

THE COMPANIES ORDINANCE (CHAPTER 622)

Company Limited by Guarantee

**ARTICLES OF ASSOCIATION
OF
HONG KONG TRIATHLON ASSOCIATION LIMITED
香港三項鐵人總會有限公司**

*(changes of name on 4 January 1994 and 20 March 1998)
(as amended by special resolution passed on 20 August 2019)*

Part A Mandatory Articles

1. Name

The name of the company is the “HONG KONG TRIATHLON ASSOCIATION LIMITED 香港三項鐵人總會有限公司”, hereinafter referred to as the “**Association**”.

2. Registered Office

The registered office of the Association will be situated in Hong Kong.

3. Objects

The objects for which the Association is established are to:

- a. act as the national authority for triathlon and related multi-sport activities in Hong Kong;
- b. select teams and individuals to represent Hong Kong in international triathlon and duathlon races;
- c. encourage widespread participation in triathlon and related multi-sport activities;
- d. nurture a successful squad of elite triathletes and duathletes;
- e. spot and foster the potential of younger triathletes and duathletes;
- f. develop proficiency in coaching, race direction and associated technical aspects of triathlon;
- g. promote public awareness of triathlon and related multi-sport activities;
- h. secure a sound future, in terms of financial, human and technological resources, for the continued development of triathlon in Hong Kong; and
- i. to undertake any other activities related to the promotion of triathlon in Hong Kong.

4. Affiliation

The Association may be affiliated to the Amateur Sports Federation & Olympic Committee of Hong Kong and any internationally recognised body of triathlon associations.

5. Application Of Income And Property

All income and property of the Association, shall be applied solely towards the promotion of the objects of the Association as set forth herein and no portion thereof shall be paid or transferred directly or indirectly, to the members of the Association provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association, nor prevent the repayment of reasonable out of pocket expenses.

6. Limited Liability Of Members

The liability of the members is limited.

7. Contribution By Members

Every member of the Association undertakes to contribute, such amount as may be required not exceeding one hundred Hong Kong dollars, to the assets of the Association, in the event of the same being wound up while being a member, or within one year afterwards, for payment of the debts and liabilities of the Association contracted before ceasing to be a member, and of the costs, charges and expenses of winding up the Association.

8. Disposal Of Assets After Dissolution

If upon the winding up or dissolution of the Association 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 Association but shall be transferred to the Hong Kong Amateur Sports Federation for use in promoting sport in Hong Kong, or to some other institution or institutions having objects similar to the objects of the Association.

We, the undersigned, wish to form a company and wish to adopt the articles of association as attached.

Name(s) of Founder Member(s)
(1) (Sd.) Dr David Woodhouse
(2) (Sd.) Mr Barry Fung Hok Keung (馮學強)

Date the 23rd day of June, 1992.

Part B Other Articles

Definitions & Interpretation

1. Definitions

In these Articles, the following definitions apply unless the context clearly indicates otherwise:

1. "**Triathlon**" means any combination in a single event of two or three of the sports of swimming, bicycle riding and running.
2. "**Association**" means the "HONG KONG TRIATHLON ASSOCIATION LIMITED 香港三項鐵人總會有限公司".
3. "**Committee**" means the Executive Committee of the Association.
4. "**Ordinance**" means the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and any amendment thereof in force for the time being.
5. "**Member**" means any person who is registered as being a member of the Association.
6. "**Register Of Members**" means the register of the Association's Members which the Association is required by the Ordinance to keep.
7. "**General Meeting**" means a general meeting whether annual or extraordinary of the Members of the Association.
8. "**Seal**" means the common seal of the Association.

2. Interpretation

1. These Articles shall be construed with reference to the provisions of the Ordinance and terms used in these Articles shall be taken as having the same respective meanings they have when used in the Ordinance unless the context otherwise requires.
2. Table C in the First Schedule to the former Companies Ordinance and Schedule 3 of the Companies (Model Articles) Notice (Chapter 622H of the Laws of Hong Kong) shall not apply to the Association.
3. Words importing the masculine gender include the feminine gender unless the context clearly indicates otherwise.
4. Words importing persons include organisations.
5. Words importing the singular number include the plural number and vice versa unless the context clearly indicates otherwise.

Membership

3. Classes

The Association shall have the following classes of membership:

1. Ordinary Member;
2. Honorary Member; and
3. Club Member.

4. Size

The number of Members with which the Association proposes to be registered is unlimited.

5. Eligibility

The following shall be eligible to be a Member:

1. Any individual person who is interested in Triathlon, is resident in Hong Kong, is willing to bind himself to observe these Articles of the Association and other rules of the Association and who is not under eight years of age shall be eligible for application to the Association as an Ordinary Member.
2. Any individual person who is interested in Triathlon, is resident in Hong Kong, is willing to observe these Articles of the Association and other rules of the Association and has made a special contribution to the promotion of Triathlon shall be eligible for election by the Committee as an Honorary Member.
3. Any sports club or association whose objects are primarily concerned with the pursuit of one or more of the three disciplines of Triathlon shall be eligible for election by the Committee as a Club Member.

6. Application

Subject to eligibility, application for each class of membership shall be made in the following ways:

1. Ordinary Member applicants shall complete and submit the Association's Ordinary Member application form together with the requisite admission fee and subscription fee to the registered office of the Association or by such other means as the Association shall prescribe.
2. Honorary Member applicants shall be nominated to the Committee, in writing, by at least ten Ordinary Members.
3. Club Member applicants shall submit a letter of application to the Committee, which serves to demonstrate their eligibility and sets out their reasons for applying.

7. Admission

For each class of membership, an applicant shall be admitted as a Member in the following ways:

1. An applicant for Ordinary Membership shall complete and submit the relevant application form, together with admission and subscription fees. The Committee shall consider the application as its next regular meeting, and unless it determines that there are good reasons why the applicant should not be admitted, shall accept the application.
2. An Honorary Member shall only be admitted as such following nomination by at least four members of the Committee and the unanimous agreement of Members present and voting at a meeting of the Committee, subject always to the prior agreement of the individual to his / her nomination.
3. An applicant to be a Club Member shall only be admitted as such by a two-thirds majority of Members present and voting at a meeting of the Committee, subject to a minimum of four voting Members.

8. Registration

Upon admission, the name and address of each Member shall be entered into the Register Of Members.

9. Conditions

1. Every Member binds himself to observe all rules of the Association, whether contained in these Articles or made pursuant to any power granted hereby.
2. Every Member agrees to accept responsibility for his own actions.
3. All Ordinary Members are expected once each year to assist, if requested, in preparing for, or officiating at, one of the events organised by the Association.

10. Fees

All Ordinary Members and Club Members shall pay annual subscription fees in accordance with a tariff, which shall be reviewed from time to time by the Committee. In addition, Club Members shall pay an initial admission fee to be determined by the Committee. Honorary Members are not expected to pay admission or subscription fees.

11. Suspension & Termination - Non-payment Of Subscription

1. Members shall receive a reminder in writing, when subscriptions are due. A Member whose subscription has not been paid within two months of its due date shall be suspended from membership automatically for so long as the subscription continues in arrears. The Member shall be notified, in writing, accordingly and advised of imminent termination of Membership.
2. A Member whose subscription has not been paid within four months of its due date shall have his membership terminated. The former Member shall be notified accordingly in writing.
3. The Committee shall, upon written representation to it, have the power to waive the admission fee for reinstatement of a former Member whose membership has been terminated under the provisions of this Article, provided that the subscription arrears are settled in full.

12. Suspension & Termination - Due Cause

1. In addition to the provisions of Article 11 (Suspension & Termination - Non-payment Of Subscription), the Committee shall have the power on due cause being shown (of whatever nature) to suspend any Member from membership for such period as it shall think fit or to terminate his membership. The Association shall be under no obligation to refund admission or subscription fees paid by such a Member. Nevertheless, the Committee reserves the right to do so on a discretionary basis.
2. No motion for the suspension or termination of membership shall be considered except at a meeting of the Committee. Such a motion shall not be deemed carried except by a majority of two-thirds of the Committee members present and voting.
3. A Member shall be given at least fourteen days notice of the meeting at which suspension or termination of his membership is to be considered and of the grounds on which suspension or termination of his membership is sought and such Member shall be entitled to submit representations to the Committee in writing and at that meeting orally in person.

13. Termination - Resignation

A Member wishing to resign from the Association may give notice in writing addressed to the registered office of the Association prior to the end of a subscription period, but shall not be entitled to any refund of admission or subscription fees or any part thereof. Membership is not transferable.

14. Termination – Death or Cessation of Existence

A Member's membership terminates when that Member dies or ceases to exist. Membership is not transferable.

15. Suspension & Termination - Consequence

1. A suspended Member shall be prohibited from enjoying the rights and privileges of membership of the Association.
2. Upon termination of membership the former Member's name shall be removed from the Register Of Members and the former Member shall be notified in writing of his removal.

Committee

16. Management

Responsibility for the management of the Association shall be vested in the Committee. Notwithstanding this responsibility, the Association's employed staff shall, on behalf of the Committee, undertake the day to day affairs of the Association. In particular, the Committee shall be responsible for making policy and determining strategy, whereas the staff of the Association shall implement said policy and strategy.

17. Structure

1. The Committee shall consist of a President, Secretary, Treasurer, Vice-President, and up to five other Ordinary Members. Additional Ordinary Members may also be co-opted to the Committee from time to time. All Members of the Committee shall serve gratis. Although elected without portfolio, each regular Committee member may be assigned specific responsibilities from time to time by the Committee.
2. Any one Affiliated Club of the Association can only have a maximum of two (2) members on the Committee at any one time and if a third member of an Affiliated Club wants to be on the Committee then he/she should have ceased to be a member of any club a minimum of 12 months before election to the Committee.

18. President

The President shall take overall charge of the Association, preside over Committee meetings and General Meetings and shall represent the Association at official functions. Other specific responsibilities may be assigned from time to time by the Committee.

19. Secretary

The Secretary shall be responsible for ensuring that the Association functions in accordance with the provisions of the Ordinance and applicable laws. In particular, he shall ensure that:

1. the Register Of Members is kept up to date;
2. all notices and documents required by the Companies Registry and applicable laws are lodged as required; and
3. minutes of all Committee meetings and General Meetings are properly kept, including records of all elections to the Committee and appointments made by the Committee.

Other responsibilities may also be assigned from time to time by the Committee.

20. Treasurer

The Treasurer shall be responsible for all financial matters affecting the Association, including the presentation of financial reports at the Annual General Meeting. Other responsibilities may also be assigned from time to time by the Committee.

21. Vice-President

The Vice-President shall deputise for the President, Treasurer or Secretary, as required, on a strictly temporary basis. Other specific responsibilities may also be assigned from time to time by the Committee.

22. Eligibility

Only Ordinary Members aged 18 years or above on election day shall be eligible for election to the Committee. A Member who has family members already either continuing to serve, or currently standing for election, in three of the posts of President, Secretary, Treasurer or Vice-President shall not be eligible to stand for election to the remaining one of these posts, but shall be eligible to stand for election as a regular Committee member. An employee of the Association shall not be eligible for election to the Committee. An Ordinary Member shall only be eligible to stand for election to the post of President if such Ordinary Member has completed at least one (1) full year as a member of the Committee. The term of President shall be two (2) years with a maximum of two (2) consecutive terms. After the completion of two (2) consecutive terms, such ex-President shall be eligible to be co-opted to the Committee or be re-elected to another post in the Committee. Such ex-President shall be eligible for re-election to the post of President after two (2) years from his last presidency.

23. Election

Members shall be elected to vacant posts on the Committee at the Annual General Meeting of the Association in the following manner:

1. Any two Members may nominate an eligible Ordinary Member to serve as a member of the Committee, having previously received his assent. Nominee may stand for one or more of the posts of President, Secretary, Treasurer, Vice-President or regular Committee member, and competition for these posts shall be resolved in this order.
2. Nominations for the election of Committee members shall be submitted in writing to the Secretary by the Proposer at least 7 clear days prior to the holding of the Annual General Meeting. Each nomination shall be signed by the proposer, seconder and nominee.
3. If no nominations are received or if the nominations received within the time prescribed are insufficient to fill the vacancies, the chairman of the Annual General Meeting shall call for nominations for such vacancy or vacancies from the Ordinary Members present at such meeting.
4. Each Ordinary Member present and entitled to vote at the Annual General Meeting may vote for any number of the candidates for each vacant position, not exceeding the number of vacancies. A candidate with the most number of votes shall be elected except that for the post of President where there are three or more candidates, the winning candidate must have received at least the majority of votes. If no candidate for President receives the majority of votes in the first round of voting, the candidate(s) with the least number of votes shall be eliminated for the next round and successive rounds of voting progressively eliminating candidate(s) with the least number of votes shall be conducted until a candidate for President has received the majority of votes. If there is only one candidate for a post in the Committee, that candidate shall be automatically elected.
5. If any nominee after being elected declines to serve, the nominee who has the next largest number of votes shall be elected.
6. If two or more nominees obtain an equal number of votes, the chairman of the meeting shall have a second or casting vote.

7. In case there shall not be a sufficient number of nominees the Committee members, such as they are, shall have the power to fill up the remaining vacancy or vacancies as they think fit.

24. Retirement

Each Committee member who is elected at an Annual General Meeting of the Association shall retire at the second Annual General Meeting following his election provided that at least one third of the Committee shall retire at each Annual General Meeting. If the Association has dispensed with the holding of Annual General Meetings or is not required to hold Annual General Meetings, the said Committee members must retire from office before the end of 9 months after the end of the Association's second accounting reference period by reference to which the financial year in which the Committee member was appointed is to be determined. When sufficient Committee members to fulfil the foregoing provision would not normally retire, lots shall be drawn, by the regular Committee members to determine the Committee members who shall retire. A retiring Committee member shall be eligible for re-election.

25. Replacement

If the President shall die, resign or vacate his office in accordance with Article 26 (Vacation Of Office) before the expiration of his period of office, he shall be replaced by the Vice-President for the remainder of the President's term of office. If the Vice-President shall die, resign or vacate his office in accordance with Article 26 (Vacation Of Office) before the expiration of his term of office, or shall be appointed to replace the President, or if any other Committee member shall die or resign or vacate his office in accordance with Article 26 (Vacation Of Office) before the expiration of his period of office, or if any other vacancy in the Committee shall arise for any reason, the vacancy shall be filled by appointment by the Committee and the new Committee Member shall subject to Article 26 (Vacation Of office) retire at the Annual General Meeting when the Committee Member whom he replaces would have retired.

26. Vacation Of Office

The office of a Committee member or sub-committee member shall be vacated automatically if:

1. a receiving order is made against him or he makes any arrangement of composition with his creditors;
2. in the opinion of the Committee, his actions, omissions and / or statements are at variance with the best interests of the Association and / or demonstrate that he is not cooperating with the Committee to the material detriment of the Association and a resolution to remove such Committee member or sub-committee member is passed by at least two thirds of the other Committee members. The resolution to remove such Committee member or sub-committee member must be proposed and seconded by at least one third of the other Committee members. The subject Committee member or sub-committee member shall be given at least seven (7) days' prior written notice of the proposed resolution to remove him together with a general explanation of the reasons and the opportunity to respond to the Committee prior to the relevant resolution is being voted. The subject Committee member or sub-committee member may attend the relevant Committee meeting but shall not be entitled to vote on the relevant resolution. Only members of the Committee may attend the relevant Committee meeting;
3. he becomes a mentally incapacitated person under the meaning given by section 2(1) of the Mental Health Ordinance (Chapter 136 of the Laws of Hong Kong);
4. his membership is suspended or terminated;
5. by notice in writing to the Association he resigns his office;
6. he is removed from office by a resolution duly passed at a General Meeting of the Association; or
7. he is absent from three consecutive meetings of the Committee or any sub-committee of which he is a member without reasonable cause, as determined by the Committee.

27. Powers & Duties

The Committee shall be responsible for managing the affairs of the Association and shall have the following powers and duties in addition to any powers and duties conferred elsewhere in these Articles:

1. To pay all reasonable expenses relating to the formation and registration of the Association.
2. To exercise all such powers of the Association and do on behalf of the Association all such lawful acts as the Committee considers necessary or expedient for carrying into effect the objects of the Association as may be exercised and done by the Association and as are not required by statute or by these Articles to be exercised by the Association in General Meeting, subject nevertheless to any regulations of these Articles and to the provisions of the statutes for the time being in force and affecting the Association and to such regulations (being not inconsistent with the aforesaid regulations or provisions) as maybe prescribed by the Association in General Meeting. Provided however that no such decisions made by the Association in General Meeting shall invalidate any prior acts of the Committee, that would have been valid, if such regulation had not been made.
3. To appoint and dismiss such sub-committees, consisting of Members of the Association and chairmen of sub-committees and employees of the Association, as it shall think fit.
4. To appoint any person as a Patron or Vice-Patron of the Association, on such terms and conditions as it shall think fit.
5. To appoint and dismiss advisers or such other persons, honorary or otherwise, who may be invited to attend the meetings of the Committee or sub-committees but who shall not be entitled to vote at such meetings.
6. To determine and settle all questions and disputes relating to the sport of Triathlon in Hong Kong which may be referred to it for decision.
7. To delegate to sub-committees such of the powers and duties of the Committee, as it shall think fit, provided that the powers so delegated are specified in each case.
8. To decide on all matters of an international nature affecting or concerning the Association or any of its Members.
9. To make and enforce rules for the administration and control of the Association and the sport of Triathlon in Hong Kong, including the organisation, promotion, management, control, conduct and sponsorship of Triathlon events, and have the power to vary, amend, replace and repeal any such rules. All such rules shall be binding on all Members of the Association.
10. To co-opt not more than three further Members of the Association to join the Committee and hold office until the next Annual General Meeting.
11. To provide for the safe custody of the Seal.

28. Sub-committees

1. The President shall be an ex-officio member of all sub-committees but shall not be entitled to vote at meetings of such sub-committees unless specifically appointed thereto.
2. All sub-committees appointed by the Committee shall cause minutes to be made of all proceedings and resolutions at their meetings and shall furnish copies of all such minutes to the Secretary.
3. No person shall be appointed to a sub-committee of the Association who is not an Ordinary Member of the Association.

29. Validity

All acts of the Committee or any sub-committee of the Committee or any other duly appointed official shall be deemed as valid, notwithstanding subsequent discovery of some defect in the appointment or election of the aforesaid or of some subsequent reason for the disqualification from office or cessation to hold office of any of them.

Committee Meetings

30. Frequency

The Committee shall meet not less than eight times each calendar year with not more than two months between consecutive meetings.

31. Calling Committee Meetings

1. Any Committee member may call a Committee meeting by giving 7-day written notice of the meeting to the Committee members or by authorizing the Secretary to give such notice. A Committee meeting can be called by shorter notice if it is so agreed by all the Committee members.
2. Notice of a Committee meeting must indicate (i) its proposed date and time; and (ii) where it is to take place.

32. Attendance

Committee meetings may be attended by Committee members, the National Coach, a representative of the Association's employed staff, a representative of the Sports Development Board and any other person so invited by the Committee.

33. Quorum

Four Committee members shall constitute a quorum at meetings of the Committee. If the number of Committee members is reduced below the number required for a quorum then the continuing Committee members may act for the purpose of increasing the number of Committee members to the number required for a quorum or of calling a General Meeting of the Association but for no other purpose.

34. Chairman

The President shall preside over meetings of the Committee, or in his absence or if the President is not participating in a Committee meeting within 20 minutes of the time at which it was to start or is unwilling to chair the meeting, the Vice-President shall preside, or in the absence of both, a chairman shall be elected from the Committee members present at the meeting.

35. Voting

1. Voting on all motions at meetings of the Committee or its sub-committees shall be by a show of hands, unless directed otherwise by the chairman of the meeting.
2. No voting by proxy shall be permitted at any Committee meeting.
3. In addition to his own vote, the chairman of the meeting shall have a second or casting vote in case of an equality of votes. This paragraph does not apply if, in accordance with these Articles, the chairman of the meeting is not to be counted as participating in the decision-making process for quorum or voting purpose.

36. Conflicts of interest

1. This Article applies if –
 - a. a Committee member is in any way (directly or indirectly) interested in a transaction, arrangement or contract with the Association that is significant in relation to the Association's business; and
 - b. the Committee member's interest is material.
2. The Committee member must declare the nature and extend of the Committee member's interest to the other Committee members in accordance with section 536 of the Ordinance.
3. The Committee member must neither –
 - a. vote in respect of the transaction, arrangement or contract in which the Committee member is so interested; nor
 - b. be counted for quorum purposes in respect of the transaction, arrangement or contract.
4. If the Committee member contravenes paragraph 3(a), the vote must not be counted.
5. Paragraph (3) does not apply to –
 - a. an arrangement for giving a Committee member any security or indemnity in respect of money lent by the Committee member to or obligations undertaken by the Committee member for the benefit of the Association;
 - b. an arrangement for the Association to give any security to a third party in respect of a debt or obligation of the Association for which the Committee has assumed responsibility wholly or in part under a guarantee or indemnity or by the deposit of a security; or
 - c. an arrangement under which benefits are made available to employees and Committee members or former employees and Committee members of the Association or any of its subsidiaries, which do not provide special benefits for Committee members or former Committee members.
6. A reference in this Article to a transaction, arrangement or contract includes a proposed transaction, arrangement or contract.

37. Supplementary provisions as to conflicts of interest

1. A Committee member or intending Committee member is not disqualified by the office of Committee member from contracting with the Association as vendor, purchaser or otherwise.
2. The contract mentioned in paragraph (1) or any transaction, arrangement or contract entered into or on behalf of the Association in which any Committee member is in any way interest is not liable to be avoided.
3. A Committee member who has entered into a contract mentioned in paragraph (1) or is interested in a transaction, arrangement or contract mentioned in paragraph (2) is not liable to account to the Association for any profit realized by the transaction, arrangement or contract by reason of –
 - a. the Committee member holding the office; or
 - b. the fiduciary relation established by the office.
4. Paragraph (1), (2) or (3) only applies if the Committee member has declared the nature and extent of the Committee member's interest under the paragraph to the other Committee members in accordance with section 536 of the Ordinance.

5. A Committee member of the Association may be a director or committee member or other officer or, or be otherwise interested in:
 - a. any company or association promoted by the Association; or
 - b. any company or association in which the Association may be interested as shareholder or otherwise.
6. Subject to the Ordinance, the Committee member is not accountable to the Association for any remuneration or other benefits received by the Committee member as a director or committee member or office of, or from the Committee member's interest in, the other company or association unless the Association otherwise directs.

38. Majority

Except as otherwise specified in these Articles, all motions shall only be passed by a simple majority of those present and voting.

39. Written Resolution

A resolution in writing which has been circulated to all members of the Committee and which is signed by a majority of those members indicating that they are in favour of the resolution shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held, provided that no such resolution shall be valid and effectual unless and until it has been signed by at least five members of the Committee who are in favour of such resolution and who have each signed the same original document.

40. Minutes

Minutes of each Committee meeting shall be prepared and circulated to all those entitled to attend within two weeks of it taking place. Minutes shall be made available to other Members upon request.

41. Record of decisions to be kept

The Committee members must ensure that the Association keeps a written record of every decision taken by the Committee members under Articles 38 and 39 for at least 10 years from the date of the decision.

General Meetings

42. Annual General Meetings

Subject to sections 611, 612 and 613 of the Ordinance, the Association shall hold a General Meeting as its Annual General Meeting in respect of each financial year of the Association for the purposes of the following ordinary business and in accordance with section 610 of the Ordinance:

1. Accepting the audited financial statements for the previous financial year;
2. Appointing an auditor; and
3. Electing Members to vacant positions on the Committee.

43. Extraordinary General Meetings

1. Every General Meeting of the Association other than the Annual General Meeting shall be called an Extraordinary General Meeting. The Committee may call an Extraordinary General Meeting whenever it considers it necessary. This shall be done within 14 days after receiving a requisition in writing signed by members of the Association representing at least 5% of the total voting rights of all the Members having a right to vote at General Meetings, having, at the date of deposit of the requisition, a right to vote at General Meetings.
2. If the Committee members do not call a General Meeting in accordance with Article 43(1), the Members who requested the meeting in accordance with Article 43(1), or any of them representing more than one half of the total voting rights of all of them, may themselves call a General Meeting in accordance with section 568 of the Ordinance.

44. Notice

1. An Annual General Meeting and an Extraordinary General Meeting called for the passing of a special resolution to these Articles shall be called with not less than 21 days notice in writing and any other Extraordinary General Meeting shall be called with not less than 14 days notice in writing. The notice shall be exclusive of the day on which it is served or so deemed and of the day of the meeting and shall:
 - a. specify the date and time of the meeting;
 - b. specify the place of the meeting (and if the meeting is to be held in 2 or more places, the principal place of the meeting and the other place or places of the meeting);
 - c. state the general nature of the business to be dealt with at the meeting;
 - d. for a notice calling an Annual General Meeting, state that the meeting is an Annual General Meeting;
 - e. if a resolution (whether or not a special resolution) is intended to be moved at the meeting –
 - a. include notice of the resolution; and
 - b. include or be accompanied by a statement containing any information or explanation that is reasonably necessary to indicate the purpose of the resolution;
 - f. if a special resolution is intended to be moved at the meeting, specify the intention and include the text of the special resolution; and
 - g. contain a statement specifying a Members' right to appoint a proxy under section 596(1) of the Ordinance.
2. Despite the fact that a General Meeting is called by shorter notice than that specified in this Article, it is regarded as having been duly called if it is so agreed –
 - a. for an Annual General Meeting, by all the Members entitled to attend and vote at the meeting; and
 - b. in any other case, by a majority in number of the Members entitled to attend and vote at the meeting, being a majority together representing at least 95% of the total voting rights at the meeting of all the Members.
3. Notice of a General Meeting must be given to –
 - a. every Member; and
 - b. every Committee member.

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

45. Chairman

At all General Meetings the chair shall be taken by the President or in his absence or if the President is not present within 20 minutes after the time appointed for holding the meeting or is unwilling to chair the meeting by the Vice-President. If neither the President nor the Vice-President shall be present within half an hour after the time appointed for holding the meeting, or shall be willing to act as chairman, the Members present and entitled to vote shall choose one of their number to chair the meeting.

46. Quorum

No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. The quorum shall be 20 Members personally present or present by proxy and entitled to vote. If within half an hour from the time appointed for the meeting a quorum be not present the meeting (if convened upon the requisition of Members) shall be dissolved or (in any other case) shall stand adjourned to such other day, time and place as may be appointed by the chairman with the consent of the meeting. At any such adjourned meeting the Members present or present by proxy and entitled to vote, whatever their number, shall constitute a quorum and have power to decide upon all matters which could properly have been disposed of at the meeting from which the adjournment took place.

47. Adjournment

The chairman may, with the consent of the meeting, adjourn any General Meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When adjourning a General Meeting, the chairman must specify the date, time and place to which it is adjourned.

48. Attendance

Any Ordinary Member, Honorary Member, Patron or Vice-Patron may attend a General Meeting. For each Club Member, one representative may attend.

49. Voting Rights

1. Each Ordinary Member present, who is aged 18 years or above on the day of the meeting, has the right to vote in the manner described hereinafter. Patrons, Vice-Patrons, Honorary Members and representatives of Club Members shall not have the right to vote.
2. On a vote on a resolution, whether on a show of hands 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.

50. Voting Procedure

1. At any General Meeting a resolution put to the vote of the meeting shall be decided by a show of hands unless a poll is demanded (i) by the chairman of the meeting; (ii) by at least five Members present and entitled to vote and voting; or (iii) by Members representing at least 5% of the total voting rights of all Members having the right to vote at the meeting. If a poll is demanded as aforesaid it shall be taken in such manner as the chairman of the meeting directs. In addition to his own vote, the chairman of the meeting shall have a second or casting vote in case of an equality of votes, whether on a show of hands or on a poll.
2. On a vote of a resolution on a show of hands at a General Meeting, a declaration by the chairman that the resolution-
 - a. has or has not been passed; or
 - b. has passed by a particular majority,is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
3. An entry in respect of the declaration in the minutes of the meeting is also conclusive evidence of that fact without the proof.

51. Proxy

1. A proxy must be a Member.
2. A proxy may only validly be appointed by a notice in writing ("**proxy notice**") that –
 - a. states the name and address of the Member appointing the proxy;
 - b. identified the person appointed to be that Member's proxy and the General Meeting in relation to which that person is appointed;
 - c. is authenticated, or is signed on behalf of the Member appointing the proxy; and
 - d. is delivered to the Association to the registered office of the Association or by such other means as the Association shall prescribe and in accordance to any instructions contained in the notice of the General Meeting in relation to which the proxy is appointed.
3. A proxy notice may specify how the proxy appointed under it is to vote (or that the proxy is to abstain from voting) on one or more resolutions dealing with any business to be transacted at a General Meeting.
4. Unless a proxy notice indicates otherwise, it must be regarded as –
 - a. allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the General Meeting; and
 - b. appointing that person as a proxy in relation to any adjournment of the General Meeting to which it relates as well as the meeting itself.
5. A proxy notice does not take effect unless it is received by the Association:
 - a. for a General Meeting or adjourned General Meeting, at least 48 hours before the time for holding the meeting or adjourned meeting; and
 - b. for a poll taken more than 48 hours after it was demanded, at least 24 hours before the time appointed for taking the poll.

6. An appointment under a proxy notice may be revoked by delivering to the Association a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
7. A notice revoking the appointment only takes effect if it is received by the Association –
 - a. for a General Meeting or adjourned General Meeting, at least 48 hours before the time appointed for holding the meeting or adjourned meeting; and
 - b. for a poll taken more than 48 hours after it was demanded, at least 24 hours before the time appointed for taking the poll.
8. A proxy's authority in relation to a resolution is to be regarded as revoked if the Member who has appointed the proxy –
 - a. attends in person the General Meeting at which the resolution is to be decided; and
 - b. exercises, in relation to the resolution, the voting right that the Member is entitled to exercise.
9. A Member who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a General Meeting remains so entitled in respect of the meeting or any adjournment of it, even though a valid proxy notices has been delivered to the Association by or on behalf of the Member.
10. A vote given in accordance with the terms of a proxy notice is valid despite –
 - a. the previous death or mental incapacity of the Member appointing the proxy; or
 - b. the revocation of the appointment of the proxy or of the authority under which the appointment of the proxy is executed.
11. Paragraph (10) does not apply if notice in writing of the death, mental incapacity or revocation is received by the Association-
 - a. for a General Meeting or adjourned General Meeting, at least 48 hours before the time appointed for holding the meeting or adjourned meeting; and
 - b. for a poll taken more than 48 hours after it was demanded, at least 24 hours before the time appointed for taking the poll.

52. Majority

In accordance to section 564 of the Ordinance, voting on all special resolution shall require a 75% majority of those present and voting.

53. Validity

All resolutions passed at any General Meeting for which due notice has been given or to which Article 59 (Accidental Omission) applies shall be binding on all Members.

54. Minutes

Minutes of all General Meetings shall be prepared and circulated to all Committee members within one month of the meeting being concluded. Minutes shall be made available to other Members upon request.

Accounts

55. Books

Proper books of account shall be kept. In particular, proper records shall be kept of:

1. All sums of money received and expended by the Association.
2. All sales and purchases of goods and services by the Association; and
3. The assets and liabilities of the Association.

The keeping of proper books includes keeping such books of account as are necessary to give a true and fair view of the state of affairs of the Association and to explain transactions. The books of account shall be kept at the registered office of the Association and shall be made available for inspection by the members of the Committee upon request.

56. Banking

Funds of the Association in excess of HK\$3,000 shall be deposited with a bank designated by the Committee. Any two of the President, Secretary, Treasurer or Vice-President shall jointly sign all cheques of the Association and shall jointly approve any other withdrawal, provided that they are not members of the same family.

57. Audit

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

Notices

58. Service

A notice shall be served by the Association upon any Member by personal delivery or by sending it through the post to the address of the Member appearing in the Register Of Members (which shall be an address in Hong Kong) or by facsimile transmission or by e-mail via the Internet. In the case of the service of notice by post, it shall be deemed to have been served on the third day following that on which the letter containing the same is put in the post and in the case of a facsimile transmission or e-mail shall be deemed to have been served at the time of despatch. The Association reserves the right to serve all notices upon its Members only by e-mail via the internet and the Association shall have no responsibility to contact a Member individually via another medium once it has sent a notice to the email address nominated by such Member or if such Member fails to provide the Association with a current and effective e-mail address. Each Member shall be responsible for providing the Association with his current and effective e-mail address.

59. Accidental Omission

The accidental omission to give notice of a meeting or to send any other document to any Member entitled to receive such notice or document or the non-receipt of any such notice or document which has been duly sent, shall not in any way invalidate any resolution passed or the proceedings at any meeting.

60. Period

Where a period of notice is required to be given, the notice period shall be exclusive both of the day on which it is served and of the day on which any action assessing from the notice shall commence.

61. Entitlement

Every Member shall be entitled to receive one copy of every general notice and, newsletter as issued by the Association to its Members.

General

62. Indemnity

1. If any prosecution, action or suit at law be commenced against any Member, employee or agent of the Association for anything done in the proper or reasonable discharge of their duties on behalf of the Association, such party or persons shall be defended and indemnified by and at the cost of the Association from all damages, costs and expenses which may be incidental to or result from such prosecution, action or suit at law and the property and funds of the Association may be applied for such purposes as directed by the Committee.
2. A Committee member or former Committee member of the Association may be indemnified out of the Association's assets against any liability incurred by the Committee member to a person other than the Association or an associated company of the Association in connection with any negligence, default, breach of duty or breach of trust in relation to the Association or associated company (as the case may be).
3. Paragraphs (1) and (2) only apply if the indemnity does not cover –
 - a. any liability of the Member, employee or agent of the Association and Committee member to pay –
 - (i) a fine imposed in criminal proceedings; or
 - (ii) a sum payable by way of a penalty in respect of non-compliance with any requirement of a regulatory nature; or
 - b. any liability incurred by the Member, employee or agent of the Association and Committee member –
 - (i) in defending criminal proceedings in which the Committee member is convicted;
 - (ii) in defending civil proceedings brought by the Association, or an associated company of the Association, in which judgment is given against the Committee member;
 - (iii) in defending civil proceedings brought on behalf of the Association by a Member of the Association or of an associated company of the Association, in which judgment is given against the Committee member;
 - (iv) in defending civil proceedings brought on behalf of an associated company of the Association by a member of the associated company or by a member of an associated company of the associated company, in which judgment is given against the director; or
 - (v) in connection with an application for relief under section 903 or 904 of the Ordinance in which the Court refuses to grant the Committee member relief.
4. A reference to paragraph 3(b) to a conviction, judgment or refusal or relief is a reference to the final decision in the proceedings.
5. For the purpose of paragraph (4), a conviction, judgment or refusal of relief –
 - a. if not appealed against, becomes final at the end of the period for bringing an appeal; or
 - b. if appealed against, becomes final when the appeal, or any further appeal, is disposed of.

6. For the purposes of paragraph (5)(b), an appeal is disposed of if –
 - a. it is determined, and the period for bringing any further appeal has ended; or
 - b. it is abandoned or otherwise ceases to have effect.

63. Seal Affixation

The Seal shall not be affixed to any document except by the authority of a resolution of the Committee. The Committee may from time to time make regulations regarding the use and affixing of the Seal. Unless such regulations are made all documents requiring the Seal to be affixed thereto shall be signed by any two of the President, Secretary, Treasurer or Vice-President.

64. Patrons & Vice-Patrons

The Association may adopt a Patron and one or more Vice-Patrons. The Patron is likely to be a public figure, who is prepared to act as a figurehead on behalf of the Association. A Vice-Patron is likely to be well-connected individual, who is prepared to act as an ambassador on behalf of the Association. It is also likely, though not absolutely necessary, that a Patron or Vice-Patron shall donate a sum of money to the Association in order that it may further the pursuit of its objects. A Patron or Vice-Patron shall not take any part in the management of the Association.