

NEW

ARTICLES OF ASSOCIATION

(adopted by Special Resolution passed on 19 May 2016)

OF

HONG KONG CHINA DRAGON BOAT ASSOCIATION

中國香港龍舟總會

Incorporated the 13th day of June, 1991.

HONG KONG

Certified True Copy



Committee Member

Dr. Raymond Ma, MH

Company No: 314206

**THE COMPANIES ORDINANCE
(CHAPTER 622)**

SPECIAL RESOLUTION

OF

**HONG KONG CHINA DRAGON BOAT ASSOCIATION
中國香港龍舟總會**

Passed on 19 May 2016

At the Extraordinary General Meeting of the Association duly convened and held on 19 May 2016 at hrs at 2/F., Board Room, Olympic House, No. 1 Stadium Path, So Kon Po Causeway Bay, Hong Kong, the following resolution was duly passed as a Special Resolution: -

ADOPTION OF NEW ARTICLES OF ASSOCIATION

“**THAT** the Articles of Association marked “A” as tabled before the meeting be approved and adopted as the new Articles of Association of the Association in substitution for the existing Memorandum and Articles of Association of the Association.”

(sd.) Ma Siu Wing, Raymond

Dr. Ma Siu Wing, Raymond
Chairman

Company No: 314206

THE COMPANIES ORDINANCE (CHAPTER 622)

HONG KONG CHINA DRAGON BOAT ASSOCIATION
中國香港龍舟總會

SPECIAL RESOLUTIONS

At the adjourned Extraordinary General Meeting of the Association duly re-convened and held on 16 October 2014 at 1700hrs at 2/F., Board Room, Olympic House, No. 1 Stadium Path, So Kon Po Causeway Bay, Hong Kong, the following resolutions were duly passed as Special Resolutions: -

ALTERATION OF ARTICLE 22

“**THAT** the Articles of Association be amended by deleting the existing Article 22 in its entirety and the following new Article 22 be substituted in lieu thereof: -

“ 22. Retirement

Each Committee Members shall hold office for 4 years, who shall retire at the Annual General Meeting and shall be eligible for re-election, provided that at least one-fourth of the Committee Members shall retire at each Annual General Meeting and that the Chairman and Vice-Chairman shall not retire at the same Annual General Meeting. When sufficient Committee Members to fulfil the foregoing provision would not normally retire lots shall be drawn to determine the Committee Members who shall retire. No-one may serve as Chairman or Vice-Chairman for more than eight consecutive years in each position.”

DELETION OF ARTICLE 8(d)

“**THAT** the Articles of Association be amended by deleting the existing Article 8(d) in its entirety and Article 8(e) be re-numbered to Article 8(d).

**NEW REQUIREMENTS UNDER
THE NEW COMPANIES ORDINANCE (CAP.622)**

“**THAT** following alteration be adopted to the Association’s Articles of Association in light of the new requirements under the new Companies Ordinance (Cap. 622) of the Laws of Hong Kong:

1. the Memorandum and Articles of Association be amended by replacing “CHAPTER 32” with “CHAPTER 622” in the heading of the Memorandum of Association and Articles of Association.
2. the Memorandum of Association be amended by deleting the existing Clause 3(p)(iii) in its entirety and the following new Clause 3(p)(iii) be substituted in lieu thereof:-

“(iii) The powers set forth in the Seventh Schedule of the predecessor Ordinance (as defined in section 2(1) of the Companies Ordinance, Chapter 622 of the Laws of Hong Kong) are hereby excluded.”

3. the Memorandum of Association be amended by deleting the existing Clause 11 in its entirety and the following new Clause 11 be substituted in lieu thereof:-

“11. No addition, alteration or amendment shall be made to or in this Memorandum of Association or the Articles of Association for the time being in force, unless such addition, alteration or amendment has previously been submitted to and approved by the Registrar of Companies in writing or is made under a direction given under section 104(2)(b) or 105 of the Companies Ordinance, Chapter 622 of the Laws of Hong Kong.”

4. the Articles of Association be amended by inserting additional words at the end of the term “Committee Member” for the meaning of the Committee’s members under Article 1:-

“shall be deemed to be a “director” of the Association for the purpose of the Ordinance.”

5. the Articles of Association be amended by deleting the existing meaning of the term “Ordinance” in its entirety under Article 1 and the new term “Ordinance” be substituted in lieu thereof:-

“ “Ordinance” means the Companies Ordinance, Chapter 622 of the Laws of Hong Kong including the related subsidiary legislation. ”

6. the Articles of Association be amended by inserting a new definition after the term “Ordinance” as follows:-

“ “predecessor Ordinance” means the predecessor Ordinance as defined in section 2(1) of the Companies Ordinance, Chapter 622 of the Laws of Hong Kong including the related subsidiary legislation. ”

7. the Articles of Association be amended by adding “*Unless the context otherwise requires, these*” at the beginning of Article 3(a), and replacing Article 3(b) in its entirety by “(b) Table “C” of the predecessor Ordinance shall not apply to the Association.”

8. the Articles of Association be amended by deleting the existing Article 19 in its entirety and the following new Article 19 be substituted in lieu thereof:-

“19. Secretary

The first Secretary shall be the Honorary Secretary General Mr. Hung Chung Hing, Mason. The Honorary Secretary General shall be deemed to be the secretary of the Association for the purpose of sections 474 and 475 of the Ordinance.”

9. the Articles of Association be amended by inserting additional words at the end of Article 23:-

“If the Association has dispensed with the holding of Annual General Meeting or is not required to hold Annual General Meetings, the Committee Member must retire from office before the end of 9 months after the end of the Association’s accounting reference period by reference to which the financial year in which the Committee Member was appointed is to be determined. Nevertheless, such retiring Committee Member shall then be eligible for re-election, but shall not be taken into account in determining the Committee Members who are to retire by rotation at such meeting.”

10. the Articles of Association be amended by inserting additional words in the beginning of Article 36:-

“Subject to section 107 of Schedule 11 to and sections 611, 612 and 613 of the Ordinance, the Association must, in respect of each financial year of the Association, hold a general meeting as its annual general meeting in accordance with section 610 of the Ordinance.”

11. the Articles of Association be amended by deleting the existing Article 37 in its entirety and the following new Article 37 be substituted in lieu thereof:-

“37. General Meeting

The Committee may, if they think fit, call a general meeting. If Committee Members 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. If Committee Members 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.”

12. the Articles of Association be amended by deleting the existing Article 45 in its entirety and the following new Article 45 be substituted in lieu thereof:-

“45. Voting

At any general meeting, a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is demanded-

- (a) by the Chairman; or
- (b) by at least 2 Voting Members present in person or by proxy; or
- (c) by any Member or Members present in person or by proxy representing at least 5 % of the total voting rights of all the Members having the right to vote at the meeting.

Unless a poll be so demanded, a declaration by the Chairman that a resolution has been carried or otherwise on majority on a show of hands shall be conclusive.”

13. the Articles of Association be amended by deleting the existing Article 48 in its entirety and the following new Article 48 be substituted in lieu thereof:-

“48. Voting and proxies

Subject to the provisions of Article 44 (Who may vote), each appointed representative of a Voting Member present shall have one vote. Votes may be given either personally or by proxy. A proxy shall be appointed in writing under the hand of the appointer. The instrument appointing a proxy shall be delivered to the Secretary or deposited at the registered office of the Association at least 48 hours before the time of holding the meeting, in the case of a poll taken more than 48 hours after it was demanded, at least 24 hours before the time appointed for the taking of the poll, at which the person named in such instrument proposes to vote. A person may only be appointed as a proxy for one Voting Member.

14. the Articles of Association be amended by deleting the existing Article 50 in its entirety and the following new Article 50 be substituted in lieu thereof:-

“50. Declaration of interest

A member of the Committee, or any sub-committee of the Association, or any official or employee, shall declare his interest in any matter in which he is directly or indirectly interested in any transaction, arrangement or contract (being a contract of significance in relation to the operations of the Association) with the Association and, if his interest in such transaction, arrangement or contract is material, fails to declare the nature of his interest in manner required by section 162 of the predecessor Ordinance or section 536 of the Ordinance.

A Committee Member shall not vote in respect of any transaction, arrangement or contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted. A reference in this Article to a transaction, arrangement or contract includes a proposed transaction, arrangement or contract. A general notice given to the Committee that a member is to be regarded as having an interest of the nature and to the extent as specified in the notice, in any contract or arrangement which may, after the date of the notice be entered into or made by the Association, shall be deemed to be a disclosure that the Committee Member has an interest in any transaction of the nature and to the extent so specified.”

15. the Articles of Association be amended by deleting the existing Article 51(e) in its entirety and the following new Article 51(e) be substituted in lieu thereof:-

“(e) if he becomes prohibited from being a Committee Member or a member of the Committee or sub-committees by reason of any disqualification order under Part IVA of the Companies (Winding Up and Miscellaneous Provisions) Ordinance, Chapter 32 of the Laws of Hong Kong;”

16. the Articles of Association be amended by deleting the existing Article 51(f) in its entirety and the following new Article 51(f) be substituted in lieu thereof:-

“(f) if he is removed from office by an Ordinary Resolution of the General Meeting of the Association in accordance with Section 157B of the predecessor Ordinance or section 462 of the Ordinance.”

17. the Articles of Association be amended by deleting the last paragraph of the existing Article 57 in its entirety and replacing the last paragraph of Article 57 with the following:-

“Proper books shall not be deemed to be kept if there are not kept 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 its financial transactions. The books of account shall be kept at the registered office of the Association, or, subject to the applicable statutory requirements, at such other place or places as the Committee Members think fit, and shall always be open to the inspection of the Committee Members.”

18. the Articles of Association be amended by deleting the last paragraph of the existing Article 59 in its entirety and replacing the last paragraph of Article 59 with the following:-

“Auditors shall be appointed and their duties regulated in accordance with the applicable statutory requirements.”

19. the Articles of Association be amended by deleting the existing Article 66 in its entirety and the following new Article 66 be substituted in lieu thereof:-

“66. Indemnity of Members by the Association

Every agent, auditor, secretary and other officer (other than a Committee Member) for the time being of the Association shall be indemnified out of the assets of the Association against any liability incurred by him in relation to the Association in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connexion with any application under section 358 of the predecessor Ordinance or section 903 or 904 of the Ordinance in which relief is granted to him by the court.”

(sd.) Acumen Consultants Limited

Acumen Consultants Limited
Company Secretary

THE COMPANIES ORDINANCE

(CHAPTER 32)

SPECIAL RESOLUTION

OF

HONG KONG DRAGON BOAT ASSOCIATION

香港龍舟協會

Passed on the 13th day of April, 2012

At an Extraordinary General Meeting of the members of the Association held on 13 April 2012 at 5:30 at Disciplined Services Sports and Recreation Club, 9 Cotton Path, Causeway Bay, the following resolution was duly passed as a Special Resolution:

SPECIAL RESOLUTION

“That the new Memorandum and Articles of Association of the Association as it now signed by the director for identification be and is hereby adopted as the Association’s amended Memorandum and Articles of Association of the Association in its entirety.”

(sd.) Ma Siu Wing, Raymond

Dr. Ma Siu Wing, Raymond
Chairman

HONG KONG DRAGON BOAT ASSOCIATION LIMITED
Special Resolutions Approved at the Fifth Annual General Meeting

The following special resolutions were duly passed at the 5th Annual General Meeting held on 6 December, 1996 at the Fortune Court Chinese Restaurant, 1/F City Garden Hotel, 9 City Garden Road, Hong Kong.

Change in the company name from:

“HONG KONG DRAGON BOAT ASSOCIATION LIMITED 香港龍舟協會有限公司”

to “HONG KONG DRAGON BOAT ASSOCIATION 香港龍舟協會”

Memorandum

1. Clause 3 – Objects (l)

To be amended as follows:

“To invest and deal with the monies of the Association not immediately required to be expended in such manner as from time to time shall seem expedient in furtherance of the objects of the Association.”

Reason:

As requested by Companies Registry in order to dispense the word “Limited”.

2. Clause 3 – Objects (n)

To be rewritten as follows:

“To carry on all or any of the business of publishers, stationers, type-founders, book-binders, printers, photographers, film-processors, film-producers and cartographers and to do all things necessary or convenient for carrying on such businesses or businesses of a character similar or analogous to the foregoing or any of them or connected therewith in furtherance of the objects of the Association.”

Reason:

As requested by Companies Registry in order to dispense the word “Limited”.

3. Clause 3 – Objects (p)

To be added as follows:

“To do such other lawful things as are incidental or conducive to the attainment of the above objects.”

Provided that:-

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

(iii) The powers set forth in the Seventh Schedule of the Companies Ordinance (Cap.32) are hereby excluded.

Reason:

As requested by Companies Registry in order to dispense the word "Limited".

4. Clause 6 – Application of Income and Property

To be rewritten as follows:

- (a) "The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association."
- (b) "Subject to (d) and (e) below, no portion of the income and property of the Association shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise howsoever, to the members of the Association."
- (c) "No committee member of the Association shall be appointed to any salaried office of the Association, or any office of the Association paid by fees and no remuneration or other benefit in money or money's worth (except as provided in (e) below) shall be given by the Association to any member of the Committee."
- (d) "Nothing herein shall prevent the payment, in good faith, by the Association of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association not being a member of the Committee of the Association in return for any services actually rendered to the Association."
- (e) "Nothing herein shall prevent the payment, in good faith, by the Association:-
 - (i) to any member of its Committee of out-of-pocket expenses;
 - (ii) of interest on money lent by any member of the Association or its Committee at a rate per year not exceeding 2% above the prime rate prescribed for the time being by the Hong Kong Association of Banks;
 - (iii) of reasonable and proper rent for premises demised or let by any member of the Association or of its Committee;
 - (iv) of remuneration or other benefit in money or money's worth to a body corporate in which a member of the Association or of its Committee member is interested solely by virtue of being a member of that body corporate by holding not more than one-hundredth part of its capital or controlling not more than a one-hundredth part of its votes."
- (f) No person shall be bound to account for any benefit he may receive in respect of any payment properly paid in accordance with (d) and (e) above.

Reason:

As requested by Companies Registry in order to dispense the word "Limited".

Articles

1. Article 1 – Definitions

The sentence is to be amended as follows:

“Special Resolution” has the meaning assigned thereto by the Ordinance.

Reason:

As requested by Companies Registry in order to dispense the word “Limited”.

2. Article 4 – Number of Members

To be amended as follows:

“The number of Members with which the Association proposes to be registered is limited to 1000.”

Reason:

As requested by Companies Registry in order to dispense the word “Limited”.

3. Article 10 – Entry fees and subscriptions

To be amended as follows:

“The payment of entry fees (if any) and annual subscriptions by Members shall be of such amount and payable on such dates and in such manner as the Committee may from time to time prescribe, and endorsed by the Association in general meeting.”

Reason:

As requested by Companies Registry in order to dispense the word “Limited”.

4. Article 32 – Power and duties(j)

The last paragraph is to be amended as follows:

- (i) “to make and enforce rules for the administration and control of the Association and dragon boat racing in Hong Kong, including the organisation, promotion, management, control, conduct and sponsorship of dragon boat racing, races, regattas, competition and events, and shall have power to vary, amend, replace and repeal any such rules and subject to the endorsement of the Association in general meeting. All such rules shall be binding on all Members of the Association.”

Reason:

As requested by Companies Registry in order to dispense the word “Limited”.

5. Article 41 – Quorum

The first sentence of Article 41 is to be amended as follows:

“No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business and continue to be present throughout the length of the meeting.”

Reason:

As requested by Companies Registry in order to dispense the word “Limited”.

6. Article 49 – Declaration of interest

To be amended as follows:

“A member of the Committee, or any sub-committee of the Association, or any official or employee shall declare his interest in any matter in which he is interested other than as a member of the Committee, sub-committee, official or employee. **A member of the Committee shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.**”

Reason:

As requested by Companies Registry in order to dispense the word “Limited”.

7. Article 55(b) – Alteration of Articles

To be added as follows:

“No addition, alteration, or amendment shall be made to or in this Memorandum of Association or the Articles of Association for the time being in force, unless such alteration has previously been submitted to and approved by the Registrar of Companies in writing.”

Reason:

As requested by Companies Registry in order to dispense the word “Limited”.

8. Article 62 – Counting of day’s notice

To be amended as follows:

“Where a given number of days’ notice or notice extending over any other period is required to be given, the day of service of the notice and the day of the meeting shall not be included in such number of days or other period. The signature to any notice to be given by the Association may be written or printed.”

Reason:

As requested by Companies Registry in order to dispense the word “Limited”.

(Sd. George Lam)

Mr. George Lam, Secretary, HKDBA

THE COMPANIES ORDINANCE (CHAPTER 32)

SPECIAL RESOLUTIONS

of

Hong Kong Dragon Boat Association Limited

Passed on 7th December, 1993

At the Second Annual General Meeting of the Hong Kong Dragon Boat Association Limited held in the Roseroom, Sea Palace Restaurant, Sum Wan, Aberdeen, Hong Kong, the following Special Resolutions were passed:-

Directors

Article 16 – Number and Titles

To be rewritten as “The directors of the Association shall include a President, Vice-President, Treasurer, Secretary *and not less than five nor more than nine other Directors. The number of Directors shall be determined by ordinary resolution at a general meeting of the members.*”

Article 19(a) - Election

To be rewritten as “Any *Associate or Voting Member* shall be at liberty to nominate an Associate Member or the appointed representative of a Voting Member to serve as a Director, having previously received his assent. Nominations must be in writing and must be deposited at the Association’s registered office not less than *fourteen* days before the time of holding the Annual General Meeting.”

Article 20 – Retirement

To be amended as “Each Director who is elected at an Annual General Meeting of the Association shall retire at the second Annual General Meeting following his election and shall be eligible for re-election, provided that at least half the Directors shall retire at each Annual General Meeting and that the President and Vice-President shall not retire at the same Annual General Meeting. When sufficient Directors to fulfil the foregoing provision would not normally retire lots shall be drawn to determine the Directors who shall retire. No one may serve as Presidents or Vice-President for

more than four consecutive years in each position. *A person shall, on ceasing to hold the office of President, become an ex-officio Director of the Association unit the next A.G.M.*”

General Meetings

Article 35(a) – Annual General Meeting

To be rewritten as “adopting the report of the *Committee* on the affairs of the Association and the statement of the accounts of the Association (both of which shall be in writing);”

Article 37(c) – Notice of General Meetings

To be amended as “The Secretary shall send to every Member at least *seven days* before the date of each Annual General Meeting held pursuant to Article 35 (Annual General Meetings), a list of candidates nominated for election as Directors, specifying in each case the position or positions for which the candidates have been proposed and, if practicable , a copy of the audited statement of the accounts of the Association for the period up to the end of the preceding financial year.”

Article 39 – Nature of business that may be transacted

To be amended as “... with the exception of approval and signature of the minutes of the previous Annual General Meeting, the consideration of the accounts, balance sheet and the reports of the committee and auditors, the *fixing of the number and* election of the Directors and the appointment and fixing of the remuneration of the auditors.”

Article 47 – Voting and Proxies

To add the sentence at the end of the paragraph: “A person may only be appointed as a proxy for one Voting Member.”

(Sd. George Lam)

Certified as true copy by
George Lam
Secretary
Hong Kong Dragon Boat Association Limited

THE COMPANIES ORDINANCE (CHAPTER 32)

SPECIAL RESOLUTIONS

of

Hong Kong Dragon Boat Association Limited

Passed on 1st September, 1992

At the First Annual General Meeting of the Hong Kong Dragon Boat Association Limited held in Jade Ballroom I, Hotel Furama Kempinshki Hong Kong, Connaught Road Central, Hong Kong, the following Special Resolutions were passed:-

Article 5(b) on the eligibility for Associate Membership

To rewrite "Any person who is interested in dragon boat racing" as "Any person *who is resident in Hong Kong*"

Article 5(d) on the eligibility for Correspondence Membership

To be amended as "The Committee may appoint any organization outside Hong Kong otherwise eligible for membership as a Voting Member, *or any individual outside Hong Kong otherwise eligible for membership as an Associate Member* to be a Corresponding Member of the Association upon such conditions as the Committee shall decide, but such organization or individual shall not be entitled to any say in the government of the Association."

(Sd. George Lam)

Certified as true copy by
George Lam
Secretary
Hong Kong Dragon Boat Association Limited

No. 314206

編號

(COPY)
COMPANIES REGISTRY
公司註冊處
CERTIFICATE OF CHANGE OF NAME
公司更改名稱證書

I hereby certify that
本人謹此證明

HONG KONG DRAGON BOAT ASSOCIATION
香港龍舟協會

having been granted a Licence to omit the word 'Limited' and having by special
已獲發特許證可無須加入「有限公司」一詞，並已藉

resolution changed its name, is a limited company and is now incorporated under
特別決議更改其名稱，該公司為有限公司，

the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) in the name of
其根據《公司條例》(香港法例第32章)註冊的名稱現為

HONG KONG CHINA DRAGON BOAT ASSOCIATION
中國香港龍舟總會

Issued on 12 October 2012

本證書於二〇一二年十月十二日簽出。

(Sd.) Ms Ada L L CHUNG

.....
for Registrar of Companies
Hong Kong Special Administrative Region
香港特別行政區公司註冊處處長鍾麗玲

Note 註：

Registration of a company name with the Companies Registry does not confer any trade mark rights or any other intellectual property rights in respect of the company name or any part thereof.

公司名稱獲公司註冊處註冊，並不表示獲授予該公司名稱或其任何部分的商標權或任何其他知識產權。

No. 341206

編號

(COPY)
COMPANIES REGISTRY
公司註冊處
COMPANIES ORDINANCE
(Chapter 32)
香港法例第32章
公司條例

CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME
公司更改名稱
註冊證書

I hereby certify that
本人謹此證明

HONG KONG DRAGON BOAT ASSOCIATION LIMITED
香港龍舟協會有限公司

having by special resolution changed its name, is a limited company and
經通過特別決議，已將其名稱更改，該公司為一有限

is now incorporated under the name of
公司，其現在的註冊名稱為

HONG KONG DRAGON BOAT ASSOCIATION
香港龍舟協會

Issued by the undersigned on 22 July 1998
本證書於一九九八年七月廿二日簽發。

(Sd.) MISS A. BUTT

.....
for Registrar of Companies

Hong Kong

香港公司註冊處處長

(公司註冊主任 畢依莎 代行)

No. 341206

編號

(COPY)
CERTIFICATE OF INCORPORATION
公司更改名稱
ON CHANGE OF NAME
註冊證書

I hereby certify that
本人茲證明

HONG KONG DRAGON BOAT ASSOCIATION
LIMITED

having by special resolution changed its name, is now incorporated under the name of
經通過特別決議案，已將其名稱更改，該公司現在之註冊名稱為

HONG KONG DRAGON BOAT ASSOCIATION
LIMITED
香港龍舟協會有限公司

Given under my hand this Twenty-Eighth day of July
簽署於一九九二年七月廿八日。

One Thousand Nine Hundred and Ninety Two.

(Sd.) MRS. V. YAM

.....
P. Registrar General
(Registrar of Companies
Hong Kong

香港註冊總署署長暨公司註冊官
(註冊主任任李韻文代行)

No. 341206

編號

(COPY)
CERTIFICATE OF INCORPORATION
公司註冊證書

I hereby certify that
本人茲證明

HONG KONG DRAGON BOAT ASSOCIATION LIMITED

Is this day incorporated in Hong Kong under the Companies Ordinance, and
於本日在香港依據公司條例註冊成為
That this company is limited.
有限公司。

Given under my hand this Thirteenth **day of** June
簽署於一九九一年六月十三日。
One Thousand Nine Hundred and Ninety-one.

(Sd.) Mrs. V. YAM

.....
p. Registrar General
(Registrar of Companies
Hong Kong

香港註冊總署署長暨公司註冊官
(註冊主任任李韻文代行)

HONG KONG CHINA DRAGON BOAT ASSOCIATION

中國香港龍舟總會

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THE COMPANIES ORCINANCE (CHAPTER 622)

Company Limited by Guarantee
and not have a share capital

ARTICLES OF ASSOCIATION
OF
HONG KONG CHINA DRAGON BOAT ASSOCIATION
中國香港龍舟總會

1. **Name**

The name of the Company is “Hong Kong China Dragon Boat Association 中國香港龍舟總會”, hereafter referred to as the “Association”.

2. **Definitions**

In these articles unless there be something in the subject or context inconsistent therewith:

“Association” means “Hong Kong China Dragon Boat Association 中國香港龍舟總會”.

“these Articles” means the articles of association of the Association.

“Committee” means the Committee for the time being of the Association as constituted under Article 30.

“Committee Member” means any person for the time being appointed as a member of the Committee of the Association and shall be deemed to be a “director” of the Association for the purpose of the Ordinance.

“Secretary” means a Secretary for the time being of the Association.

“General Meeting” means a general meeting whether annual or extraordinary of the Members who by these Articles are entitled to vote at such general meeting.

“Member” means a member registered as such in the Register of Members.

“Ordinance” means the Companies Ordinance, Chapter 622 of the Laws of Hong Kong including the related subsidiary legislation.

“predecessor Ordinance” means the predecessor Ordinance as defined in section 2(1) of the Companies Ordinance, Chapter 622 of the Laws of Hong Kong including the related subsidiary legislation.

“Register of Member” means the register of the Association’s Members which the Association is required by the Ordinance to keep.

“reporting documents” means the reporting documents for a financial year specified in section 357(2) of the Ordinance.

“Seal” means the common seal of the Association.

“Special Resolution” has the meaning assigned thereto by the Ordinance.

“In writing” and “written” mean written or printed, or partly written or partly printed, and include printing, lithography, photography and other modes of representing or reproducing words in a visible form.

3. Objects

The Association is established for the objects expressed in Article 7 in these Articles.

4. Interpretation

- (a) Unless the context otherwise requires, 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.
- (b) Table ‘C’ of the predecessor Ordinance shall not apply to the Association. The regulations in Schedule 3 to the Companies (Model) Notice, Cap. 622H are hereby excluded.
- (c) Words importing the masculine gender include the feminine gender unless the context clearly indicates otherwise.
- (d) Words importing persons include organizations.
- (e) Word importing the singular number include the plural number and vice versa unless the context clearly indicates otherwise.
- (f) 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. Limited Liability of Members

The liability of the members is limited.

6. Contribution by Members

Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up during the time that he is a member, or within one year afterwards, for payment of the debts and liabilities of the Association contracted before the time at which he ceases to be a member, and of the costs, charges and expenses of winding-up the Association, and for the adjustments of the rights of the contributories amongst themselves, such as amount as may be required not exceeding one hundred dollars.

7. Objects

The objects for which the Association is established are:-

- (a) To preserve and promote the traditions and cultural aspects of the Tuen Ng Festival (Dragon Boat Festival) in Hong Kong.
- (b) To organize, promote, manage, conduct, sanction and control international, national and inter-club dragon boat races, regattas, competitions and events in Hong Kong.
- (c) To act as the national authority for the sport of dragon boat racing in Hong Kong.
- (d) To determine the method of selection of and to select teams and/or individuals to represent Hong Kong in international dragon boat races, regattas, competitions and events and to organize, promote, conduct, sanction, control, manage and encourage the participation of teams and/or individuals in any national and/or international dragon boat races, regattas, competitions and events in any part of the world.
- (e) To examine, study, investigate, consider and report on all matters affecting the sport of dragon boat racing and any persons interested therein or associated therewith and to prepare, collect and distribute information, statistics, opinions and reports thereon.
- (f) To represent and protect the interests of any person, company, club, association, society or body interested in or associated with dragon boat racing.
- (g) To consider and deal with and determine all matters which are from time to time submitted to the Association by its members.
- (h) To convene, arrange and hold exhibitions, demonstrations, shows, displays, meetings, conferences and discussions on a non-profit making basis, and to provide prizes, bursaries, grants and awards for any or all competitors, persons, companies, clubs, associations, societies or bodies interested in dragon boat racing and other associated personnel for the purpose of furtherance of the objects of the Association but not otherwise. Provided that none of the funds of the Association shall be given to any companies, clubs, associations, societies or bodies which does not prohibit the distribution of its income and property amongst its members or associated personnel to an extent at least a great as is imposed on the Association under or by virtue of Article 7 of these Articles.
- (i) To purchase, take on lease, exchange, hire, borrow or otherwise acquire any land, buildings, or other property on such reasonable terms and conditions as the Association may deem fit and necessary for the purposes of the Association but not otherwise and to improve, manage, construct, repair, maintain, pull down, redevelop and alter any buildings or works as the Association may deem fit and necessary for the purposes of the Association but not otherwise.

- (j) To purchase, take on lease, hire, borrow or otherwise acquire and to sell, let on hire, exchange, or otherwise dispose of any boats, physical training equipment and any other things on such reasonable terms and conditions as the Association may deem fit and necessary for the purpose of furtherance of the objects of the Association but not otherwise.
- (k) To sell, improve, manage, lease, mortgage, pledge, dispose of or otherwise deal with the property on reasonable terms and conditions and in a reasonable and prudent manner as the Association may deem fit and necessary for the purpose of furtherance of its objects of the Association but not otherwise.
- (l) To invest or otherwise deal with the monies of the Association not immediately required in a proper and prudent manner as the Association may from time to time think fit in furtherance of the objects of the Association.
- (m) To borrow or raise money for the purposes of the Association on such reasonable terms and on such securities in a reasonable and prudent manner as the Association may deem fit and necessary.
- (n) To issue, print, publish, distribute, and sell books, periodicals and other publications on a non-profit making basis for the purpose of furtherance of the objects of the Association but not otherwise.
- (o) Subject to Article 7 of these Articles, to hire, employ and dismiss instructors, coaches, boat builders, boatmen, secretaries, clerks, managers, servants, workmen and any other staff for the purposes of the Association and to pay them and to other persons in return for services rendered to the Association, salaries, wages, gratuities and pensions.
- (p) To do such other lawful things as are incidental or conducive to the attainment of the above objects. Provided that:-
 - (i) In case the Association shall take or hold any property which may be subject to any trusts, the Association 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 Association shall not extend to the regulation of relations between workers and employers or organizations of workers and organizations of employers.

Powers of the Association

8. The Association has power to do anything which is calculated to further its Objects but not otherwise, or is conducive or incidental to doing so. The powers set forth in the Seventh Schedule of the predecessor Ordinance (as defined in section 2(1) of the Companies Ordinance, Chapter 622 of the Laws of Hong Kong) are hereby excluded.

9. Jurisdiction

The Association claims jurisdiction over all dragon boat racing in Hong Kong and is the national authority for dragon boat racing for Hong Kong for the purposes of the Amateur Sports Federation and Olympic Committee of Hong Kong.

10. Affiliation

Subject to Article 76, the Association may be affiliated to the Amateur Sports Federation and Olympic Committee of Hong Kong and any internationally recognized regional or international federation of dragon boat associations.

Application of Income and Property

11. (a) The income and property of the Association, whatsoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in these Articles.
- (b) Subject to (d) and (e) below, no portion of the income and property of the Association shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise howsoever, to the members of the Association.
- (c) No member of the Committee or Governing Body of the Association shall be appointed to any salaried office of the Association, or any office of the Association paid by fees and no remuneration or other benefit in money or money's worth (except as provided in (e) below) shall be given by the Association to any member of the Committee or Governing Body.
- (d) Nothing herein shall prevent the payment, in good faith, by the Association of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association not being a member of the Committee or Governing Body of the Association in return for any services actually rendered to the Association.
- (e) Nothing herein shall prevent the payment, in good faith, by the Association:-
- (i) to any member of its Committee or Governing Body of out-of-pocket expenses;
 - (ii) of interest on money lent by any member of the Association or its Committee or Governing Body at a rate per year not exceeding 2% above the prime rate prescribed for the time being by The Hongkong and Shanghai Banking Corporation Limited for Hong Kong dollar loans;
 - (iii) of rent for premises demised or let by any member of the Association or of its Committee or Governing Body to the Association: Provided that the amount of the rent and the other terms of the lease must be reasonable and proper; and such member must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion; and

- (iv) of remuneration or other benefit in money or money's worth to a body corporate in which a member of the Association or of its Committee or Governing Body is interested solely by virtue of being a member of that body corporate by holding not more than one-hundredth part of its capital or controlling not more than a one-hundredth part of its votes.
- (f) No person shall be bound to account for any benefit he may receive in respect of any payment properly paid in accordance with (d) and (e) above.

Membership

12. Classes

The Association shall have the following classes of membership:

- (a) Voting Member;
- (aa) Ordinary Member;
- (b) Individual Members;
- (c) Honorary Life Presidents;
- (d) Patrons;
- (e) Vice Patrons;
- (f) Honorary Patrons;
- (g) Presidents;
- (h) Vice Presidents;
- (i) Honorary Presidents;
- (j) Governors;
- (k) Vice Governors;
- (l) Honorary Governors;
- (m) Principal Advisors;
- (n) Advisors;
- (o) Honorary Advisors;
- (p) Consultants;
- (q) Honorary Consultants;
- (r) Honorary Members;
- (s) Corresponding Members;
- (t) Corporate Members.

13. Number of Members

The number of Members with which the Association proposes to be registered is limited to 1,000.

14. Eligibility

The following shall be eligible for election to one of the classes of membership, namely:

- (a) Any legally constituted organization which promotes dragon boat racing in Hong Kong and which is willing to bind itself to observe the Articles of Association and rules of the Association may apply to the Association to be an Ordinary Member, who shall not be entitled to vote at any general meeting of the Association.

- (aa) Any legally constituted organization which has been an Ordinary Member for 3 years may apply to the Committee to be a Voting Member, who shall have voting right at any general meeting of the Association.
- (b) Any person who is resident in Hong Kong and who is willing to bind himself to observe the Articles of Association and rules of the association may apply to the Association to be an Individual Member, such person shall not be entitled to vote at any general meeting of the Association
- (c) Any Person who in the opinion of the Committee is suitably qualified shall, with his consent, be eligible for election as a Honorary Member, but such person shall not be entitled to vote at any general meeting of the Association.
- (d) The Committee may appoint any organization outside Hong Kong otherwise eligible for membership as a Voting Member, or any individual outside Hong Kong otherwise eligible for membership as an Individual member to be a Corresponding Member of the Association upon such conditions as the Committee shall decide, but such organization or individual shall not be entitled to vote at any general meeting of the Association.

15. Application

Except for Honorary Members, no person or organization shall be admitted to membership unless he or it shall first have submitted to the Association an application for membership accompanied by any prescribed entry fee and subscription. Every application for membership shall be in writing and shall contain such particulars as the Committee may from time to time prescribe.

16. Admission

- (a) An eligible organization may apply and be admitted as an Ordinary Member by a majority of the Committee present and voting at the meeting.
- (aa) An Ordinary Member may apply and be admitted as a Voting Member by a majority of the Committee present and voting at the meeting.
- (b) Any person eligible for membership of the Association may apply and be elected as an Individual Member in such manner as may be prescribed by the Committee.
- (c) The Committee may invite any person to become
 - (a) Voting Member;
 - (b) Individual Members;
 - (c) Honorary Life Presidents;
 - (d) Patrons;
 - (e) Vice Patrons;
 - (f) Honorary Patrons;
 - (g) Presidents;
 - (h) Vice Presidents;
 - (i) Honorary Presidents;
 - (j) Governors;
 - (k) Vice Governors;
 - (l) Honorary Governors;
 - (m) Principal Advisors;

- (n) Advisors;
 - (o) Honorary Advisors;
 - (p) Consultants;
 - (q) Honorary Consultants;
 - (r) Honorary Members;
 - (s) Corresponding Members;
 - (t) Corporate Members.
- (d) No application for membership from any person or organization previously refused shall be considered until after the expiration of twelve calendar months from the date of such refusal.
- (e) The Committee may form a sub-committee and delegate its powers to such sub-committee for the purpose of considering and admitting Members of the Association and reviewing matters in relation to the membership of the Association.
- (f) Without prejudice to the absolute discretion of the Committee and/or the sub-committee formed for that purpose in considering the application for admission as a member of the Association, the Committee may prepare and adopt at Committee Meeting a membership admission guideline setting out the criteria for the admission of Members and other procedures relating thereto.

17. Entries in the Register of Members

The Secretary shall cause to be entered the name and address of each Member in the Register of Member upon his or its election or admission to membership.

18. Conditions

- (a) Every person or organization on becoming a Member binds himself or itself to observe all the rules of the Association, whether contained in these Articles or made pursuant to any power granted hereby.
- (b) Every Individual and Honorary Member agrees to accept responsibility for his own actions and Voting and Ordinary Members agree to accept responsibility for the actions of their own members.

19. Entry fees and subscriptions

The payment of entry fees (if any) and annual subscriptions by Members shall be of such amount and payable on such dates and in such manner as the Committee may from time prescribe and endorsed by the Association in general meeting.

20. Suspension and termination for non-payment of subscription

- (a) A Member whose subscription has not been paid within two months of its due date shall be suspended from membership automatically for so long as his or its subscription continues in arrears.
- (b) A Member whose subscription has not been paid within four months of its due date shall cease automatically to be a member of the Association.

- (c) The Committee shall have power to reinstate any Member whose membership has been terminated under the provisions of this Article upon payment of the arrears of subscription provided that a Voting Member whose membership has been terminated shall become an Ordinary Member upon the reinstatement.

21. Motion for suspension or termination

- (a) In addition to the provisions of Article 20 (Suspension and termination for non-payment of subscription) the Committee shall have power on due cause (of whatever nature) being shown to suspend any Member from membership for such period as it shall think fit or to terminate his or its membership.
- (b) No motion for the suspension or termination of a 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.
- (c) A member shall be given at least fourteen days' notice of the meeting at which suspension or termination of his or its membership is to be considered and of the grounds on which suspension or termination of his or its membership is sought and such Member shall be entitled to submit representations to that meeting either orally or in writing.
- (d) Provided that any member who feels aggrieved by the decision of the Committee to suspend or terminate his or its membership in the aforesaid manner shall have the right to appeal against such decision to the Association in General Meeting within 14 days after the date of suspension or termination. The decision of the Association in General Meeting on the appeal by such an aggrieved member shall be final.

22. Bankruptcy or liquidation

A Member who becomes bankrupt or has a trustee, receiver or liquidator appointed or makes a composition with his or its creditors shall automatically cease to be a Member provided that it shall be in the discretion of the Committee to reinstate the Member upon such conditions as the Committee shall think fit.

23. Resignation by notice to the Association

A Member wishing to resign or retire from the Association shall give notice to the Secretary addressed to the registered office of the Association, but shall not be entitled to any refund of entrance fee or subscription or any part thereof.

24. Consequences of suspension and termination

- (a) During the continuance of any period of suspension of membership a Member shall be prohibited from enjoying the rights and privileges of membership of the Association and (in the case of a Voting Member and Ordinary Member) from entering any of its members in any dragon boat race, regatta, competition or event organized, promoted, managed, conducted, sanctioned or controlled by the Association.
- (b) The Secretary shall as soon as practicable after termination of a Member's membership remove the former Member's name from the Register of Members and notify the former Member in writing of his or its removal.

Committee Members

25. Number and titles

The Committee Members of the Association shall include a Chairman, 2 Vice-Chairmen, Treasurer, Secretary and not less than five nor more than nine other Committee Members. The number of Committee Members shall be determined by ordinary resolution at a general meeting of the members. The Committee Members shall elect among themselves the Chairman, 2 Vice-Chairmen, the Treasurer and Secretary every year at the first Committee meeting after the Annual General Meeting.

26. Treasurer

The Treasurer shall be responsible for supervising the collection of revenue and settlement of the debts of the Association and for maintaining the accounts and funds of the Association and shall cause audited accounts to be published as directed by the Committee.

27. Secretary

The first Secretary shall be the Honorary Secretary General Mr. Hung Chung Hing, Mason. The Honorary Secretary General shall be deemed to be the secretary of the Association for the purpose sections 474 and 475 of the Ordinance.

28. Minutes

The Committee Members shall cause the minutes to be made in books provided for the purpose:

- (a) of all appointments of officers made by the Committee;
- (b) of the names of the Committee Members present at each meeting of Committee, and of sub-committees;
- (c) of all resolutions and proceedings at all meeting of the Association, and of the Committee or sub-committees;

and every Committee Members present at any meeting of the Committee or sub-committees shall sign his name in a book to be kept for that purpose.

29. Election

Subject as hereinafter provided the Committee Members shall be elected at the Annual General Meeting of the Association in the following manner:

- (a) At least two Voting Members shall be at liberty to nominate an Individual Member, whether or not such nominee is a representative of a Voting Member, to be elected as a Committee Member, having previously received his assent. Nominations must be in writing and must be deposited at the Association's registered office not less than fourteen days before the time of holding the Annual General Meeting.
- (b) Balloting lists shall be prepared (if necessary) containing the names of the candidates, in alphabetical order, for each vacant position and each Member present or represented at the Annual General Meeting and qualified to vote shall be entitled to vote for any member of such candidates not exceeding the number of vacancies.
- (c) If any candidate after being elected declines to serve, the candidate who has the next largest number of votes shall be deemed to be elected.

- (d) If two or more candidates obtain an equal number of votes, the Chairman of the meeting shall have a second or casting vote.

30. Retirement

At every Annual General Meeting, one-fourth of the Committee Members for the time being, or, if their number is not 4 or a multiple of 4, then the number nearest but not exceeding one-fourth, shall retire from the office. The Committee Members to retire in every year shall be those who have been longest in office since their last election, but as between Committee Members elected on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring Committee Member shall be eligible for re-election. No one may serve as Chairman or Vice Chairman for more than eight consecutive years in each position.

31. Replacement

If the Chairman shall die, resign or vacate his office in accordance with Article 59 (Vacation of office) before the expiration of his period of office, he shall be replaced by the Vice-Chairman for the remainder of the Chairman's term of office. If the Vice-Chairman shall die, resign or vacate his office in accordance with Article 59 (Vacation of office) before the expiration of his term of office, or shall be appointed to replace the Chairman, or if any other Committee Member shall die or resign or vacate his office in accordance with Article 59 (Vacation of office) before the expiration of his period of office, or if a casual vacancy in the position of any Committee Member shall arise for any reason, the vacancy shall be filled by appointment by the Committee and the new Committee Member shall (subject to Article 59 (Vacation of office)) retire at the Annual General Meeting when the Committee Member whom he replaces would have retired but shall be eligible as a candidate for election as a Committee Member at such Annual General Meeting. If the Association has dispensed with the holding of Annual General Meeting or is not required to hold Annual General Meetings, the Committee Member must retire from office before the end of 9 months after the end of the Association's accounting reference period by reference to which the financial year in which the Committee Member was appointed is to be determined. Nevertheless, such retiring Committee Member shall then be eligible for re-election, but shall not be taken into account in determining the Committee Members who are to retire by rotation at such meeting.

The Committee

32. Number and frequency of meetings

The Committee shall meet not less than four times each year with not more than four months between meetings.

33. Notice

The Secretary shall cause to be sent to every member of the Committee, notice of each meeting of the Committee, together with an agenda for the meeting, at least seven days before it is due to be held.

34. **Quorum**
Five Committee Members shall constitute a quorum at meetings of the Committee. If the number of Committee members is reduced below the number required for a quorum then the continuing Committee members may continue to act for the purpose of increasing the number of Committee members to the number required for a quorum or of calling a General Meeting of the Association but for no other purpose.
35. **Chairman**
The Chairman shall preside at all meetings of the Committee, or in his absence the Vice-Chairman, or in the absence of both a Chairman shall be elected from the Committee Members present at the meeting.
36. **Voting**
Voting on all motions at meetings of the Committee shall be by a show of hands, unless directed otherwise by the Chairman of the meeting. No-one in receipt of a salary or wages from the Association may vote at a meeting of the Committee.
37. **Majority**
Except as otherwise specified in these Articles, voting on all motions of which notice has been given shall require only a simple majority of those present and voting.
38. **Casting vote of Chairman**
In addition to his own vote, the Chairman of the meeting shall have a second or casting vote in case of an equality of votes.
39. **Voting when no notice of the motion has been given**
No motion in respect of which no notice has been given prior to the meeting shall be discussed without the consent of the Chairman of the meeting. Voting on such motions shall require a two-thirds majority of those present and voting.
40. **Resolution in writing**
Except as otherwise provided, a resolution in writing (which may consist of several documents in the like form) which has been circulated to all members of the Committee in Hong Kong and which is signed by a majority of those members indicating that they are in favour of the resolution shall be as valid and effectual unless and until it has been passed at a meeting of the Committee duly convened and held, provided that no such resolution shall be valid and effectual unless and until it has been signed by at least five members of the committee in Hong Kong who are in favour of such resolution.
41. **Powers and 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:
- (a) to pay all such expenses of and preliminary and incidental to the creation, formation, establishment and registration of the Association as the Committee thinks fit; and

- (b) to exercise all such powers of the Association and on behalf of the Association all such acts the Committee considers necessary or expedient for carrying into effect the object of the Association as may be exercised and done by the Association and as are not required by statute or by these Articles to be exercised by the Association in General Meeting, subject nevertheless to any regulations of these Articles and to the provisions of the statutes for the time being in force and affecting the Association and to such regulations (being not inconsistent with the aforesaid regulations or provisions) as may be prescribed by the Association in General Meeting, provided however that no such regulations made by the Association in General Meeting shall invalidate any prior acts of the Committee which would have been valid if such regulation had not been made;
- (c) to carry our policies approved by the Association in General Meeting and formulate policy recommendations for consideration by the Association in General Meeting.
- (d) to appoint and dismiss such sub-committees and chairmen of sub-committees and officials consisting of Members or representatives of Members as it shall think fit.
- (e) to invite any suitable person to accept honorary or non-executive offices as a Patron or Vice-Patron of such other honorary posts of the Association, on such terms and conditions as it may from time to time determine.
- (f) to appoint and dismiss advisers or such other persons, honorary or otherwise, who may be invited to attend the meetings of the Committee or sub-committees but shall not be entitled to vote at such meetings.
- (g) to determine and settle all questions and disputes relating to the sport of dragon boat racing in Hong Kong which may be referred to it for decision.
- (h) to delegate to sub-committees such of the powers and duties of the Committee, including the power to regulate their own procedures and to appoint additional sub-committee members (who must be Members or representatives of Members), and to delegate powers and duties as each sub-committee shall think fit, provided that the powers so delegated are specified in each case.
- (i) to decide all matters of an international nature affecting or concerning the Association or any of its Members.
- (j) to make and enforce rules for the administration and control of the Association and dragon boat racing in Hong Kong, including the organization, promotion, management, control, conduct and sponsorship of dragon boat racing, races, regattas, competitions and events, and shall have power to vary, amend, replace and repeal any such rules and subject to the endorsement of the Association in general meeting. All such rules shall be binding on all Members.

Sub-committees

42. Membership, powers and duties of sub-committees

- (a) The Chairman, Vice-Chairman, Treasurer and Secretary shall be ex-officio members of all sub-committees but shall not be entitled to vote at meetings of such sub-committees unless specifically appointed thereto.
- (b) All sub-committees appointed by the Committee shall cause minutes to be made of all proceedings and resolutions at their meetings and shall furnish copies of all such minutes to the Secretary.
- (c) No person who is not an Individual Member or the appointed representative of a Voting Member of the Association shall be appointed to or may hold office in a sub-committee of the Association.

43. Voting

Voting on motions at all meetings of sub-committees shall be by a show of hands, unless directed otherwise by the chairman of the meeting. In addition to his own vote, the chairman of the meeting shall have a second or casting vote in case of an equality of votes. No-one in receipt of a salary or wages from the Association may vote at a meeting of a sub-committee.

General Meetings

44. Annual General Meetings

Subject to section 107 of Schedule 11 to and sections 611, 612 and 613 of the Ordinance, the Association must, in respect of each financial year of the Association, hold a general meeting as its annual general meeting in accordance with section 610 of the Ordinance. The Annual General Meeting of the Association shall take place each year in October (or as soon thereafter as practicable) for the purposes of:

- (a) adopting the report of the Committee on the affairs of the Association and the financial statements of the Association (both of which shall be in writing);
- (b) electing Committee Members;
- (c) appointing an auditor; and
- (d) transacting any other business.

45. General Meetings

The Committee may, if they think fit, call a general meeting. If Committee Members 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. If Committee Members 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.

46. Notice of General Meetings

- (a) The Secretary shall send to every Member at least fourteen days, or if special business, as defined in Article 48 (Nature of business that may be transacted) is to be considered, twenty-one days' notice of every General Meeting, specifying the place, date and time at which it is to be held and accompanied by an agenda specifying the business to be discussed at the meeting.
- (b) The Secretary shall send to every Member at least forty-two days before the date of each Annual General Meeting held pursuant to Article 44 (Annual General Meetings) notice of the Annual General Meeting, specifying the place, date and time at which it is to be held and inviting nomination of candidates for election as Committee Members.
- (c) The Secretary shall send to every Member at least seven days before the date of each Annual General Meeting held pursuant to Article 44 (Annual General Meeting), a list of the candidates nominated for election as Committee Members, specifying in each case the position or positions for which the candidates have been proposed and, if practicable, a copy of the audited financial statements of the Association for the period up to the end of the preceding financial year.

47. Entitlement to attend General Meetings

Except for corresponding Members, each Member of the Association and one representative appointed in writing by each Voting Member shall be entitled to attend General Meetings of the Association and to speak at such meetings.

48. Nature of business that may be transacted

All business that is transacted at an Extraordinary General Meeting shall be deemed special. All business that is transacted at an Annual General Meeting shall be deemed special, with the exception of approval and signature of the minutes of the previous Annual General Meeting, the consideration of the reporting documents, the fixing of the number and election of the Committee Members and the appointment and fixing of the remuneration of the auditors.

49. Chairman

At all General Meetings the chair shall be taken by the Chairman or in his absence by the Vice-Chairman. If neither the Chairman nor the Vice-Chairman shall be present within fifteen minutes after the time appointed for holding the meeting, or shall be willing to act as Chairman, the Members and the representatives of Voting Members present and entitled to vote shall choose one of their number to chair the meeting.

50. Quorum

No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business and continue to be present throughout the length of the meeting. The quorum shall be fifteen persons who are the representative of Voting Members personally present and entitled to vote. If within half an hour from the time appointed for the meeting a quorum is not present the meeting (if convened upon the requisition of Members) shall be dissolved or (in any other case) shall stand adjourned to such other day, time and place as may be appointed by the Chairman with the consent of the meeting. At any such adjourned meeting the representatives of Voting 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.

51. Adjournment

The Chairman may, with the consent of any meeting at which a quorum is present, 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.

52. Who may vote

Each appointed representative of each Voting Member shall, subject to the provisions of these Articles, be entitled to vote at the first Annual General Meeting in the manner hereinafter provided. Each appointed representative of each Voting Member, which has been a Voting Member for not less than six months, shall, subject to the provisions of these Articles, be entitled to vote at subsequent General Meetings in the manner hereinafter provided. No appointed representative of a Voting Member shall be entitled to vote at any General Meeting unless the subscription due to the Association from the Voting Member which appointed him shall have been paid.

53. Voting

At any general meeting, a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is demanded-

- (a) by the Chairman; or
- (b) by at least 2 Voting Members present in person or by proxy; or
- (c) by any Member or Members present in person or by proxy representing at least 5 % of the total voting rights of all the Members having the right to vote at the meeting.

Unless a poll be so demanded, a declaration by the Chairman that a resolution has been carried or otherwise on majority on a show of hands shall be conclusive.

54. Equality of votes

In addition to his own vote, the Chairman of the meeting shall have a second or casting vote in case of an equality of votes.

55. Validity of resolutions

All resolutions passed at any general meeting for which due notice has been given or to which Article 73 (Accidental omission to give notice) applies shall be binding on all Members.

56. Voting and proxies

Subject to the provisions of Article 52 (Who may vote), each appointed representative of a Voting Member present shall have one vote. Votes may be given either personally or by proxy. A proxy shall be appointed in writing under the hand of the appointer. The instrument appointing a proxy shall be delivered to the Secretary or deposited at the registered office of the Association at least 48 hours before the time of holding the meeting, in the case of a poll taken more than 48 hours after it was demanded, at least 24 hours before the time appointed for the

taking of the poll, at which the person named in such instrument proposes to vote. A person may only be appointed as a proxy for one Voting Member.

57. Form of appointment of proxy

Any instrument appointing a proxy shall be in the following form or substantially so:

Hong Kong China Dragon Boat Association 中國香港龍舟總會

Name of proxy

The above named person is hereby appointed to be my/our proxy at the Annual/Extraordinary General Meeting of the Association to be held on the day of and at any adjournment thereof.

Signed on this day of

This form is to be used in favour of/against* the resolution.

*Strike out whichever is not required

General

58. Declaration of interest

A member of the Committee, or any sub-committee of the Association, or any official or employee, shall declare his interest in any matter in which he is directly or indirectly interested in any transaction, arrangement or contract (being a contract of significance in relation to the operations of the Association) with the Association and, if his interest in such transaction, arrangement or contract is material, fails to declare the nature of his interest in manner required by section 162 of the predecessor Ordinance or section 536 of the Ordinance.

A Committee Member shall not vote in respect of any transaction, arrangement or contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted. A reference in this Article to a transaction, arrangement or contract includes a proposed transaction, arrangement or contract. A general notice given to the Committee that a Committee Member is to be regarded as having an interest of the nature and to the extent as specified in the notice, in any contract or arrangement which may, after the date of the notice be entered into or made by the Association, shall be deemed to be a disclosure that the Committee Member has an interest in any transaction of the nature and to the extent so specified.

59. Vacation of office

The office of a member of the Committee or any sub-committee or official shall be vacated automatically:

- (a) if he becomes bankrupt or makes any arrangement of composition with his creditors generally;

- (b) if he becomes of unsound mind;
- (c) if he ceases to be a Member or the appointed representative of a Voting Member, or if his or its membership is suspended;
- (d) if by notice in writing to the Association he resigns his office;
- (e) if he ceases to be a Committee Member or a member of the Committee or sub-committees under the Ordinance or under the Companies (Winding Up and Miscellaneous Provisions) Ordinance, Cap. 32, or is prohibited from being a director by law;
- (f) if he is removed from office by an Ordinary Resolution of the General Meeting of the Association in accordance with section 157B of the predecessor Ordinance or section 462 of the Ordinance.
- (g) If he is absent from three consecutive meetings of the Committee or any sub-committee of which he is a member without reasonable cause, as determined by the Committee.

60. Validity of acts

All acts done by any meeting of the Committee, any sub-committee appointed by the Committee or any duly appointed official shall, notwithstanding that there was some defect in the appointment or election of any member of the Committee, sub-committee or Member or representative of a Voting Member acting as aforesaid or that they or any of them were disqualified, be as valid as if every such Member or representative of a Voting Member had been duly appointed or elected and was qualified as a Committee member, sub-committee member or official.

61. Safe custody of the Seal of the Association

The Committee shall provide for the safe custody of the Seal of the Association.

62. Who may affix the Seal of the Association

The Seal of the Association shall not be affixed to any instrument, writing or 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 of the Association. Until such regulations are made all instruments, writings or documents requiring the Seal of the Association to be affixed thereto shall be signed by any two of the Chairman, Vice-Chairman, Treasurer and Secretary.

63. Application of assets of the Association

The income and property of the Association shall be applied solely towards the promotion of the objects of the Association as set out in its Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the persons or organizations who at any time are or have been Members or any of them provided that nothing herein contained shall prevent the payment in good faith of remuneration to any official or servant of the Association or to any Member thereof or any other person in return for services actually rendered.

Alteration Of Articles

64. Alteration of Articles

- (a) No addition, alteration or amendment shall be made to or in this Articles of Association for the time being in force, unless such addition, alteration or amendment has previously been submitted to and approved by the Registrar of Companies in writing or is made under a direction given under section 104(2)(b) or 105 of the Ordinance.
- (b) Without prejudice to Article 64(a) above, no Article of the Association shall be altered or revoked nor a new Article introduced unless at least twenty-one days' notice of such intention has been given to all Members and a resolution in favour of such alteration or new Article has been passed by a three-quarters majority of those present and entitled to vote at a General Meeting convened for such purpose.

Accounts

65. Accounting Records

The Committee must keep accounting records that:

- (a) comply with Subdivision 2 of Division 4 of Part 9 of the Ordinance, and
- (b) enable the members of the Council to prepare financial statements for each financial year in accordance with Subdivision 3 of Division 4 of Part 9 of the Ordinance.

The accounting records shall be kept at the registered office of the Association, or, subject to the applicable statutory requirements, at such other place or places as the Committee Members think fit, and shall always be open to the inspection of the Committee Members.

66. Inspection of accounting records by Members

The Committee shall, subject to Article 68 (Accounts) of these Articles, from time to time determine at what times and places and under what conditions or regulations the accounting records of the Association shall be open to inspection of Members not being members of the Committee.

67. Inspection of accounting records by auditors

Once at least in every year the accounts of the Association shall be examined and the correctness of the financial statements ascertained by one or more properly qualified auditor or auditors.

The Committee shall from time to time, in accordance with the requirements of the Ordinance, cause to be prepared and to be laid before the Association in annual general meeting reporting documents as are required by the Ordinance.

A copy of the reporting documents which is to be laid before the Association in annual general meeting shall not be less than 21 days before the date of the meeting be sent to every member of the Association; Provided that this article shall not

require a copy of those documents to be sent to any person of whose address the Association is not aware.

Auditors shall be appointed and their duties regulated in accordance with the applicable statutory requirements.

68. Accounts

Sufficient accounting records shall be kept of the sums of money received and expended by the Association, and the matter in respect of which such receipt and expenditure takes place, and of the property, credits and liabilities of the Association, and, subject to any reasonable restrictions as to the time and matter of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being, shall be open to the inspection of the members. Once at least in every financial year the accounts of the Association shall be examined, and the correctness of the financial statements ascertained by one or more properly qualified auditor or auditors.

Notice

69. Members' addresses

Every Member shall register with the Association an address either in Hong Kong or elsewhere to which notices can be sent. Every Member shall notify the Secretary in writing of every change of his or its registered address. If any member shall fail to register an address or to give notice of any change of his or its address in accordance with this Article, notices may be given to such Member by sending the same in any of the manners hereinafter mentioned to his or its last known place of business or residence or, if there be none, by posting the same for three days at the registered office of the Association.

70. Giving notice

A Notice may be given by delivery, prepaid letter (airmail in the case of a registered address outside Hong Kong), cable, telex, or facsimile message.

71. Time of service of notice

- (a) A notice delivered to the registered address shall be deemed to have been served at the time of delivery.
- (b) A notice sent by prepaid letter to an address in Hong Kong shall be deemed to have been served on the day following its posting.
- (c) A notice sent by prepaid airmail letter to an address outside Hong Kong shall be deemed to have been served on the fifth day following its posting.
- (d) A notice sent by cable shall be deemed to have been served on the day following the dispatch of the cable.
- (e) A notice sent by telex or facsimile shall be deemed to have been served at the time of sending provided that the outgoing telex or facsimile shows its receipt of the notice through the automatic response of the addressee's telex or facsimile machine, except that if a telex or facsimile notice is sent on a day which is not a business day in the country of the addressee it shall be deemed received on the next day after sending which is a business day.

- (f) In the case of a notice sent by prepaid letter, in proving service thereof it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and stamped and was deposited in a post box or at the post office.

72. **Counting of days' notice**

Where a given number of day's notice or notice extending over any other period is required to be given, the day of service of the notice and the day of the meeting shall not be included in such number of days or other period. The signature to any notice to be given by the Association may be written or printed.

73. **Accidental omission to give notice**

The accidental omission to give notice of a meeting or to send any other document to or the non-receipt of such notice or other document by any Member entitled to receive such notice or document shall not invalidate any resolution passed or the proceedings at any meeting.

74. **Entitlement to receive notices**

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

Indemnity

75. **Indemnity of Members by the Association**

Every agent, auditor, secretary and other officer (other than a Committee Member) for the time being of the Association shall be indemnified out of the assets of the Association against any liability incurred by him in relation to the Association in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connexion with any application under section 358 of the predecessor Ordinance or section 903 or 904 of the Ordinance in which relief is granted to him by the court.

76. **Interests in Subsidiary or another body corporation**

The Association shall not form a subsidiary or hold a controlling interest in another body corporate, unless the formation of such a subsidiary or the holding of such a controlling interest has previously been approved by the Registrar of Companies in writing.

Winding Up

77. Disposal of Assets after Dissolution

If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association but if and so far as effect can be given to the next provision shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Article 11 (Application of Income and Property) hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, or in default thereof by a Judge of the The High Court of the Hong Kong Special Administrative Region having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to such provision then to some charitable object or objects.

78. The provision of Articles 6 (Contribution by Members) and 78 (Disposal of Assets after Dissolution) of the Association's Articles of Association relating to the winding up or dissolution of the Association shall have effect and be observed as if the same were repeated in these Articles.

WE, the several persons whose names, addresses and descriptions are given below, are desirous of being formed into an Association, in pursuance of this Articles of Association.

Names, Addresses and Descriptions of Signatories

LAI KWOK KUI, PHILIP (黎國駒) of
14F Elegance Court, Discovery Bay, Hong Kong
Fisheries Consultant

PANG YIU SON (彭耀臣) of
1 Floor, Man Cheong Building
31 Man Cheong Street, Ferry Point, Kowloon,
Computer Director

KEUNG YIN MAN (姜彥文) of
2 Floor, 6 Ping Lan Street, Apleichau,
Hong Kong
Company Director

ROBERT L. WILSON of
27 Floor, Manulife Tower, 169 Electric Road,
Hong Kong,
Managing Director

JONATHAN A. GRAY of
33A Yung Shue Wan Main Street,
North Lamma Island,
Managing Director

DOUGLAS J. KING of
35 Floor, Jardine House, Central, Hong Kong
General Manager – Marketing,
Hong Kong Tourist Association

YEUN WAI (袁偉) of
31 Mahbo Cheun, Lok Day Tong, Mui Wo,
Lantau, Hong Kong,
Company Director

WAN TUNG LAM (溫東林) of
20 Lo Wai Village, Pui O, Lantau Island
Company Director

CHAN YING LUN (陳英麟) of
Room 1507, Tower 3, China Hong Kong City,
Kowloon,
Corporate Affairs Manager
San Miguel Brewery Ltd.

Dated the 8th day of April, 1991

WITNESS to the above signatures:

Hung Chung Hing (洪忠興)
Flat 711, Block H, Kornhill, Hong Kong
Manager, Product Development Department.
Hong Kong Tourist Association