues or debts due from the nominee subscriber to the Club under sub-clauses (vi) or (vii) of this Article within 7 days of written notice being sent from the Club to the nominee member the Treasurer or other Flag Officer shall give the nominee member a further written notice drawing attention to the failure to pay and notifying the nominee member that unless the account is paid within 7 days from the date of the notice the name of the nominee member shall be posted on the notice board of the Club.
 - (ix) If the nominee member fails to comply with the said notice within the period specified the name of the nominee member shall be posted accordingly. Any nominee member whose name is posted under the provisions of this Article and who fails to pay the account in question within 10 days of such posting shall at the expiration of the said period of 10 days cease to be a nominee member of the Club and the nominee membership shall be forfeited back to the Club without compensation.
 - (x) The General Committee may, in their discretion, for good reason shown reinstate any nominee membership which has been forfeited under the foregoing provisions of this Article.
- (8) **DEBENTURE MEMBERS:-**
- (i) (a) A company, firm or business may apply in writing for a debenture

membership on payment of such sum fixed by the General Committee from time to time.

- (b) The registration of such membership shall be entirely at the discretion of the General Committee, who may reject any application without giving reasons.
 - (c) On being granted membership, the debenture member shall enjoy voting rights which shall, subject to Section 606 of the Companies Ordinance, be exercisable by the debenture member only (and not by its nominee subscribers).
 - (d) The debenture member shall within 28 days of being granted membership pay a subscription fee of such amount as may from time to time be determined by the General Committee.
- (ii) The debenture member shall have the right to nominate in writing to the Honorary General Secretary four (4) members of its staff at a time to use the facilities of the Club.
 - (iii) Such nominated persons, who shall be known as nominee subscribers, shall, if approved by the General Committee, enjoy all the facilities of the Club, subject to the matters as provided hereunder.
 - (iv) The nominee subscribers shall be exempt from paying entrance fees, building levies and debentures.
 - (v) The debenture member may transfer its debenture to another company only with the approval of the General Committee and on payment to the Club of a transfer fee of a minimum of 10% of the consideration for the transfer or such other amount as may be determined by the General Committee. Any transfer of holding shall be deemed to have occurred when there is a transfer of 50% or more of the issued share capital of the debenture member; under such circumstances, a transfer fee shall be payable to the Club.
 - (vi) After the first four nominee subscribers are allocated, each change of nominee subscriber shall incur a transfer fee of such amount as may be determined by the General Committee.
 - (vii) In the event that the debenture member does not nominate nominee subscribers within 3 months of the purchase of such membership or within 3 months of a nominee vacancy occurring, then the debenture member shall be liable to pay normal Club dues (other than entrance fees, building levies and debentures) for each nominee subscriber vacancy until a nomination is made.
 - (viii) The debenture member shall be liable to pay immediately upon written notice all outstanding debts due from the nominee subscribers to the Club.
 - (ix) If the debenture member shall fail to pay Club dues or debts due from the nominee subscriber to the Club under sub-clauses (vii) or (viii) of this Article within 7 days of written notice being sent from the Club to the debenture member, the Treasurer or other Flag Officer shall give the debenture member a further written notice drawing attention to the failure to pay and notifying the debenture member unless the account is paid within 7 days from the date of the notice the name of the debenture member shall be posted on the notice board of the Club.

- (x) If the debenture member fails to comply with the said notice within the period specified, the name of the debenture member shall be posted accordingly. Any debenture member whose name is posted under the provisions of this Article and who fails to pay the account in question within 10 days of such posting shall at the expiration of the said period of 10 days cease to be a debenture member of the Club and the debenture membership shall be forfeited back to the Club without compensation.
- (xi) The General Committee may, in their discretion, for good reasons shown reinstate any debenture membership which has been forfeited under the foregoing provisions of this Article.

(9) CADET MEMBERS:-

- (i) Any person who is aged over 9 years but less than 18 years and who has passed the Club's Level 2 dinghy course may be admitted as a cadet member of the Club provided that no cadet member may remain a cadet member after his eighteenth birthday.
- (ii) The proposal for cadet membership shall be countersigned by a sponsor who shall be primarily responsible for all financial obligations incurred by that cadet member to the Club and who shall sign a declaration assuming responsibility for all acts of the cadet member whilst on Club premises or using the facilities of the Club and absolving the Club from all liability for accidents. The General Committee may in its discretion approve a sponsor who need not himself be a member of the Club, upon such terms including execution of such documents as it may require.
- (iii) A Cadet membership shall entitle such member to use the Club's Middle Island Club house and dinghy hiring facilities only.
- (iv) Cadet members shall not:-
 - (a) have rights to moorings or hard-stands;
 - (b) be eligible for election to any Club Committee;
 - (c) be entitled to become an absent member;
 - (d) have any voting rights.
- (v) The General Committee may in its entire discretion waive the payment of an entrance fee and may extend the period of cadet membership whilst a cadet member is engaged in full time education.

(10) LIFE ABSENT MEMBERS:-

Members whose names have been placed upon the list of life absent members under Article 11 hereof and who continue to be members of the Club. Life absent members shall have no voting rights.

(11) HONORARY MEMBERS:-

- (i) Any person whom the General Committee may think fit may be invited to become an honorary member of the Club for life or any other period.
- (ii) Notice of the grant of an honorary membership shall be exhibited on the Club notice board for not less than one month.

(iii) An honorary member shall be exempted from paying entrance fees or monthly subscriptions or building levies but shall settle all other charges on a consumption or usage basis.

(iv) Honorary members shall not have voting rights.

3B. PATRON

The General Committee may if it thinks fit invite any prominent person to be the patron of the Club.

4. ELECTION OF MEMBERS:-

(i) Each candidate for election as an associate, weekday or short term member shall be proposed and seconded by ordinary or associate members. Such candidates and persons nominated by nominee and debenture members as their nominee subscribers shall also be endorsed by at least 3 General Committee members who shall have met the candidate or nominee personally at a new members evening.

(ii) 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 seconder.

(iii) The name of each candidate for election, and those of the proposer and seconder, shall be exhibited on the Club notice board.

(iv) 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.

(v) Each candidate for election may, after his name has been exhibited on the Club notice board, and pending election, enjoy the privileges of a temporary member of the Club.

(vi) Every candidate for election as an associate, week day or short term member shall be balloted for by the General Committee in which at least six votes shall be cast in favour of the candidate.

(vii) Each person elected shall be notified by the Secretary.

ENTRANCE FEES AND SUBSCRIPTIONS

5. The first 25 members will be liable to pay an entrance fee of \$1,000.00 each. These members will be known as founder members.

6. The General Committee shall fix and may from time to time alter the amount of the entrance fee.

7. Entrance fees become due for payment on election.

8. A monthly subscription will be payable by founder, associate, ordinary, week day, short term, temporary, nominee, debenture and cadet members. Such monthly subscription shall be fixed by the General Committee from time to time.

9. Deleted.

*Non-payment of entrance fee and subscription

10. (a) If a member has not paid the amount due on election whether it be his entrance fee or his subscription within one month his 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 temporary membership or as a visitor to the Club or to vote on any occasion whatsoever until he has fully discharged all the claims which the Club may have against him.
- (b) (i) Members and subscribers accounts shall be rendered monthly but it shall be the responsibility of every member and subscriber to ensure that all sums due by him to the Club as at the last day of each calendar month are paid not later than the 25th day of the calendar month next ensuing. For this purpose, every new member and new subscriber shall be required to enter into arrangements to settle his account by autopay.
- (ii) If at the expiration of the calendar month last mentioned the account of the member or subscriber has not been paid the Treasurer or other Flag Officer shall give him written notice drawing his attention to the fact and notifying him that unless the account is paid within seven days from the date of the notice his name will be posted on the notice board of the Club.
- (iii) (a) If the member or subscriber fails to comply with the said notice within the period specified his name shall be posted accordingly,
- (b) Members who have been posted shall be required to place such deposit with the Club as the General Committee shall specify to be refunded free of interest at the discretion of the General Committee.
- (iv) (a) Any member or subscriber whose name is posted under the provisions of this Article and who fails to pay the account in question within ten days of such posting shall at the expiration of the said period of ten days, cease to be a member or subscriber, as the case may be of the Club.
- (b) Upon cessation of membership any money or deposits currently held will be set off against the outstanding account.
- (v) The General Committee may, in their discretion and upon such terms as they see fit, for good reason shown reinstate any person who has ceased to be a member or subscriber under the foregoing provisions of this Article.

LIFE ABSENT MEMBERS

*Life Absent Member's fee

11. A member intending to leave Hong Kong indefinitely or for a continuous period of not less than 6 months may apply to the Secretary to become a life absent member. Upon his application being approved such member shall be exempted from payment of monthly subscriptions and any building levies but instead shall pay in advance as life absent member's fee a sum equivalent to 4 months current subscription.

PROVIDED that:

- (a) Any such member shall previous to his departure give to the Secretary at least ten days notice in writing that he desires to have his name placed on the list of life absent members together with a declaration in the form provided by the Club declaring that he is eligible to become a life absent member and stating his address abroad. Within seven days of his return to Hong Kong, he shall give the

Secretary notice in writing of such return, such notice to be sent from the member's address outside Hong Kong. Upon receipt of a valid notice, such member shall resume active membership of the Club.

- (b) The single payment of a sum equivalent to 4 months subscription shall entitle the member to become an absent member for life during absences of 4 months or more from Hong Kong. Such member shall none the less give the notices and declaration required in sub-clause (a) hereof.
- (c) A life absent member shall not be entitled to use any of the facilities of the Club, which includes moorings and boat storage.
- (d) A life absent member returning for a short period of no more than 1 month may on application be given a temporary membership upon such terms as the General Committee may decide.

12. If any member fails or omits to give such notice as is required under Article 11 hereof the General Committee shall have power to call upon him to pay his subscription during his absence as if he had not left Hong Kong but may in their discretion waive such payment in favour of payment in part or whole as they may think fit of the fee prescribed in Article 11 hereof. *Omission of notice of absence

OTHER RULES RELATING TO MEMBERS

13. The rights and privileges of a member shall be personal to himself; 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 or upon his becoming a life absent member under the provisions of these Articles or Bye-laws. *Rights of members not transferable
14. Any member may withdraw from the Club by giving one month's previous notice in writing addressed to the Secretary. *Withdrawal of Membership
15. Any person who shall for any cause cease to be a member shall nevertheless remain liable for and shall pay to the Club all moneys which at the time of his ceasing to be a member shall be due from him to the Club. *Person ceasing to be member remains liable for moneys due to Club
16. (a) All members shall give due notice to the Secretary of any change in the address (including email address) to which notices and letters shall be sent. All notices and letters sent by post or otherwise to the last address 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. *Notice of change of address
- (b) The General Committee shall have the power to require all founder, associate, and ordinary members to purchase at least one debenture each with a nominal value of HK\$1,000 or such other sum as the General Committee shall from time to time determine. Such purchase is to commence on such date as the General Committee nominate for current membership and from the date of admission for ordinary members joining after such date. The cost is HK\$900 per HK\$1,000 nominal value payable in one payment, or HK\$90 per HK\$100 nominal value, payable monthly over ten months. Upon resignation or cessation of membership the full amount paid will be refunded after deduction of any accounts which may be outstanding. Repayment at the nominal value shall commence at such time subject to available funds as may be decided by the General Committee.
- (c) A building levy of such amount per month as may from time to time be determined by the General Committee shall be payable in advance on the first day of each month by each founder, associate, ordinary, short term, nominee

and debenture member from such date and until such date as the General Committee may determine.

EXPULSION OF MEMBERS

- *General Committee to investigate into misconduct of member
17. If any member violates any of the Articles of Association or Bye-laws of the Club or if his conduct in or out of the Club house shall in the opinion of any member 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 to give an explanation of his conduct and appear before a meeting of the General Committee or a Disciplinary Sub-Committee comprising at least 3 General Committee members appointed by the General Committee to consider his case.
- *Member to be called upon to resign if explanation unsatisfactory
18. Where a Disciplinary Sub-Committee has been appointed it shall report its findings to the General Committee with a recommendation of appropriate sanction. In a serious case, the General Committee shall call upon such member to resign and should he not do so within two weeks his name shall subject to Article 19 hereof, be erased from the list of members and he shall thereupon cease to be a member of the Club, provided always that the decision calling upon him to resign shall be supported by at least two-thirds of the members of the General Committee present at such meeting.
- *Convening of Extraordinary meeting to review
19. The General Committee shall on the written requisition of the member affected by their decision under the preceding Article convene an Extraordinary Meeting of the Club for the purpose of reviewing their decision provided that the requisition shall be signed by at least ten other 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.
- *Suspension in grave cases
20. 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 the use of the Club house pending the investigation of his conduct by the General Committee or a Disciplinary Sub-Committee.
- *Suspension in lieu of expulsion
21. The General Committee may, after consideration of any Disciplinary Sub-Committee recommendations and notice given, instead of calling upon a member to resign, suspend the member whose conduct is in question from the use of the Club house, and all its privileges for a period not exceeding six months and/or levy a fine of such amount as the General Committee shall consider appropriate.
- *Power to reconsider expulsion suspension of member
22. The General Committee may in all cases reconsider their own determination upon being requested so to do by notice in writing by any ten members of the Club.
- *Insolvency of members
- *First General Committee
23. Any member who is adjudicated a bankrupt, or who compounds with his creditors under the provisions of any Act or Ordinance relating to bankruptcy, or who shall be imprisoned for a criminal offence or who in the opinion of the General Committee shall have left Hong Kong to escape trial, or shall be dismissed from the public service with disgrace, shall ipso facto, cease to be a member of the Club, and shall forfeit all right to the use of, or claim upon, any property of the Club, but it shall be lawful for the General Committee, 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.
- *Return of current month's subscription
24. When a member resigns at the request of the General Committee, his subscription for the current month shall be returned to him.
- *Members of General Committee and to act in certain circumstances
25. 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.

MANAGEMENT

26. 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 Companies Ordinance required to be exercised or done by the Club in General Meeting but subject nevertheless to the provisions of the Companies 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. *Management

GENERAL COMMITTEE

27. The subscribers hereto shall be the first members of the General Committee. They shall hold office until the close of the first Annual General Meeting. At the first meeting of the General Committee, the first members shall elect the officers of the Club from among themselves. *First General Committee
28. The officers of the Club shall be:-
- Cornmodore.
 - Vice Commodore.
 - 2 Rear Commodores.
 - Honorary General Secretary.
 - Honorary Treasurer.
29. (a) The General Committee shall consist of the officers of the Club and twelve other associate, ordinary or founder members or nominee subscribers who shall be elected as hereinafter provided at Annual General Meetings and any immediately retiring Commodore continuing to serve on the General Committee as an ex officio member as hereinafter provided. The majority of members elected to the General Committee shall comprise members known for their sailing/boating interests. Not more than three nominee subscribers may serve on the General Committee at any one time. (Approval of a member standing as a sailing or boating member rests with the then serving General Committee).
- (b) At the Annual General Meeting of the Club in each year, one half of the members of the General Committee (other than the officers) shall retire, but shall be eligible for re-election. The members of the General Committee to retire in every year shall be those who have been longest in office since their last election, but as between persons who became members of the General Committee on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- (c) An officer shall retire from office after holding that office for two consecutive years and shall be eligible for re-election as a member of the General Committee provided however that any immediately retiring Commodore may, if willing to serve on the General Committee for a further period of one year, be nominated by the General Committee to serve as an ex officio member of the General Committee until the next Annual General Meeting.
- (d) The Chairman of the General Committee shall be the Commodore or in his

absence the Vice Commodore or in his absence one of the Rear Commodores or the Secretary or the Treasurer, who shall be known as “the Flag Officers”. In the absence of a Flag Officer, a Chairman shall be elected at each General Meeting from the members present.

- (e) Deleted.
- 30A. The General Committee shall at least forty-two days prior to Annual General Meetings at which the appointment of members to the General Committee will be voted upon send to the last known address of all members who are entitled to attend and vote at Annual General Meetings a written notice informing them that an Annual General Meeting will be called whereat the appointment of members to the General Committee will be voted upon. The written notice shall also contain a statement or statements setting out the requirements for and the manner in which candidates are to be proposed.
- 30B. Any two members who are entitled to attend and vote at Annual General Meetings may propose any number of candidates to be elected to the General Committee provided that at least twenty-eight days before the date appointed for the meeting at which the proposed vacancies will be voted upon there shall have been sent to the Secretary a written notice signed by the members proposing the candidates together with a notice signed by each proposed candidate signifying his willingness to act as a member of the General Committee.
- 30C. The Secretary shall at least twenty-one days before an Annual General Meeting at which members to the General Committee are to be elected:-
 - (i) Send to the last known address of all members who are entitled to attend and vote at the meeting a list containing the names of all duly qualified candidates which list shall also contain the names of the proposers and seconders of such candidate;
 - (ii) Post in a conspicuous place in the Club house a list containing :
 - (a) The names of all duly qualified candidates; and
 - (b) The names of the proposers and seconders of each of the candidates.
- 30D. Every member entitled to attend and vote at Annual General Meetings at which members to the General Committee are proposed to be elected shall:
 - (a) Be issued by the Secretary with a balloting list containing the names of all duly qualified candidates;
 - (b) Be entitled to vote for as many candidates as there are vacancies.
- 30E. Candidates up to the number of vacancies who receive the most votes 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.
- 30F. In the event that insufficient nominations are received vacancy nominations may be taken and voted on during the meeting.
- 30G. The General Committee shall forthwith after each Annual General Meeting, elect by ballot any Flag Officer positions becoming vacant at the preceding Annual General Meeting. The Flag Officers shall be elected for a term of two (2) years only from those General Committee members who have served on the General Committee for the year terminating at the Annual General Meeting. In the event that a ballot shall

result in a tie, the Chairman of the preceding Annual General Meeting, who shall chair the General Committee meeting at which Flag Officer positions are to be elected, shall have a second or casting vote. The General Committee may, by ballot, fill up any casual vacancy among the Flag Officers arising from time to time. Any Flag Officer so appointed shall be subject to the same conditions as to tenure of office as his predecessor.

PROCEEDINGS OF THE GENERAL COMMITTEE

- | | | |
|-----|--|--|
| 31. | The General Committee may meet together for the despatch 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 their 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 Secretary. A member of the General Committee who is absent abroad shall not be entitled to notice of a meeting. | *Meetings of General Committee |
| 32. | The quorum necessary for the transaction of the business of the General Committee shall be four members of the General Committee personally present. | *Quorum |
| 33. | Questions arising at any meetings 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. | *How questions to be decided |
| 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 purpose 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. | *General Committee may act notwithstanding vacancy |
| 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 a majority of the members thereof shall be as valid and effectual as if it had been passed at a meeting of the General Committee. | *Business transacted by circulation of paper |
| 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. | *General Committee not to receive remuneration |
| 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. | *Quorum competent to transact business |
| 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. | *Sub-Committees |
| | (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.

- *Act of General Committee or Sub-Committee not invalidated by defect in appointment 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 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.
- *Casual Vacancy 40. The General Committee may at any time appoint any member as a member of the General Committee to fill any vacancy arising by reason of death, resignation or otherwise. Any member so appointed shall remain in office until the next Annual General Meeting but shall be eligible for re-election at that meeting. Where a vacancy on the General Committee is required to be filled, the General Committee shall nominally appoint the candidate with the highest number of votes who was unsuccessful at the last General Committee elections and is now willing to accept appointment to the General Committee, but may, in its discretion, appoint any other member.
- *Keeping of minutes 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-committee 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

- *Disqualification 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;
 - (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 536 of the Companies Ordinance; or
 - (e) Ceases to be a member of the Club.
- *Member General Committee cannot vote in matter personally interested 43. 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 thereout, and if he does so vote his vote shall not be counted.

MANAGER AND STAFF

- *Manager and staff 44. The General Committee may appoint a Manager and such other servants of the Club

at such remuneration and upon such conditions as they may see fit and any Manager or servant so appointed may be removed by them.

45. An Annual General Meeting shall be held once in every year at such time (not being more than 15 months after the holding of the last preceding Annual General Meeting) and at such place as may be prescribed by the General Committee. The business to be conducted at the Annual General Meeting shall be to:- *Annual meetings
- (1) Receive the report of the General Committee covering the activities of the Club during the preceding year;
 - (2) Adopt Accounts;
 - (3) Appoint Officers and General Committee;
 - (4) Consider, and if thought fit, to resolve any other business of which notice in writing has been given to the Secretary not less than seven (7) days prior to the date of the meeting.
46. The above mentioned General Meetings shall be called Annual General Meetings, all other General Meetings shall be called Extraordinary Meetings. *Definition of General Meetings
47. The General Committee may, whenever they think fit, convene an Extraordinary Meeting, and Extraordinary Meetings shall also be convened on the requisition of not less than one-tenth of the total number of members, having the right to vote. *Power to convene Extraordinary Meetings

NOTICE OF GENERAL MEETINGS

- 48A. Except where it is proposed to call an Annual General Meeting or an Extraordinary Meeting where a special resolution is to be passed, which in both cases shall require twenty one (21) days' notice, fourteen (14) day's notice at the least (exclusive of the day on which the notice is served, but inclusive of the day for which 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 as are, under the regulations of the Club, entitled to receive such notice from the Club.

NOTICES

- 48B. (1) A notice, document or other information in writing in accordance of these Articles may be served by the Club upon any member either in hard copy format or, in an electronic format, by electronic means or by making the same available on the Club's website.
- (2) For the purposes of Article 48B(1), such notice, document or other information may be served:-
- (a) personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the records of the Club; or
 - (b) in an electronic format or by electronic means to an electronic address provided by the member for that purpose or by making it available to the Club's website provided that, in each case, such member has consented to such service in the manner permitted by the Companies Ordinance; or
 - (c) by any other means authorised in writing by the member concerned.
- (3) A member may revoke his agreement that notices, documents or other information may be sent or supplied by the Club to such member in an

electronic format or by electronic means or made available to such member through the Club's website in accordance with Article 48B(2) by sending a notice of revocation to the Club. A notice of revocation shall become effective seven days after the date of service of such notice of revocation upon the Club.

- (4) Upon a member receiving from the Club a notice, document or other information in an electronic format or by electronic means or by the Club making such notice, document or information available on its website, such member may request that the Club send or supply to such member such notice, document or information in hard copy form. The Club shall, upon receiving such request from a member send or supply to such member such notice, document or information requested in hard copy form free of charge.
 - (5) Any notice, document or other information may be served or delivered by the Club by reference to the register of members as it stands at any time not more than fifteen days before the date of service or delivery. No change in the register of members after that time shall invalidate that service or delivery.
- 48C.
- (1) Any summons, notice, order or other document required to be sent to or served upon the Club or upon any member of the General Committee, may be sent or served by leaving the same or sending it by mail, postage prepaid addressed to the Club or any member of the General Committee at the office.
 - (2) The General Committee may from time to time specify the form and manner in which a notice may be given to the Club by electronic means, including one or more addresses for the receipt of communications by electronic means and may prescribe such procedures as they think fit for verifying the authenticity or integrity of any such communication. A notice may be given to the Club by electronic means only if it is given in accordance with the requirements specified by the General Committee.
- 48D.
- (1) A notice, document or other information served, delivered or issued by or on behalf of the Club:-
 - (a) if served by post, shall be deemed to have been served on the day following that on which the letter containing the notice, document or other information is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice, document or other information was properly addressed and put into the post office as a prepaid letter;
 - (b) if sent by electronic means, other than by making it available on the Club's website, shall be deemed to have been served or delivered forty eight hours following the time that such communication was sent;
 - (c) if made available by the Club on its website, shall be deemed to have been served or delivered forty eight hours from the later of (i) the time that such notice, document or other information was first made available on the Club's website; and (ii) the time that a member was notified of the presence of such notice, document or other information on the Club's website; and
 - (d) if sent by any other means authorised in writing by the member concerned, shall be deemed to have been served or delivered when the Club has carried out the action it has been authorised to take for that purpose.
 - (2) Any member present either personally or by proxy at any meeting at the Club

shall for all purposes be deemed to have received due notice of such meeting and, where requisite, of the purpose for which such meeting was convened.

- (3) Any member described in the register of members by an address not in Hong Kong, who shall from time to time give the Club a postal address in Hong Kong or an electronic address at which notices may be served upon him electronically, shall be entitled to have notices served upon him at such address or electronically but save as aforesaid and as provided by the Companies Ordinance only those members who are described in the register of members by a postal address in Hong Kong or having supplied the Club with their electronic address shall be entitled to receive notices from the Club.

49. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any member shall not invalidate the proceedings at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

50. All business shall be deemed special that is transacted at an Extraordinary 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. *Business of Annual General Meeting
51. Subject to the provisions of Article 52, no business shall be transacted at any General Meeting unless a quorum of members who are entitled to vote is present at the time when the meeting proceeds to business, and such quorum shall consist of not less than 25 such members or one-tenth of the total voting membership of the Club who are present rounded downwards whichever figure is lower. *Adjournment if no requisite quorum
52. If within half an hour from the time appointed for the meeting a quorum is not present, the Chairman in his absolute discretion may declare that the members actually present who are entitled to vote thereat shall be a quorum, or may declare that the meeting shall stand adjourned to the same day in the next week at such time and place as he shall direct at which adjourned meeting the members actually present who are entitled to vote thereat shall be a quorum or may declare that the meeting be dissolved save however that an Annual General Meeting shall not be so dissolved. If the Chairman declares that the members actually present at a meeting and entitled to vote shall be a quorum those members shall be a quorum for all purposes of the meeting. *Adjournment if no requisite quorum
53. 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 15 minutes after the time appointed for holding the meeting, or if they shall have previously notified the Club of their intention of not being present, one of the members of the General Committee shall preside, or if no member on the General Committee be present or willing to take the chair, the members present who are entitled to vote shall choose one of their number to preside. *Chairman to preside
54. 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. *Adjournment

- 55A. At any General Meeting a resolution put to the vote of the meeting shall be decided by a show of hands unless (on or before the declaration of the result of the show of hands) a written ballot is called for by the Chairman or by at least two members who are entitled to attend and vote and are present in person or by proxy.
- 55B. A declaration by the Chairman which has been entered in the book of proceedings of the Club as to:
- (1) Whether a resolution has been passed or not passed; or
 - (2) As to the particular majority by which a resolution was passed or not passed
- shall be conclusive evidence of the fact and there shall be no need or requirement for the Chairman to prove the number or proportion of the votes recorded in favour of or against that resolution.
- 55C. If a written ballot is called for, it shall (subject to the provisions of Articles 55A above) be taken at such time and in such manner as the Chairman may decide but the Chairman or members calling for the written ballot may withdraw their demand at any time the written ballot is taken.
- 55D. The result of a written ballot shall be deemed to be the resolution of the meeting at which the written ballot was called for and shall take effect from the time of the announcement of the result of the written ballot. The Chairman of the meeting may if he so wishes adjourn the meeting to some place and time fixed by him for the purpose of declaring the result of the written ballot.
- 55E. A written ballot called for the purpose of considering a question of adjournment is required to be taken immediately. Any other business, other than that upon which a written ballot has been demanded, may however be attended to pending the taking of the written ballot.
56. Where there is an equality of votes at any General Meeting, whether upon a show of hands or on a written ballot, the Chairman shall be entitled to a second or casting vote. The Chairman shall (if there is a dispute) have the right to decide whether a vote is to be admitted or rejected. The decision of the Chairman shall in this regard be final and conclusive.
- 57A. On a show of hands or in the case of a written ballot every member who is entitled to attend and vote and who is personally present or by proxy shall be entitled:-
- (1) in the case of an associate, a nominee or debenture member, to 1 vote;
 - (2) in the case of an ordinary member, to 5 votes.
- 57B. A member who is entitled to attend and vote, but who is unable to be present at any Annual General Meeting or Extraordinary Meeting may appoint his or her spouse or partner or another member as his or her proxy provided however that the member appointed, if not the Chairman of the Meeting, may not hold more than two (2) proxies.
- 57C. The instruction appointing a proxy (in any reasonable format acceptable to the Club) shall be notified to the office not less than 48 hours before the time of holding the meeting at which the person named in such instrument proposes to vote.

ACCOUNTS

58. 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 the receipt and expenditure takes place and the assets and liabilities of the Club. *Accounts
59. The books of account shall be kept at the office of the Club, or at such other place or places as the General Committee think fit, and shall always be open to the inspection of the members of the General Committee. *Keeping of accounts
60. The General Committee shall from time to time determine at what times and places and under what conditions or 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 of Association or authorised by the General Committee or by the Club in General Meeting. *Presentation of Balance Sheet and Income and Expenditure Accounts
61. The General Committee shall from time to time in accordance with Sections 379 and 380 of the Companies Ordinance, cause to be prepared and to be laid before the Club in General Meeting such profit and loss accounts, balance sheets and reports as are referred to in those sections.
62. The accounts of the Club shall be made up to the 30th June in each calendar year.
63. 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 auditors' report shall not less than twenty one (21) days before the day of the meeting be sent to all persons entitled to receive notices of General Meetings of the Club. *Copies of Balance Sheet to be sent to members

AUDIT

64. Auditors shall be appointed and their duties regulated in accordance with Sections 394 and 396 of the Companies Ordinance. *Appointment of Auditors

THE SEAL

65. 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 Secretary or some other person appointed by the General Committee. *Seal

BYE-LAWS

66. 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 regulations of the Club, its officers, servants and agents, or the members and visitors as to the use or enjoyment of the Club or any part thereof. *Power to Committee to make and alter Bye-laws
67. 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 *How passed

one week and shall be entered in a book to be kept by the Secretary for the purpose and such book shall be open to the inspection of all members and visitors.

*When Bye-laws shall come into force

68. Any alterations, addition or repeal of any existing Bye-laws or any new Bye-law or any alteration, addition or repeal thereto shall come into force at the expiration of seven clear days from the day of their first being posted in the Club or upon such later date as the General Committee may decide.

INDEMNITY

*Indemnification of Committee and Staff

69. 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 469 of the Companies Ordinance in which relief is granted to him by the Court.

Names, Addresses and Descriptions of Subscribers

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28 Lugard Road.
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Terrace,
Hong Kong,
Solicitor.

Dated the 14th day of June, 1967.
WITNESS to the above signatures:-

KENNETH K.C. WONG,
Solicitor,
Hong Kong.