

Hong Kong Triathlon Association Limited

香港三項鐵人總會有限公司

Articles of Association 會章

(effective from [])

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Definitions & Interpretation

1. Definitions

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

1. "Annual General Meeting" means the general meeting of the Members of the Association held on the first half of December of each year.
2. "Appointed Date" means the 31st of December of a calendar year.
3. "Association" means the "Hong Kong Triathlon Association Limited, 香港三項鐵人總會有限公司".
4. "By-laws" means the rules and regulations of the Association as prescribed and/or to be prescribed, revoked or amended by the Committee from time to time. The By-laws shall form an addendum to, and be read in conjunction with, these Articles.
5. "Committee" means the Executive Committee of the Association, which expression shall, unless expressly stated otherwise, include the standing committees, sub-committee and any other committees established hereunder.
6. "Extraordinary General Meeting" means a general meeting of the Association specifically summoned as an extraordinary general meeting under these Articles.
7. "General Meeting" means an Annual General Meeting or an Extraordinary General Meeting, as the case may be.
8. "Head Triathlon Coach" means the Head Triathlon Coach as shall be appointed from time to time by the Hong Kong Sports Institute with collaboration of the Association.
9. "Member" means any person who is duly registered as being a member of the Association, which expression shall, unless the context expressly provided otherwise, include an Ordinary Member, an Honorary Member and a Club Member.
10. "Ordinance" means the Companies Ordinance (Chapter 32) of the Laws of Hong Kong and any amendment thereof in force for the time being.
11. "President" means the President of the Association for the time being elected in accordance with these Articles.
12. "Register Of Members" means the register of the Association's Members which the Association is required by the Ordinance to keep.
13. "Seal" means the common seal of the Association.
14. "Secretary" means the Secretary of the Association for the time being elected in accordance with these Articles.
15. "Special Resolution" means a special resolution of the Association passed in accordance with these Articles.
16. "Treasurer" means the Treasurer of the Association for the time being elected in accordance with these Articles.
17. "Triathlon" means any combination in a single event of two or three of the sports of swimming, cycling and running and such expression shall include, where the context so permits, aquathlon and duathlon.
18. "Vice President" means the Vice President of the Association for the time being elected in accordance with these Articles.

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刪除: <#>"Member" means any person who is registered as being a member of the Association.

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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' of the Ordinance shall not apply to the Association.
3. The Articles of Association and the By-laws shall together form the rules of the Association and be binding on the Members.
4. Words importing the masculine gender include the feminine gender unless the context clearly indicates otherwise.
5. Words importing persons include clubs, organizations or societies, whether incorporated or unincorporated.
6. Words importing the singular number include the plural number and vice versa unless the context clearly indicates otherwise.
7. Mentioning anything after 'include', 'includes' or 'including' does not limit what else might be included.

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Membership

3. Classes

The Association shall have the following classes of membership:

1. Ordinary Member
2. Honorary Member
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 the Memorandum and Articles of Association, the By-laws 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 the Memorandum & Articles of Association, the By-laws 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, and whose members are engaged in, the pursuit and competition of Triathlon and is willing to bind itself to observe the Memorandum and Articles of Association, the By-laws and other rules of the Association shall be eligible for application and election by the Committee as a Club Member. Whenever the capitalized word "Club" or "Clubs" is, where applicable, used in these Articles, it means and refers to a club or association which is qualified and admitted by the Association as a Club Member.

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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 admission fee, if any and requisite 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 to the Committee for consideration a letter of application setting out the reasons for applying together with the application fee and all supporting documents as shall be required by the Committee from time to time.

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7. Admission

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

1. An Ordinary Member shall, upon submission of the requisite application form and relevant subscription fees, be admitted as such unless the Committee determines that there are good reasons for not admitting the applicant as Ordinary Member.
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.

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8. Renewal

1. Subject to sub-clause 2 below, renewal of each class of membership by all Members (save for Honorary Members) shall commence on the first day of January of each calendar year.
2. No renewal of membership for Honorary Members is required.
3. The membership shall be renewed in accordance with Articles 5, 6 and 7(1) and 7(3) hereof provided that no application or renewal of membership will be considered and/or accepted without due observance by the Members of these Articles.

9. Registration

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

10. Conditions

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

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11. 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.

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12. Suspension & Termination - Non-payment Of Subscription Fees

1. A Member whose subscription fee has not been paid on its due date being 1st January of each calendar year shall be suspended from membership automatically.
2. A Member whose subscription fee has not been paid within one month after its due date shall have his membership terminated automatically.
3. The Committee shall, upon written request, 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 all the arrears of subscription fees are settled in full.

13. Suspension & Termination - Due Cause

1. In addition to the provisions of Article 12, the Committee shall have the power, acting reasonably, 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 Member.
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' written 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.

14. Suspension & Termination - Withdrawal

A Member wishing to withdraw its membership from the Association may give notice in writing addressed to the registered office of the Association prior to the Appointed Date, but shall not be entitled to any refund of admission or subscription fees or any part thereof.

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, carry out the day to day business of the Association. In particular, the Committee shall be responsible for making policy and determining strategy, whereas the staff of the Association shall implement the said policy and strategy.

17. Structure

1. The Committee shall comprise:
 - (i) four (4) permanent officers;

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(ii) four (4) Club representatives; and

(iii) three (3) elected members

as described under sub-clause 2 below.

2. (i) Permanent officers

The permanent officers shall consist of a President, a Vice-President, a Secretary and a Treasurer who shall be elected by the Ordinary Members.

(ii) Club representatives

(a) The four (4) Club Members with the highest number of eligible voting members representing their respective Clubs and highest number of members in officiating at and competing in all the Triathlon races organized or sanctioned by the Association for the current year, calculated up to November of each year, are entitled to nominate one member of their Club to represent it on the Committee.

For the purpose of counting the number of voting members of Club Members, each member of the Club Members having attained the age of 18 on the Appointed Date shall be counted as having one vote while all other members shall be deemed to have half vote provided that such member shall also be an Ordinary Member of the Association.

Each of the four (4) Club Members shall submit two (one principal and one deputy) nominated representatives (and their names) to the Secretary on or before the Annual General Meeting. Changes of such nominated representatives are limited to once for the whole duration of term of office. For the avoidance of doubt, only one of them is allowed to represent its Club Member and present in any meeting of the Committee.

(b) In the event that no Club representative from any of the four (4) Club Members under paragraph (a) above is nominated to the Committee, the vacancy(ies) shall be filled by the nominated member(s) of the Club Members who rank in priority after the first four (4) Club Members.

(iii) Elected members

Elected members are elected by the Ordinary Members and they must not be:

(a) Members elected or standing for election for the positions of permanent officers;

(b) nominated as Club representatives;

(c) a member belonging to the same Club as both of the permanent officers and the Club representatives so elected and nominated under paragraphs (i) and (ii) above on the Appointed Date; and

(d) a member belonging to the same Club as another elected members as aforesaid.

3. Additional Ordinary Members of not more than three (3) may also be co-opted to the Committee from time to time provided that these co-opted Members shall have no voting right in the meeting of the Committee.

4. All Members of the Committee shall serve gratis. Each Committee member may be assigned specific responsibilities from time to time by the Committee.

5. For the avoidance of doubt, any Club Member can only have a maximum of two (2) members of its Club serving on the Committee at any one time for each term of office. No third member of any Club Member is allowed to serve on the Committee or shall be elected unless he/she has ceased to be a member of any such Club Member for a minimum period of 24 months before the Appointed Date prior to election to the Committee.

6. No Ordinary Member after being elected to the Committee shall terminate his membership with any Club Members or cease to become a member of any Club at any time during his term of office on the Committee if at the time of being elected, such Ordinary Member is affiliated to a Club Member.

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18. President

The President shall take overall charge of all the administrations and functions 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 these Articles, the By-laws and the Ordinance. 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 are lodged as required.
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.
4. All the functions, administrative and designated duties of the employed staff, coaches or officials of the Association (whether the secretariat office or otherwise) are duly performed and properly discharged under the supervision of the Committee.
5. These Articles, the By-laws and other rules and regulations of the Association are properly enforced and duly observed by Members.

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 without limiting to, the overseeing of all funding, budgets and expenditure, as well as the use, application and allocation thereof and 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 deputize for the President, Treasurer or Secretary, as required, on a strictly temporary basis, and assist in the proper discharge of the functions and responsibilities of the said permanent officers. Other specific responsibilities may also be assigned from time to time by the Committee.

22. Eligibility

1. Only Ordinary Members aged 18 years or above on the Appointed Date shall be eligible for election for any one position to the Committee.
2. An Ordinary Member who is, currently standing for election in, any, of the posts of President, Secretary, Treasurer or Vice-President shall not be eligible to stand for election as elected members as referred under Article 17(2)(iii) hereof.
3. An employee of the Association shall not be eligible for election to the Committee.
4. An Ordinary Member shall only be eligible to stand for election to the respective post of President and Vice-President unless, such Ordinary Member has each completed at least two (2) full years as a member of the Committee by the Appointed Date.
5. An Ordinary Member shall be eligible to stand for election to the post of Secretary if such Member possesses legal qualifications.

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6. An Ordinary Member shall be eligible to stand for election to the post of Treasurer if such Member is either an accountant or having equivalent qualification or knowledge or ability of business acumen.
7. Without prejudice to the foregoing, the preferred criteria for the positions of Secretary and Treasurer set out under sub-clause 5 and 6 above shall be relaxed if, after the expiration of the initial nomination period for the said positions, no such preferred candidate is available for nomination or standing for election.

23. Term of Office

1. The term of office for the President shall be three (3) years with a maximum of two (2) consecutive terms. After completion of two (2) consecutive terms, such ex-President shall not be eligible to be re-elected within the next two years for any post of permanent officers as provided under Article 17(2)(i) above other than elected members under Article 17(2)(iii).
2. The term of office of the Vice-President shall be three (3) years. Subject to sub-clause 5 below, such Vice-President is eligible for re-election to any post of the Committee.
3. The respective term of office for the post of Secretary, Treasurer and other three (3) elected members shall be two (2) years. Subject to sub-clause 5 below, members of these positions are eligible for re-election to any post of the Committee after full completion of each of the term of office.
4. The term of office of the respective four (4) nominated club representatives shall be two (2) years.
5. For the avoidance of doubt, no member shall serve on the Committee in the same position for any term of office continuously for more than 6 years.
6. A member of the Committee shall either complete his term of office or resign from his position before standing for or being elected for any vacant position.

24. Election

Members shall be elected to the Committee 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. A nominee may stand as a candidate for only one of the post of President, Vice-President, Secretary, Treasurer, or elected members, and election for these posts shall be resolved in this order.
2. Nominations for the election of Committee members shall be submitted in writing to the secretariat office of the Association by the proposer within 21 days after issue of notice of nomination by the Association to the Members. 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 not eligible or insufficient to fill the vacancies, a second notice of nominations for such vacancy or vacancies from the Ordinary Members shall be issued or made by the Association upon which a shorter period of 7 days for submission of nomination is only required.
4. Each Ordinary Member entitled to vote may vote by ranking any number of the candidates for each position, in order of preference not exceeding the number of vacancies. A candidate with the most number of votes shall be elected except that for each of the post of permanent officers, where there are two or more candidates for one vacant position, the winning candidate must have received at least the absolute majority of votes. If no candidate receives the absolute majority of votes in the first count of votes, the candidate(s) with the least number of votes shall be eliminated for the next count and successive counts progressively eliminating candidate(s) with the least number of votes shall be conducted until a candidate for each of the permanent

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officers has received the absolute majority of votes for such vacant position. If there is only one candidate for a post in the Committee, that candidate shall be automatically elected. In this sub-clause, an absolute majority of votes means that the candidate receives more than half of the valid votes cast excluding abstentions. A tie shall be resolved by a toss of a coin.

5. If any candidate after being elected for any post of permanent officers declines at the General Meeting to serve, a further count shall take place after eliminating that candidate. If any candidate after being elected as elected members under Article 17(2)(iii) declines at the General Meeting to serve, the candidate, who has the next largest number of votes for that position shall be deemed to be elected and served on the Committee.
6. In case there shall not be a sufficient number of candidates available for election or being elected as permanent officers or as elected members as aforesaid, the Committee shall have the power to fill up the remaining vacancy or vacancies at any time by appointment of Member or Members provided that such appointed Member(s) shall have no voting right but shall be counted as quorum at any meetings of the Committee and provided further that the term of office of such appointed Member(s) shall expire on the date of the next annual general Meeting.
7. The Committee shall assume office as soon as the General Meeting has been held and the members elected to the Committee are announced thereat, and shall remain in office thereof until completion of each of their respective term of office of their respective position.
8. Election of members to the Committee shall be conducted by secret ballot and by way of electronic or paper voting, as the case may be, by Members entitled to vote. The counting of votes and the result of the ballot shall be overseen and adjudicated by an independent accountancy firm, as appointed by the Committee from time to time, who shall announce the result at the General Meeting.

25. Replacement Notwithstanding anything herein contained to the contrary, if the President shall die, resign or vacate his office in accordance with Article 26, before the expiration of his term of office, he shall be replaced by the Vice-President for the remainder of the President's term of office. If the Vice-President or the Secretary or the Treasurer shall die, resign or vacate his office in accordance with Article 26, before the expiration of his term of office, or if the Vice-President shall be appointed to replace the President as aforesaid, his post shall be filled by appointment by the Committee in accordance with Article 24(6). If any vacancy of the elected members, shall arise for any reason, the vacancy shall either remain vacant until the next Annual General Meeting or be filled by appointment by the Committee in accordance with Article 24(6) hereof.

In the event of one half, or more of the Committee members resigning within any period of seven (7) calendar days, the remaining members or member of the Committee shall as soon as possible convene an Extraordinary General Meeting for the purpose of electing a new Committee and the remaining members or member shall automatically be deemed to have resigned immediately prior to the commencement of such Extraordinary General Meeting.

26. Vacation Of Office

The office of a Committee member shall be vacated, in any of the following circumstances if:

1. he becomes bankrupt or insolvent or is convicted of a criminal offence other than a summary offence not involving dishonesty;
2. his actions, omissions and/or statements are detrimental to or at variance with the best interests of the Association provided that a resolution to remove such member of the Committee is duly passed by at least two thirds of the members of the Committee. For the avoidance of doubt, no such member of the Committee is allowed to attend any relevant meeting of the Committee once this motion is filed;
3. he becomes incapacitated by physical or mental illness;

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4. his membership is suspended or terminated for whatever reasons;
5. he resigns his office by notice in writing to the Association or tendered at a meeting of the Committee;
6. he is removed from office by a resolution duly passed at a General Meeting of the Association;
7. he is absent from three consecutive meetings of the Committee or any standing committees or other committees of which he is a member;
8. he is found to have committed misconduct of a serious nature or in breach of the disciplinary rules or the relevant codes of conduct;
9. he is directly or indirectly interested or connected in any dealing, contract or arrangement with the Association and fails to declare the nature of his interest in manner required by Section 162 of the Ordinance, the By-laws or these Articles.

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 exercise all such powers of the Association and do all such acts as the Committee considers necessary or expedient for carrying into effect the objects of the Association, and to exercise generally all such powers of the Association as are not required by the Ordinance or by these Articles subject nevertheless to the provisions hereof and to such regulations (being not inconsistent with the aforesaid regulations or provisions) as may be prescribed by the Association in General Meeting. Provided however that no such decisions or regulations made by the Association in the General Meeting shall invalidate any prior acts of the Committee that would have been valid, if such regulation had not been made.
2. To establish appoint and dismiss any Committees and any members thereof (whether or not being Members of the Association) as it considers appropriate and to delegate any of its powers and authorities to any Committee(s) as it shall think fit provided that the same so delegated are specified in the By-laws or term of reference of the Committees, as the case may be. Any standing committee, sub-committee or other committee so formed shall, in the exercise of the powers and authorities so delegated, conform to all regulations which may be imposed on it by the Committee.
3. To appoint any person as a Patron or Vice-Patron of the Association, on such terms and conditions as it shall think fit.
4. To appoint and dismiss from time to time advisers or such other persons, be it Members or not, to attend the meetings of the Committee but who shall have no vote at such meetings.
5. To refer any matters, appeals, inquiries, complaints, questions and disputes to the Disciplinary Committee or the Appeal Committee or other committee(s) as the case may be, which may be relevant for decision.
6. To decide on all matters of an international nature affecting or concerning the Association or any of its Members in so far as the Committee is empowered or permissible to do so.
7. To make policies, rules and strategies for carrying out of the objects of the Association and the administration thereof, with power to vary, amend, replace and repeal any such strategies, rules or policies.
8. To make, alter and repeal, subject to Article 32 hereof, such By-laws or terms of reference as the Committee may deem necessary for the proper conduct and management of the Association and to take all necessary steps to enforce, and to procure due observance by Members of, the same.

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28. Standing Committees

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1. The standing committees shall serve and assist the Committee to perform some or all of its functions and ensure that policies, objects and strategies are delivered and performed.

2. The current standing committees shall be the Management Committee, the Development Committee, the Elites Committee, the Events Committee, the Clubs Committee and the Publicity and Promotion Committee.

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3. Any Ordinary Member of the Association can be nominated and or appointed by the Committee as members of the standing committees.

4. The compositions, terms of office, roles, responsibilities and functions of the standing committees shall be set out in the By-laws or the term of reference, (as the case may be) as shall be determined and approved by the Committee from time to time.

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29. Sub-committees

1. The Committee shall have power to appoint sub-committees as it considers necessary and each sub-committee shall consist of such persons (whether Members or not) as shall be appointed by the Committee.

2. The sub-committee shall comprise not more than five (5) members who shall act in conformity with the Memorandum and Articles of Association and shall submit proposals and recommendations to the Committee and/or standing committee (as the case may be) while have no authority to make or take decisions on behalf of the Committee or the Association.

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3. All sub-committees appointed by the Committee shall cause minutes to be made of all proceedings and recommendations at their meetings and shall furnish copies of all such minutes to the Secretary.

30. Disciplinary Committee

1. The Disciplinary Committee shall consist of a chairman appointed by the Committee and two other members as the appointed chairman considers appropriate who shall all be Members of the Association.

2. The chairman or at least one member thereof shall have legal qualifications.

3. The Disciplinary Committee shall have power to conduct investigations and hearings on any complaint against the misconduct of any Member or against whom a complaint has been filed or referred thereto.

4. The Disciplinary Committee is empowered to pronounce and impose any sanctions and disciplinary measures including caution, suspension, banning, fine, striking off and such other measures as it shall think fit upon Members, athletes, coaches, Club Members, officials who are in breach of the code of ethics or conduct, or the disciplinary rules or otherwise.

5. No Member of any Club Member, or member of any Committee or standing committee may serve as a member of the Disciplinary Committee.

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6. The term of office of the members of Disciplinary Committee shall be two (2) years from the date of appointment by the Committee in writing.

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31. Appeal committee

1. The Appeal Committee is responsible for hearing and handling any protests or complains against the act or conduct or default of the standing committees or for reviewing a decision(s) made by any race official or referee or the standing committees, or for rendering any advice on any matters referred thereto by the Committee or under these Articles.

2. The manner and procedure for lodging an appeal shall be determined by the Appeal Committee and set out in the By-laws or the term of reference, as the case may be.

3. The Appeal Committee shall have power to inquire into any matter in a manner as shall be determined by itself or cause to appear in person before any Member against whom a complaint has been filed.

4. The Appeal Committee is empowered to pass decisions or allow or overturn any decision made and/or make any recommendations on any matters. The determinations or decisions of the Appeal Committee are final and binding on the parties concerned.

5. The Appeal Committee shall consist of a chairman and two other members (be they Members or not) appointed by the Committee from time to time. The chairman or at least one member thereof shall have legal qualifications.

6. No Member of a Club Member or member of the Committee or standing committee or Disciplinary Committee may serve as a member of the Appeal Committee.

7. The term of office of the members of Appeal Committee shall be two (2) years from the date of appointment by the Committee in writing.

32. Validity

All By-laws or any part thereof made or to be made hereunder shall remain in full force, until altered, replaced or varied by Special Resolutions, and shall be binding upon all Members and no By-laws shall repeal anything contained in the Memorandum of Association or these Articles and no terms of reference shall, save as expressly provided therein, be inconsistent with these Articles.

Committee Meetings

33. Frequency

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

34. Attendance

The Head Triathlon Coach who also serves as the National Coach of the Association is not obliged to attend any meeting of the Committee save for the Elites Committee. Committee meetings may also be attended by the Association's employed staff and/or any other person so invited by the Committee provided that none of them shall be counted as quorum or carries any vote in the meetings.

35. Quorum

The quorum of the Committee (save for the Disciplinary Committee and the Appeal Committee) shall not be less than half of the members for the time being, and in any case not

less than 5, and while a member is disqualified or prevented from taking part in a decision or deliberation of the Committee in respect of a matter, he shall be disregarded for the purpose of constituting a quorum of the Committee for deciding or deliberating on that matter.

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36. Chairman

The President shall preside over meetings of the Committee, or in his absence the Vice-President shall preside, or in the absence of both, a chairman shall be elected from the Committee members present at the meeting.

37. Voting

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Save for any motion in relation to the ordinary course of business of the Association which requires a simple majority of votes or approval by members of the Committee through electronic means, every member present at the meeting of the Committee shall have one vote on any such motion. Voting on all motions at meetings of the Committee shall be decided by a majority of votes of the members present and voting by a show of hands. No voting by proxy shall be permitted at any Committee meeting. In addition to his own vote, the chairman or the presiding member of the meeting shall have a second or casting vote in case of an equality of votes.

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A member of the Committee shall not vote in respect of any dealing, decision, contract or arrangement or transaction with the Association in which he is in any way, related or directly or indirectly interested or in any matter arising therefrom. Such member must declare his interest at the beginning of any discussion and or shall be required to leave the meeting. Any vote of such member shall not be counted and any resolution on a matter in which an interested member has voted shall be void.

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38. Majority

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

39. Written Resolution

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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 effective 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 effective unless and until it has been signed by at least six members of the Committee who are in favour of such resolution and who have each signed the same original document.

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40. Minutes

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

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General Meetings

41. Annual General Meetings

The Association shall hold a general meeting as its Annual General Meeting once in every calendar year for the purposes of the following ordinary business:

1. Accepting the audited financial statements for the previous financial year.
2. Appointing an auditor.
3. Announcing the results of election, and the members elected to the Committee.

42. Extraordinary General Meetings

The Committee may convene an Extraordinary General Meeting whenever it considers necessary. An Extraordinary General Meeting shall be convened on such requisition or in default may be convened by a requisition in writing signed by not less than 25 Members, having, at the date of deposit of the requisition, a right to vote at General Meetings.

43. Notice

Subject to Section 116C of the Ordinance, an Annual General Meeting shall be called with not less than 21 days notice in writing, and an Extraordinary General Meeting shall be called with not less than 14 days notice in writing. The notice shall specify the place, date, time and agenda of the meeting.

44. Chairman

At all General Meetings the chair shall be taken by the President or in his absence 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 Members to chair the meeting.

45. 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 for an Annual General Meeting and 25 for an Extraordinary General Meeting personally present 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 where no quorum is required, the Members present and entitled to vote, whatever their number, shall have power to decide upon all matters which could properly have been disposed of at the meeting from which the adjournment took place.

46. Adjournment

The chairman may, with the consent of the Members present at 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.

47. Attendance

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

48. Voting Rights

Each Ordinary Member present, who is aged 18 years or above on the Appointed Date, 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. Every

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Ordinary_Member entitled to attend and vote at General Meeting shall have one vote in respect of each resolution proposed at a General Meeting.

49. Voting Procedure

At any General Meeting a resolution put to the vote of the meeting shall be decided by show of hands, save for election of members to the Committee which shall be conducted by secret ballot and by way of electronic or paper voting, as the case may be, by Members entitled to vote. In addition to his own vote, the chairman of the meeting in the General Meeting shall have a second or casting vote in case of an equality of votes. Voting by proxy shall not be allowed.

50. Majority

Subject to the provisions of the Ordinance, all Special Resolutions shall be passed by not less than three-fourths (75%) of the votes cast by such members present and voting.

51. Validity

All resolutions passed at any General Meeting for which due notice has been given or to which Article 57 applies shall be binding on all Members.

52. 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

53. Books

Proper books of account shall be kept for a minimum of 7 years. 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;
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.

54. 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.

55. Audit

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

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Notices

56. 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 or 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 or via the internet, and the Association shall have no responsibility to contact a Member individually via another medium once a notice is posted via the internet, or is sent to the email address provided by such Member, or if such Member fails to provide the Association with a current and valid e-mail address. Each Member shall be responsible for providing and updating the Association with his current and valid e-mail address.

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57. 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.

58. 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.

59. Entitlement

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

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60. Indemnity

Subject to the provisions of Section 165 of the Ordinance, if any prosecution, action or suit at law be commenced against any Member, employee or agent of the Association for anything done in the due and proper 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 resulted 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, provided that no part of such funds shall be applied either directly or indirectly in payment of the whole or part of any fine or penalty imposed upon any such party by sentence or order of a Court of Justice, except at the discretion of the Committee.

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61. 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.

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62. 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.

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63. Miscellaneous

1. Any questions as to the interpretation or execution of the foregoing Articles of Association and the By-laws shall be referred to the Appeal Committee whose views or decisions on any point or issue shall be binding, final and conclusive provided that any recommendation made by the Appeal Committee to vary, repeal or supplement any provisions of the Articles of Association and/or the By-laws, such variation, repeal or addition shall only be made and approved by Special Resolutions.

2. This is the intention that the Chinese translation of this document is for reference only. It shall not apply in the construction of the Memorandum and Articles of Association and the English version shall prevail for all purposes.

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