

COMPANY NO.446812

Articles of Association

of

VALLEY FORT RUGBY FOOTBALL CLUB LIMITED

赤柱炮台橄欖球會有限公司

Incorporated on the 24th day of August 1993

(Adopted on 7 December 2022)

HONG KONG

Contents

Article

Part 1

Mandatory Articles, Interpretation, Objects, Income and Property

1. Company Name
2. Interpretation
3. Model Articles not applicable
4. Member's Liabilities
5. Liabilities or Contribution of Members
6. Objects
7. Powers of the Club
8. Application of Income and Property

Part 2

Directors and Other Officers

Division 1—Directors' Powers and Responsibilities

9. Directors' general authority
10. Members' reserve power
11. Directors may delegate
12. Executive Committee
13. Rules of committees

Division 2—Decision-taking by Directors

14. Directors to take decision collectively
15. Unanimous decisions
16. Calling directors' meeting
17. Participation in directors' meetings
18. Quorum for directors' meetings
19. Meetings if total number of directors less than quorum
20. Chairing of directors' meetings
21. Chairperson's casting vote at directors' meetings
22. Conflicts of interest
23. Validity of acts of meeting of directors
24. Record of decisions to be kept
25. Directors' discretion to make further rules

Division 3—Number, Appointment and Nomination of Directors

26. Number of directors
27. Appointment of directors
28. Term of directorship
29. Nomination of directors
30. Retiring director eligible for reappointment
31. Composite resolution
32. Termination of director's appointment
33. Remuneration and benefit to the directors
34. Directors' expenses

Division 4—Directors' Indemnity and Insurance

35. Indemnity
36. Insurance

Division 5—Club Chairperson

37. Appointment and duties of the Club Chairperson

Division 6—Company Secretary

38. Appointment and removal of company secretary

Part 3

Members

Division 1—Becoming and Ceasing to be Member

39. Classes of membership
40. Eligibility for ordinary membership
41. Duration of ordinary membership
42. Privileges of ordinary membership
43. Honorary membership
44. Termination of membership
45. Expulsion of member
46. Membership fees

Division 2—Organization of General Meetings

47. General meetings
48. Notice of general meetings
49. Persons entitled to receive notice of general meetings

50. Accidental omission to give notice of general meetings
51. Attendance and speaking at general meetings
52. Quorum for general meetings
53. Chairing general meetings
54. Attendance and speaking by non-members
55. Adjournment

Division 3—Voting at General Meetings

56. General rules on voting
57. Errors and disputes
58. Demanding a poll
59. Number of votes a member has
60. Votes of mentally incapacitated members
61. Appointment of proxy
62. Content of proxy notices
63. Execution of appointment of proxy on behalf of member appointing the proxy
64. Delivery of proxy notice and notice revoking appointment of proxy
65. Effect of member's voting in person on proxy's authority
66. Effect of proxy votes in case of death, mental incapacity, etc. of member appointing the proxy
67. Amendments to proposed resolutions

Part 4

Miscellaneous Provisions

Division 1—Communications to and by Club

68. Means of communication to be used

Division 2—Administrative Arrangements

69. By-laws
70. Company seals
71. Cheque and other negotiable instruments
72. Records of the Club
73. Accounts
74. No right to inspect accounts and other records
75. Auditor's insurance
76. Net assets on winding up and distribution

THE COMPANIES ORDINANCE (CHAPTER 622)

Company Limited by Guarantee

ARTICLES OF ASSOCIATION

OF

VALLEY FORT RUGBY FOOTBALL CLUB LIMITED

赤柱炮台橄欖球會有限公司

Part 1

Mandatory Articles, Interpretation, Objects, Income and Property

1. Company Name

The name of the Company is

“VALLEY FORT RUGBY FOOTBALL CLUB LIMITED
赤柱炮台橄欖球會有限公司”

2. Interpretation

(1) In these articles—

articles means the articles of association of the Club;

associated company means—

- (a) a subsidiary of the Club;
- (b) a holding company of the Club; or
- (c) a subsidiary of such a holding company;

Club or Company means the above-named company formed and registered under the former Companies Ordinance (Chapter 32);

director means a director of the Club;

Executive Committee means the committee appointed by the directors pursuant to article 12;

mental incapacity has the meaning given by section 2(1) of the Mental Health Ordinance (Cap. 136);

mentally incapacitated person means a person who is found under the Mental Health Ordinance (Cap. 136) to be incapable, by reason of mental incapacity, of managing and administering his or her property and affairs;

Object means the objects of the Club as expressed in these articles;
Ordinance means the Companies Ordinance (Cap. 622);
proxy notice—see article 62(1); and
writing includes writing, printing, lithography, photography, typewriting and any other mode of representing words in a visible form.

- (2) Words importing one gender shall include all genders, and the singular includes the plural and vice versa.
- (3) Other words or expressions used in these articles have the same meaning as in the Ordinance as in force on the date these articles become binding on the Club.
- (4) For the purposes of these articles, a document is authenticated if it is authenticated in any way in which section 828(5) or 829(3) of the Ordinance provides for documents or information to be authenticated for the purposes of the Ordinance.
- (5) In these articles, references to an ordinance or the provisions of an ordinance include an ordinance or the provisions as amended, extended, consolidated, re-enacted, substituted or replaced from time to time, unless the context requires otherwise.

3. Model Articles not applicable

The regulations in Schedule 3 to the Companies (Model Articles) Notice (Cap. 622H) do not apply to the Club. Any reference to an “article” or “articles” shall mean an article or articles contained herein.

4. Members’ Liabilities

The liability of the members is limited.

5. Liabilities or Contributions of Members

Each person who is a member of the Club undertakes that if the Club is wound up while the person is a member of the Club, or within 1 year after the person ceases to be such a member, the person will contribute an amount required of the person, not exceeding HK\$10.00 to the Club’s assets—

- (a) for the payment of the Club’s debts and liabilities contracted before the person ceases to be such a member;
 - (b) for the payment of the costs, charges and expenses of winding up the Club;
- and

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

6. Objects

The Objects for which the Club is established are:-

- (a) to establish, maintain and conduct a sports and social club to provide facilities for rugby and other athletic sports or pursuits of any kind or type whatsoever, whether related to rugby or not and whether played or performed with a ball or otherwise;
- (b) to promote all athletic sports and pursuits;
- (c) to buy, prepare, make, supply, sell and deal in all kinds of apparatus, sporting or otherwise, and all kinds of provisions and refreshments required or used by members of the Club or other persons frequenting the facilities or events of the Club; and
- (d) to do all such other things as are incidental or conducive to the above Objects or any of them

Provided that—

- (i) In case the Club shall take or hold any property which may be subject to any trusts, the Club will only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The Objects of the Club shall not extend to the regulation of relations between workers and employers or organizations of workers and organizations of employers.

7. Powers of the Club

The Club has power to do anything which is calculated to further its Objects but not otherwise, or is conducive or incidental to doing so.

8. Application of Income and Property

- (1) The income and property of the Club, shall be applied solely towards the promotion of the Objects of the Club as set out in these articles.
- (2) Subject to paragraph (4) below, none of the income and property of the Club shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever, to any member of the Club.
- (3) No director of the Club nor a member of the Executive Committee shall be appointed to any salaried office of the Club, or any office of the Club paid by fees

and no remuneration or other benefit in money or money's worth (except as provided in paragraph (4) below) shall be given by the Club to any director of the Club.

- (4) Nothing herein shall prevent the payment by the Club—
- (a) of reasonable and proper remuneration to any officer or servant of the Club or to any member of the Club, not being a director of the Club or a member of the Executive Committee, in return for any services actually rendered to the Club;
 - (b) of reimbursement to a director or member of the Club for out-of-pocket expenses properly incurred by him or her for the Club;
 - (c) of interest on money lent by any director or member of the Club to the Club at a reasonable and proper rate which must not exceed 2% per annum above the prime rate prescribed for the time being by The Hongkong and Shanghai Banking Corporation Limited for Hong Kong dollars loans;
 - (d) of rent to a director or member of the Club for premises let by him or her to the Club: Provided that the amount of the rent and the other terms of the lease must be reasonable and proper; and such director or member must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion; and
 - (e) of remuneration or other benefit in money or money's worth to a body corporate in which a director or member of the Club is interested solely by virtue of being a member of that body corporate by holding not more than a one-hundredth part of its capital or controlling not more than one-hundred part of its votes.
- (5) No person shall be bound to account for any benefit he may receive in respect of any payment properly paid in accordance with paragraph (4) above.

Part 2

Directors and Other Officers

Division 1—Directors' Powers and Responsibilities

9. Directors' general authority

- (1) Subject to the Ordinance and these articles, the business and affairs of the Club are managed by the directors, who may exercise all the powers of the Club.

- (2) An alteration of these articles does not invalidate any prior act of the directors that would have been valid if the alteration had not been made.
- (3) The powers given by this article are not limited by any other power given to the directors by these articles.
- (4) A directors' meeting at which a quorum is present may exercise all powers exercisable by the directors.

10. Members' reserve power

- (1) The members may, by special resolution, direct the directors to take, or refrain from taking, specified action.
- (2) The special resolution does not invalidate anything that the directors have done before the passing of the resolution.

11. Directors may delegate

- (1) Subject to these articles, the directors may, if they think fit, delegate any of the powers that are conferred on them under these articles—
 - (a) to any person or committee;
 - (b) by any means (including by power of attorney);
 - (c) to any extent and without territorial limit;
 - (d) in relation to any matter; and
 - (e) on any terms and conditions.
- (2) If the directors so specify, the delegation may authorize further delegation of the directors' powers by any person to whom they are delegated.
- (3) The directors may—
 - (a) revoke the delegation wholly or in part; or
 - (b) revoke or alter its terms and conditions.

12. Executive Committee

- (1) The directors may appoint an Executive Committee to which the directors delegate and entrust the powers to manage the daily operations of the Club.
- (2) The Executive Committee shall consist of not less than 3 and no more than 9 ordinary members of the Club.

- (3) The term of appointment of a member of the Executive Committee is one year and the directors may terminate the appointment at any time.
- (4) A member of the Executive Committee is not entitled to receive any remuneration or other benefit in money or money's worth for any services rendered by him.

13. Rules of committees

- (1) The directors may make rules providing for the conduct of business of the committees to which they have delegated any of their powers.
- (2) The committees must comply with the rules.

Division 2—Decision-taking by Directors

14. Directors to take decision collectively

A decision of the directors may only be taken—

- (a) by a majority of the directors at a meeting; or
- (b) in accordance with article 15.

15. Unanimous decision

- (1) A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other (either directly or indirectly) by any means that they share a common view on a matter.
- (2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.
- (3) A reference in this article to eligible directors is a reference to directors who would have been entitled to vote on the matter if it had been proposed as a resolution at a directors' meeting.
- (4) A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at a directors' meeting.

16. Calling directors' meetings

- (1) Any director may call a directors' meeting by giving notice of the meeting to

the directors or by authorizing the company secretary to give such notice.

- (2) Notice of a directors' meeting must indicate—
 - (a) its proposed date and time; and
 - (b) where it is to take place.
- (3) Notice of a directors' meeting must be given to each director, but need not be in writing.

17. Participation in directors' meetings

- (1) Subject to these articles, directors participate in a directors' meeting, or part of a directors' meeting, when—
 - (a) the meeting has been called and takes place in accordance with these articles; and
 - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- (2) In determining whether directors are participating in a directors' meeting, it is irrelevant where a director is and how they communicate with each other.
- (3) If all the directors participating in a directors' meeting are not in the same place, they may regard the meeting as taking place wherever any one of them is.

18. Quorum for directors' meetings

- (1) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- (2) The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must be at least 2, and unless otherwise fixed it is 2.

19. Meetings if total number of directors less than quorum

If the total number of directors for the time being is less than the quorum required for directors' meetings, the directors must not take any decision other than a decision—

- (a) to appoint further directors; or
- (b) to call a general meeting so as to enable the members to appoint further

directors.

20. Chairing of directors' meetings

- (1) The directors may appoint a director to chair their meetings.
- (2) The person appointed for the time being is known as the chairperson.
- (3) Unless otherwise determined by the directors, the term of appointment of the chairperson is no more than one year expiring on the 31st day of August following the appointment.
- (4) The directors may terminate the appointment of the chairperson at any time.
- (5) If the chairperson is not participating in a directors' meeting within 10 minutes of the time at which it was to start or is unwilling to chair the meeting, the participating directors may appoint one of themselves to chair it.

21. Chairperson's casting vote at directors' meetings

- (1) If the numbers of votes for and against a proposal are equal, the chairperson or other director chairing the directors' meeting has a casting vote.
- (2) Paragraph (1) does not apply if, in accordance with these articles, the chairperson or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

22. Conflicts of interest

- (1) This article applies if—
 - (a) a director is in any way (directly or indirectly) interested in a transaction, arrangement or contract with the Club that is significant in relation to the Club's business; and
 - (b) the director's interest is material.
- (2) The director must declare the nature and extent of the director's interest to the other directors in accordance with section 536 of the Ordinance.
- (3) The director must neither—
 - (a) vote in respect of the transaction, arrangement or contract in which the director is so interested; nor

- (b) be counted for quorum purposes in respect of the transaction, arrangement or contract.
- (4) If the director contravenes paragraph (3)(a), the vote must not be counted.
- (5) Paragraph (3) does not apply to—
 - (a) an arrangement for giving a director any security or indemnity in respect of money lent by the director to or obligations undertaken by the director for the benefit of the Club;
 - (b) an arrangement for the Club to give any security to a third party in respect of a debt or obligation of the Club for which the director has assumed responsibility wholly or in part under a guarantee or indemnity or by the deposit of a security; or
 - (c) subject to article 8, an arrangement under which benefits are made available to employees and directors or former employees and directors of the Club or any of its subsidiaries, which do not provide special benefits for directors or former directors.
- (6) A reference in this article to a transaction, arrangement or contract includes a proposed transaction, arrangement or contract.

23. Validity of acts of meeting of directors

The acts of any meeting of directors or of a committee of directors or the acts of any person acting as a director are as valid as if the directors or the person had been duly appointed as a director and was qualified to be a director, even if it is afterwards discovered that—

- (a) there was a defect in the appointment of any of the directors or of the person acting as a director;
- (b) any one or more of them were not qualified to be a director or were disqualified from being a director;
- (c) any one or more of them had ceased to hold office as a director; or
- (d) any one or more of them were not entitled to vote on the matter in question.

24. Record of decisions to be kept

The directors must ensure that the Club keeps a written record of every decision taken by the directors under article 14 for at least 10 years from the date of the decision.

25. Directors' discretion to make further rules

Subject to these articles, the directors may make any rule that they think fit about—

- (a) how they take decisions; and
- (b) how the rules are to be recorded or communicated to directors.

Division 3—Number, Appointment and Nomination of Directors

26. Number of directors

- (1) Subject to paragraph (2), the number of directors is not less than 2 and not more than 5.
- (2) The Club may by ordinary resolution increase or reduce the number of directors.

27. Appointment of directors

- (1) Subject to article 29, a person who is an ordinary member of the Club and willing to act as a director, and is permitted by law to do so, may be appointed to be a director—
 - (a) by ordinary resolution; or
 - (b) by a decision of the directors.
- (2) An appointment under paragraph (1)(b) may only be made to—
 - (a) fill a casual vacancy; or
 - (b) appoint a director as an addition to the existing directors if the total number of directors does not exceed the number fixed in accordance with these articles.

28. Term of directorship

- (1) In this article—

Election Year means the year commencing on the 1st day of September in each year and terminating on the 31st day of August in the following year.
- (2) If a director is appointed by ordinary resolution at a general meeting, such director shall be appointed for a term of not more than one Election Year.
- (3) If a director is appointed by a decision of directors, such director shall hold office until the expiration of the Election Year in which he is appointed.

- (4) The directors who were appointed prior to the adoption of these articles shall continue to hold office until the 31st day of August in the next calendar year following the adoption of these articles.

29. Nomination of directors

- (1) A person is not eligible for appointment to the office of director at any general meeting unless the person is an ordinary member of the Club and—
 - (a) the person is a director retiring at the meeting and has notified the directors of his willingness to be appointed; or
 - (b) the person has made significant contribution to the Club and is recommended by the directors for appointment to the office; or
 - (c) the person has served on the Executive Committee and notified the directors of his willingness to be appointed; or
 - (d) at least 20 members who are qualified to attend and vote at the meeting have sent to the Club a notice of the members' nomination of the person for appointment to the office, and the person has also sent to the Club a notice of the person's willingness to be appointed.
- (2) The notice of the members' nomination of the person for appointment to the office must be authenticated by the relevant members and the notice of the person's willingness to be appointed must be authenticated by that person, and they must be sent to the Club in hard copy form or in electronic form and received by the Club, at least 7 days before the date of the general meeting.

30. Retiring director eligible for reappointment

Subject to article 29, a retiring director is eligible for reappointment to the office.

31. Composite resolution

- (1) This article applies if proposals are under consideration concerning the appointment of 2 or more directors to offices or employments with the Club or any other body corporate.
- (2) The proposals may be divided and considered in relation to each director separately.
- (3) Each of the directors concerned is entitled to vote (if the director is not for another reason precluded from voting) and be counted in the quorum in respect of each

resolution except that concerning the director's own appointment.

32. Termination of director's appointment

A person ceases to be a director if the person—

- (a) ceases to be an ordinary member of the Club;
- (b) without the approval of the Club in general meeting, holds any other office of profit under the Club;
- (c) ceases to be a director under the Ordinance or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) or is prohibited from being a director by law;
- (d) becomes bankrupt or makes any arrangement or composition with the person's creditors generally;
- (e) becomes a mentally incapacitated person;
- (f) resigns the office of director by notice in writing of the resignation in accordance with section 464(5) of the Ordinance;
- (g) for more than 6 months has been absent without the directors' permission from directors' meetings held during that period;
- (h) fails to declare the nature and extent of his interest to the other directors in accordance with section 536 of the Ordinance; or
- (i) is removed from the office of director by an ordinary resolution of the Club.

33. Remuneration and benefit to the directors

A director is not entitled to receive any remuneration or other benefit in money or money's worth for any services rendered by him.

34. Directors' expenses

The Club may pay any travelling, accommodation and other expenses properly incurred by directors in connection with—

- (a) their attendance at—
 - (i) meetings of directors or committees of directors;
 - (ii) general meetings; or
 - (iii) separate meetings of the holders of debentures of the Club; or
- (b) the exercise of their powers and the discharge of their responsibilities in relation to the Club.

Division 4—Directors' Indemnity and Insurance

35. Indemnity

- (1) In furtherance of the objects of the Club but not otherwise, a director or former director of the Club and a member of the Executive Committee may be indemnified out of the Club's assets against any liability incurred by the director or the member of the Executive Committee to a person other than the Club or an associated company of the Club in connection with any negligence, default, breach of duty or breach of trust in relation to the Club or associated company (as the case may be).
- (2) Paragraph (1) only applies if the indemnity does not cover—
 - (a) any liability of the director or the member of the Executive Committee 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 director or the member of the Executive Committee—
 - (i) in defending criminal proceedings in which the director or the member of the Executive Committee is convicted;
 - (ii) in defending civil proceedings brought by the Club, or an associated company of the Club, in which judgment is given against the director or the member of the Executive Committee;
 - (iii) in defending civil proceedings brought on behalf of the Club by a member of the Club or of an associated company of the Club, in which judgment is given against the director or the member of the Executive Committee;
 - (iv) in defending civil proceedings brought on behalf of an associated company of the Club 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 the member of the Executive Committee; 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 director or the member of the Executive Committee relief.
- (3) A reference in paragraph (2)(b) to a conviction, judgment or refusal of relief is a reference to the final decision in the proceedings.
- (4) For the purposes of paragraph (3), 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.
- (5) For the purposes of paragraph (4)(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.

36. Insurance

In furtherance of the objects of the Club but not otherwise, the directors may decide to purchase and maintain insurance, at the expense of the Club, for a director of the Club or a member of the Executive Committee, or a director of an associated company of the Club, against—

- (a) any liability to any person attaching to the director or the member of the Executive Committee in connection with any negligence, default, breach of duty or breach of trust (except for fraud) in relation to the Club or associated company (as the case may be); or
- (b) any liability incurred by the director or the member of the Executive Committee in defending any proceedings (whether civil or criminal) taken against the director or the member of the Executive Committee for any negligence, default, breach of duty or breach of trust (including fraud) in relation to the Club or associated company (as the case may be).

Division 5—Club Chairperson

37. Appointment and duties of the Club Chairperson

- (1) In recognition of a person's contribution to the Club, the Club may appoint at a general meeting such person as nominated by the Executive Committee to the office of the Club Chairperson.
- (2) Unless otherwise specified in the appointment, the term of appointment of Club Chairperson is one year commencing on the 1st day of September following the resolution approving the appointment and expiring on the 31st day of August in the next calendar year.
- (3) The Club Chairperson shall be the figurehead of the Club with the duties to communicate with members and to promote the Club to the public, business

partners and sponsors.

- (4) Unless the Club Chairperson is also a director or a member of the Executive Committee, the Club Chairperson does not have the voting right at a meeting of directors or the Executive Committee (as the case may be).

Division 6—Company Secretary

38. Appointment and removal of company secretary

- (1) Subject to article 8, the directors may appoint a company secretary for a term, at a remuneration and on conditions they think fit.
- (2) The directors may remove a company secretary appointed by them.

Part 3 Members

Division 1—Becoming and Ceasing to be Member

39. Classes of membership

There are 2 classes of members of the Club—

- (a) ordinary members; and
- (b) honorary members.

40. Eligibility for ordinary membership

A person may become an ordinary member of the Club only if—

- (a) that person has a Hong Kong address whether by virtue of being a bona fide resident of Hong Kong or a visitor to Hong Kong;
- (b) that person is a parent or legal guardians of a child who is between 4 and 18 years of age as of 31st December in the year in which the membership application is made, unless the directors determine otherwise;
- (c) that person has completed and submitted to the Club an application for ordinary membership in a form approved by the directors;
- (d) the directors have approved the application; and
- (e) that person has paid the membership fee for the first year of membership.

41. Duration of ordinary membership

- (1) Ordinary membership is valid on a yearly basis and commences on 1st September

in a calendar year or such later date as the membership application is made and accepted, and expires on 31st August in the following calendar year or the date that the ordinary member ceases to have a Hong Kong address, whichever is the earlier.

- (2) Ordinary membership may be renewed yearly by payment of an annual membership fee in advance and fulfilment of such other membership requirements as the directors may determine from time to time.

42. Privileges of ordinary membership

- (1) If an ordinary member has fully paid the annual membership fees that are due and is not in breach of any provisions of these articles or any by-laws of the Club, such ordinary member and his spouse and children aged between 4 and 18 years are entitled to use in common with other members the premises and facilities of the Club, and participate in the sporting activities organized by the Club in furtherance of the Club's Objects.

- (2) An ordinary member is responsible for all actions and financial obligations of his spouse and children.

43. Honorary membership

- (1) In recognition of a person's distinguished achievements or contribution to the sport of ruby or other athletic sports or significant services to the Club, the directors may invite such person to become an honorary member of the Club.

- (2) An honorary member and his spouse and children aged between 4 and 18 years are entitled to use the Club's premises and facilities and participate in the Club's activities.

- (3) An honorary member is responsible for all actions and financial obligations of his spouse and children.

- (4) No membership fee is payable by an honorary member.

44. Termination of membership

- (1) A member may withdraw from membership of the Club by giving notice in writing to the registered office of the Club for the attention of the Executive Committee of the Club, who shall report such withdrawal to the directors.

- (2) Membership is not transferable.
- (3) A person's membership terminates upon the occurrence of any of the following events in respect of such person—
 - (a) death or bankruptcy of such person;
 - (b) withdrawal of membership by such person;
 - (c) in case of an ordinary member, default in payment of any annual membership fee which has been overdue for 6 months;
 - (d) ceasing to have a Hong Kong address.

45. Expulsion of members

- (1) If any member shall willfully refuse to comply with the provisions of these articles or the bye-laws of the Club, or shall be guilty of any conduct likely to be injurious to the Club, such member shall be liable to expulsion by a resolution of the directors provided that at least 7 days before the meeting at which such resolution is passed he shall have had notice thereof, and of the intended resolution for his expulsion, and that he shall before the passing of such resolution have had an opportunity of giving in writing any explanation or defence he may think fit.
- (2) A member expelled under this article shall forfeit all rights in and claims upon the Club, and shall have no claim on the property of the Club.
- (3) The provisions of this article are without prejudice to the right of such member to appeal to the Club within 14 days from the date of the meeting of the directors confirming such expulsion.
- (4) The Club shall within 14 days of receiving an appeal by the member call a general meeting for the purpose of considering an ordinary resolution of annulment of expulsion.
- (5) The decision of the general meeting of the Club shall be final.

46. Membership fees

- (1) The annual membership fees payable by ordinary members are such amounts as the directors may from time to time determine.
- (2) The membership fees paid are not refundable.

Division 2—Organization of General Meetings

47. General meetings

- (1) Subject to sections 611, 612 and 613 of the Ordinance, the Club must, in respect of each financial year of the Club, hold a general meeting as its annual general meeting in accordance with section 610 of the Ordinance.
- (2) The directors may, if they think fit, call a general meeting.
- (3) If the directors are required to call a general meeting under section 566 of the Ordinance, they must call it in accordance with section 567 of the Ordinance.
- (4) If the directors do not call a general meeting in accordance with section 567 of the Ordinance, the members who requested the meeting, or any of them representing more than one half of the total voting rights of all of them, may themselves call a general meeting in accordance with section 568 of the Ordinance.

48. Notice of general meetings

- (1) An annual general meeting must be called by notice of at least 21 days in writing.
- (2) A general meeting other than an annual general meeting must be called by notice of at least 14 days in writing.
- (3) The notice is exclusive of—
 - (a) the day on which it is served or deemed to be served; and
 - (b) the day for which it is given.
- (4) The notice must—
 - (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—

- (i) include notice of the resolution; and
 - (ii) include or be accompanied by a statement containing any information or explanation that is reasonably necessary to indicate the purpose of the resolution;
- (f) if a special resolution is intended to be moved at the meeting, specify the intention and include the text of the special resolution; and
- (g) contain a statement specifying a member's right to appoint a proxy under section 596(1) of the Ordinance.
- (5) Paragraph (4)(e) does not apply in relation to a resolution of which—
- (a) notice has been included in the notice of the meeting under section 567(3) or 568(2) of the Ordinance; or
 - (b) notice has been given under section 615 of the Ordinance.
- (6) 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.

49. Persons entitled to receive notice of general meetings

- (1) Notice of a general meeting must be given to—
- (a) every member; and
 - (b) every director.
- (2) If notice of a general meeting or any other document relating to the meeting is required to be given to a member, the Club must give a copy of it to its auditor (if more than one auditor, to everyone of them) at the same time as the notice or the other document is given to the member.

50. Accidental omission to give notice of general meetings

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

51. Attendance and speaking at general meetings

- (1) A person is able to exercise the right to speak at a general meeting when the person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions that the person has on the business of the meeting.
- (2) A person is able to exercise the right to vote at a general meeting when—
 - (a) the person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
 - (b) the person's vote can be taken into account in determining whether or not those resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- (3) The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- (4) In determining attendance at a general meeting, it is immaterial whether any 2 or more members attending it are in the same place as each other.
- (5) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have rights to speak and vote at the meeting, they are able to exercise them.

52. Quorum for general meetings

- (1) Two ordinary members present in person constitute a quorum at a general meeting.
- (2) No business other than the appointment of the chairperson of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

53. Chairing general meetings

- (1) If the chairperson of the board of directors is present at a general meeting and is willing to preside as chairperson at the meeting, the meeting is to be presided over by him or her.
- (2) The directors present at a general meeting must elect one of themselves to be the

chairperson if—

- (a) there is no chairperson of the board of directors;
 - (b) the chairperson is not present within 15 minutes after the time appointed for holding the meeting;
 - (c) the chairperson is unwilling to act; or
 - (d) the chairperson has given notice to the Club of the intention not to attend the meeting.
- (3) The ordinary members present at a general meeting must elect one of themselves to be the chairperson if—
- (a) no director is willing to act as chairperson; or
 - (b) no director is present within 15 minutes after the time appointed for holding the meeting.
- (4) A proxy of an ordinary member may be elected to be the chairperson of a general meeting by a resolution of the Club passed at the meeting.

54. Attendance and speaking by non-members

- (1) Directors may attend and speak at general meetings, whether or not they are members of the Club.
- (2) The chairperson of a general meeting may permit other persons to attend and speak at a general meeting even though they are not—
- (a) members of the Club; or
 - (b) otherwise entitled to exercise the rights of members in relation to general meetings.

55. Adjournment

- (1) If a quorum is not present within half an hour from the time appointed for holding a general meeting, the meeting must—
- (a) if called on the request of members, be dissolved; or
 - (b) in any other case, be adjourned to the same day in the next week, at the same time and place, or to another day and at another time and place that the directors determine.
- (2) The chairperson may adjourn a general meeting at which a quorum is present if—
- (a) the meeting consents to an adjournment; or
 - (b) it appears to the chairperson that an adjournment is necessary to protect the

safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

- (3) The chairperson must adjourn a general meeting if directed to do so by the meeting.
- (4) When adjourning a general meeting, the chairperson must specify the date, time and place to which it is adjourned.
- (5) Only the business left unfinished at the general meeting may be transacted at the adjourned meeting.
- (6) If a general meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for an original meeting.
- (7) If a general meeting is adjourned for less than 30 days, it is not necessary to give any notice of the adjourned meeting.

Division 3—Voting at General Meetings

56. General rules on voting

- (1) A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with these articles.
- (2) If there is an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, is entitled to a second or casting vote.
- (3) On a vote on a resolution on a show of hands at a general meeting, a declaration by the chairperson 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.
- (4) An entry in respect of the declaration in the minutes of the meeting is also conclusive evidence of that fact without the proof.

57. Errors and disputes

- (1) Any objection to the qualification of any person voting at a general meeting may only be raised at the meeting or adjourned meeting at which the vote objected to is tendered, and a vote not disallowed at the meeting is valid.
- (2) Any objection must be referred to the chairperson of the meeting whose decision is final.

58. Demanding a poll

- (1) A poll on a resolution may be demanded—
 - (a) in advance of the general meeting where it is to be put to the vote; or
 - (b) at a general meeting, either before or on the declaration of the result of a show of hands on that resolution.
- (2) A poll on a resolution may be demanded by—
 - (a) the chairperson of the meeting;
 - (b) at least 2 ordinary members present in person or by proxy; or
 - (c) any member or members present in person or by proxy and representing at least 5% of the total voting rights of all the members having the right to vote at the meeting.
- (3) The instrument appointing a proxy is regarded as conferring authority to demand or join in demanding a poll on a resolution.
- (4) A demand for a poll on a resolution may be withdrawn.

59. Number of votes a member has

- (1) On a vote on a resolution on a show of hands at a general meeting, every ordinary member present in person has 1 vote.
- (2) On a vote on a resolution on a poll taken at a general meeting—
 - (a) every ordinary 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.
- (3) Notwithstanding the foregoing, an ordinary member is not entitled to vote at a general meeting if any moneys presently payable by him to the Club have been overdue for more than 1 month.

- (4) An honorary member has no voting right at a general meeting.

60. Votes of mentally incapacitated members

- (1) An ordinary member who is a mentally incapacitated person may vote, whether on a show of hands or on a poll, by the member's committee, receiver, guardian or other person in the nature of a committee, receiver or guardian appointed by the Court.
- (2) The committee, receiver, guardian or other person may vote by proxy on a poll.

61. Appointment of proxy

- (1) A member entitled to vote at a general meeting may appoint a proxy to attend on his behalf the general meeting and to exercise his voting right on a poll.
- (2) A proxy must be a member of the Club.

62. Content of proxy notices

- (1) A proxy may only validly be appointed by a notice in writing (**proxy notice**) that—
 - (a) states the name and address of the member appointing the proxy;
 - (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - (c) is authenticated, or is signed on behalf of the member appointing the proxy; and
 - (d) is delivered to the Club in accordance with these articles and any instructions contained in the notice of the general meeting in relation to which the proxy is appointed.
- (2) The Club may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (3) If the Club requires or allows a proxy notice to be delivered to it in electronic form, it may require the delivery to be properly protected by a security arrangement it specifies.
- (4) 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.

- (5) 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.

63. Execution of appointment of proxy on behalf of member appointing the proxy

If a proxy notice is not authenticated, it must be accompanied by written evidence of the authority of the person who executed the appointment to execute it on behalf of the member appointing the proxy.

64. Delivery of proxy notice and notice revoking appointment of proxy

- (1) A proxy notice does not take effect unless it is received by the Club—
 - (a) for a general meeting or adjourned general meeting, at least 48 hours before the time appointed for holding the meeting or adjourned meeting; and
 - (b) for a poll taken more than 48 hours after it was demanded, at least 24 hours before the time appointed for taking the poll.
- (2) An appointment under a proxy notice may be revoked by delivering to the Club a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- (3) A notice revoking the appointment only takes effect if it is received by the Club—
 - (a) for a general meeting or adjourned general meeting, at least 48 hours before the time appointed for holding the meeting or adjourned meeting; and
 - (b) for a poll taken more than 48 hours after it was demanded, at least 24 hours before the time appointed for taking the poll.

65. Effect of member's voting in person on proxy's authority

- (1) 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.

- (2) A member who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of the meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Club by or on behalf of the member.

66. Effect of proxy votes in case of death, mental incapacity, etc. of member appointing the proxy

- (1) 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.
- (2) Paragraph (1) does not apply if notice in writing of the death, mental incapacity or revocation is received by the Club—
 - (a) for a general meeting or adjourned general meeting, at least 48 hours before the time appointed for holding the meeting or adjourned meeting; and
 - (b) for a poll taken more than 48 hours after it was demanded, at least 24 hours before the time appointed for taking the poll.

67. Amendments to proposed resolutions

- (1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if—
 - (a) notice of the proposed amendment is given to the company secretary in writing; and
 - (b) the proposed amendment does not, in the reasonable opinion of the chairperson of the meeting, materially alter the scope of the resolution.
- (2) The notice must be given by a person entitled to vote at the general meeting at which it is to be proposed at least 48 hours before the meeting is to take place (or a later time the chairperson of the meeting determines).
- (3) A special resolution to be proposed at a general meeting may be amended by ordinary resolution if—
 - (a) the chairperson of the meeting proposes the amendment at the meeting at which the special resolution is to be proposed; and
 - (b) the amendment merely corrects a grammatical or other non-substantive error

in the special resolution.

- (4) If the chairperson of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the vote on that resolution remains valid unless the Court orders otherwise.

Part 4

Miscellaneous Provisions

Division 1—Communications to and by Club

68. Means of communication to be used

- (1) Subject to these articles, anything sent or supplied by or to the Club under these articles may be sent or supplied in any way in which Part 18 of the Ordinance provides for documents or information to be sent or supplied by or to the Club for the purposes of the Ordinance.
- (2) Subject to these articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by the directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such a notice or document for the time being.
- (3) A director may agree with the Club that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

Division 2—Administrative Arrangements

69. By-laws

- (1) The directors have power, from time to time, to make, adopt, alter and repeal all such by-laws as they may deem necessary, expedient or convenient for the proper management and regulation of the Club and the members, officers, servants and agents of the Club, including particularly, but without prejudice to the generality of the foregoing, by-laws regulating—
 - (a) the requirements (if any) for membership of the Club and the conditions of cessation of membership thereof and the membership fee payable;
 - (b) the use of the Club's premises and facilities by members;
 - (c) generally all such other matters as may commonly be the subject matter of

the by-laws or other rules of sports clubs.

- (2) If any by-law is inconsistent with any provisions of these articles, these articles shall prevail.
- (3) No less than 14 days' notice of the making and adoption of any by-law or alteration or repeal of any by-law must be given to the members before such by-law or alteration or repeal comes into force by posting in a conspicuous place at the registered office of the Club or on a bulletin board maintained by the Club for the purpose of giving notice to members for a period of not less than 14 days.
- (4) All by-laws and their alteration and repeal must be entered in a by-law book kept by the company secretary and open to the inspection of the members.
- (5) A failure to make entry in the by-law book under paragraph (4) shall not invalidate the by-law or alteration or repeal concerned.
- (6) All by-laws made and adopted by the directors under this article are binding on members until and unless repealed or altered or set aside by the directors.

70. Company seals

- (1) The Club may have a common seal and if having one, the common seal may only be used by the authority of the directors.
- (2) A common seal must be a metallic seal having the Club's name engraved on it in legible form.
- (3) Subject to paragraph (2), the directors may decide by what means and in what form a common seal is to be used.
- (4) Unless otherwise decided by the directors, if the Club has a common seal and it is affixed to a document, the document must be signed by at least 1 director of the Club and 1 authorized person.
- (5) For the purpose of this article, an authorized person is—
 - (a) any director of the Club;
 - (b) the company secretary; or
 - (c) any person authorized by the directors for signing documents to which the

common seal is applied.

71. Cheque and other negotiable instruments

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

72. Records of the Club

The directors must cause the information of the Club to be adequately recorded for future reference as required by the Ordinance.

73. Accounts

- (1) The directors must prepare annual financial statement for each accounting reference period as required by the Ordinance. The financial statements must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Hong Kong Institute of Certified Public Accountants or its successors and adhere to all of its recommended practices.
- (2) The directors must keep accounting records as required by the Ordinance.

74. No right to inspect accounts and other records

A person is not entitled to inspect any of the Club's accounting or other records or documents merely because of being a member, unless the person is authorized to do so by—

- (a) an enactment;
- (b) an order under section 740 of the Ordinance;
- (c) the directors; or
- (d) an ordinary resolution of the Club.

75. Auditor's insurance

- (1) In furtherance of the objects of the Club but not otherwise, the directors may decide to purchase and maintain insurance, at the expense of the Club, for an auditor of the Club, or an auditor of an associated company of the Club, against—
 - (a) any liability to any person attaching to the auditor in connection with any negligence, default, breach of duty or breach of trust (except for fraud) occurring in the course of performance of the duties of auditor in relation to the Club or associated company (as the case may be); or

- (b) any liability incurred by the auditor in defending any proceedings (whether civil or criminal) taken against the auditor for any negligence, default, breach of duty or breach of trust (including fraud) occurring in the course of performance of the duties of auditor in relation to the Club or associated company (as the case may be).
- (2) In this article, a reference to performance of the duties of auditor includes the performance of the duties specified in section 415(6)(a) and (b) of the Ordinance.

76. Net assets on winding up and distribution

If upon the winding up or dissolution of the Club there remains, after the satisfaction of all its debts and liabilities, any property whatsoever (**the net assets**), the net assets shall not be paid to or distributed among the members of the Club but shall be given or transferred to some other institution or institutions, having objects similar to the Objects of the Club, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Club under or by virtue of article 8 above and this article, such institution or institutions to be determined by a resolution of the members of the Club at or before the time of dissolution and in default thereof by a Judge of the High Court of the Hong Kong Special Administrative Region having jurisdiction in the matter. If and so far as effect cannot be given to the aforesaid provisions, the net assets shall be applied for charitable purposes as directed by a Judge of the High Court of the Hong Kong Special Administrative Region having jurisdiction in the matter.