

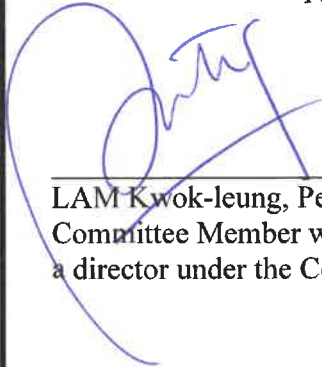
NEW
ARTICLES OF ASSOCIATION
OF
HONG KONG CHINA DRAGON BOAT ASSOCIATION
中國香港龍舟總會

(Adopted by a Special Resolution Passed on 29th September, 2023)

Incorporated the 13th day of June, 1991.

HONG KONG

Certified as a true copy by:



LAM Kwok-leung, Peter, JP
Committee Member who is deemed to be
a director under the Companies Ordinance

Company No.: 314206

The Companies Ordinance
(Chapter 622)

Hong Kong China Dragon Boat Association
中國香港龍舟總會
(the “Association”)

Special Resolution

Passed on the 22nd day of July, 2022

At a general meeting of the Association duly convened and held at Meeting Room, 1/F., Olympic House, No. 1 Stadium Path, So Kon Po, Causeway Bay, Hong Kong on Friday, 22nd July, 2022 at 5:00. p.m., the following resolution was duly passed as a Special Resolution of the Association:-

“THAT the new articles of association produced to the meeting (the “**New Articles**”) (which, for the purpose of identification, have been marked “A” and initialed by the chairman of the meeting) be and are hereby approved and adopted as the articles of association of the Association in substitution for and to the exclusion of the articles of association of the Association immediately before the passing of this special resolution; and

THAT any executive committee member or the company secretary of the Association be and is hereby authorised to do any or all such acts, deeds and things and execute any or all such documents as may be necessary or expedient to give full effect to the adoption of the New Articles and to make relevant registration and filing in accordance with the relevant requirements under the applicable laws and regulations in Hong Kong.”

Date: 22nd July, 2022

(sd.) LAM Kwok-leung, Peter, JP

LAM Kwok-leung, Peter, JP
Chairman of the Meeting

Company No.: 314206

**THE COMPANIES ORDINANCE
(CHAPTER 622)**

SPECIAL RESOLUTIONS

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 1730hrs 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

Company Number: 314206

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(i)

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. 314206

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. 314206

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. 314206

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

ARTICLES OF ASSOCIATION

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THE COMPANIES ORDINANCE (CHAPTER 622)

Company Limited by Guarantee
and not having a share capital

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

(As adopted by a special resolution passed on 29th September, 2023)

1. Name

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

2. Definitions

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

“Annual General Meeting” means the annual general meeting of the Members.

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

“business day” means any day other than a Saturday, Sunday or public holiday in Hong Kong on which banks of Hong Kong are normally open for ordinary banking business.

“Committee” means the committee for the time being of the Association as constituted under Article 25.

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

“General Meeting” means a general meeting of the Members specifically summoned, who by these Articles are entitled to vote at such general meeting other than the Annual General Meeting or its adjournment.

“Governing Body” means in the absence of the Committee, the governing body for the time being of the Association.

“HK\$” means Hong Kong dollars, the legal currency of Hong Kong.

“HKICPA” means The Hong Kong Institute of Certified Public Accountants.

“Hong Kong” means The Hong Kong Special Administrative Region of the People’s Republic of China.

“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.

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

“Members’ Meeting” means an Annual General Meeting and/or a General Meeting (as the case may be).

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

“ordinary resolution” has the meaning ascribed thereto by the Ordinance.

“predecessor Ordinance” means the predecessor Companies Ordinance as defined in section 2(1) of the Ordinance.

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

“Registered Office” means the registered office for the time being of the Association.

“Registrar” means the Registrar of Companies appointed under Section 21(1) of the Ordinance.

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

“Rules” means the rules of the Association as amended, supplemented or otherwise modified from time to time.

“Seal” means the common seal for the time being of the Association.

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

“special resolution” has the meaning ascribed thereto by the Ordinance.

“these Articles” means the articles of association of the Association as amended, supplemented or otherwise modified from time to time.

3. Objects

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

4. Interpretation

(a) Unless the context otherwise requires, these Articles shall be construed by 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 Articles) Notice, Cap. 622H of the Laws of Hong Kong are hereby excluded.

- (c) Words importing the masculine gender include the feminine and neuter genders 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 undertakes to contribute to the assets of the Association, in the events of the same being wound up or dissolved during the time that he is a Member, or within one year afterwards, for the 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 or dissolving the Association, and for the adjustments of the rights of the contributories amongst themselves, such amount as may be required not exceeding HK\$100.

For the purpose of this Article, only Voting Members are considered to be the Members.

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, regional, 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 national, regional and/or 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, regional 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 the 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 contestants, 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 do not prohibit the distribution of its income and property amongst its members or associated personnel to an extent at least as 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 purpose of furtherance of the objects 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 purpose of furtherance of the objects 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 the 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 and necessary in furtherance of the objects of the Association.
- (m) To borrow or raise money for the purpose of furtherance of the objects of the Association on such reasonable terms and conditions and 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 this Article 7, to hire, employ and dismiss instructors, coaches, boat builders, boatmen, secretaries, clerks, managers, servants, workmen and any other staff for the purpose of furtherance of the objects of the Association and to pay them and other persons in return for services rendered to the Association, salaries, wages, gratuities, bonus, pensions and other emoluments.
- (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.
- 8. Powers of the Association**

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 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 7 above, the Association may be affiliated to the Sports Federation & Olympic Committee of Hong Kong, China and any internationally recognized regional or international federation of dragon boat associations.
- 11. Application of income and property**
 - (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 Articles 11 (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.
 - (c) No member of the Committee or the Governing Body shall be appointed to any salaried office of the Association, or any office of the Association paid by wages or fees and no remuneration or other benefit in money or money's worth (except as provided in Article 11(e) below) shall be given by the Association to any member of the Committee or the Governing Body.
 - (d) Nothing herein shall prevent the payment, in good faith, by the Association of reasonable and proper remuneration to any officer, servant or employee of the Association, or to any Member not being a member of the Committee or the Governing Body in return for any services actually rendered to the Association.
 - (e) Nothing herein shall also prevent the payment, in good faith, by the Association of:-
 - (i) reimbursement to any member of the Committee or the Governing Body for out-of-pocket expenses properly incurred by him for the Association;
 - (ii) interest on money lent by any Member or member of the Committee or the 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 HK\$ loans;

- (iii) reasonable and proper rent for the premises demised or let by any member of the Association or its Committee or Governing Body; 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) remuneration or other benefit in money or money's worth to a body corporate in which a member of the Association or 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 registered capital / issued shares 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 Articles 11(d) and(e) above.

Membership

12. Classes

The Association shall have the following classes of membership:

- (a) Voting Members;
- (b) Ordinary Members; and
- (c) Individual Members.

13. Number of Members

The number of Members with which the Association proposed to be registered in June 1991 was limited to 1,000 but the Committee may, when it thinks fit, register an increase of Members. The Committee has decided to increase the number of Members to 4,000.

14. Eligibility

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

- (a) Any legally constituted organization (e.g. a company incorporated or registered under the Ordinance, an organization registered under the Societies Ordinance, Chapter 151 of the Laws of Hong Kong and a firm established with valid business registration with the Inland Revenue Department of Hong Kong) ("**Legally Constituted Organization**"), or the sports arm of an/a educational / vocational institution, governmental / regulatory authority or district council and a club providing social intercourse, recreation or sport facilities to its members, which promotes dragon boat racing in Hong Kong and which is willing to bind itself to observe these Articles and the Rules may apply to the Association to be an **Ordinary Member** which shall not be entitled to vote at any Members' Meeting.
- (aa) Any Legally Constituted Organization which has been an Ordinary Member for 3 consecutive years may apply to the Committee to be a **Voting Member** which shall have voting right at any Members' Meeting.
- (b) Any person who is at least 12 years old and resident in Hong Kong and is willing to bind himself to observe these Articles and the Rules may apply to the Association to be an **Individual Member**, but such person shall not be entitled to vote at any Members' Meeting.

15. Application

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 annual 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 Members present at or participating in and voting at a meeting of the Committee.

(aa) An eligible Ordinary Member may apply and be admitted as a **Voting Member** by a majority of the Committee Members present at or participating in and voting at a meeting of the Committee.

(b) Any person eligible for membership of the Association may apply and be admitted as an **Individual Member** in such manner as may be prescribed by the Committee.

(c) The Committee may invite any person to become:

- (a) Honorary Life Presidents;
- (b) Patrons;
- (c) Vice Patrons;
- (d) Honorary Patrons;
- (e) Presidents;
- (f) Vice Presidents;
- (g) Honorary Presidents;
- (h) Governors;
- (i) Vice Governors;
- (j) Honorary Governors;
- (k) Principal Advisors;
- (l) Advisors;
- (m) Honorary Advisors;
- (n) Consultants; and
- (o) Honorary Consultants.

(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 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 the purpose of considering the application for admission as a Member, the Committee may prepare and adopt at a meeting of the Committee a membership admission guideline setting out the criteria for the admission of Members and other procedures relating thereto.

- (g) In the event of deferring the consideration of, and rejecting, an application for membership of the Association, the Committee shall not be required to give any reason.

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 Members 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, whether contained in these Articles or made pursuant to any power granted hereby.
- (b) Every Individual Member agrees to accept responsibility for his own actions and Voting Members and Ordinary Members agree to accept responsibility for the actions of their own members.

19. Entry fees and annual 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 to time prescribe and endorsed by the Association in Members' Meeting.

20. Suspension and termination for non-payment of annual subscription

- (a) A Member whose annual 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 annual subscription has not been paid within four months of its due date shall cease automatically to be a Member.
- (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 annual 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 annual 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 or participating and voting.
- (c) A Member shall be given at least fourteen days' notice of the meeting of the Committee 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 within 14 days after the date of suspension or termination to the appeal committee to be set up by the Association (the “**Appeal Committee**”). The members of the Appeal Committee shall be appointed and removed by the Committee and shall comprise non-Committee Members, who have not been present or participated in the meeting of the Committee as stated in article 21(b) just above. The decision of the Appeal Committee shall be final and conclusive. The Appeal Committee shall be dissolved when the purpose of its setting up is fulfilled or satisfied.

22. Bankruptcy or liquidation

A Member who/which becomes bankrupt/insolvent 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 absolute 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, but shall not be entitled to any refund of entrance fee or annual subscription or any part thereof. Such Member shall pay any fee or subscription in arrears with the Association when tendering resignation or seeking retirement from the Association.

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 an Ordinary Member) from entering 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 and address from the Register of Members and notify the former Member in writing of his or its removal.

24A. Other causes of cessation of membership

In addition to the above, an Individual Member may cease membership of the Association if:

- (a) he becomes of unsound mind or lunatic;
- (b) he is removed from membership by an ordinary resolution at a Members’ Meeting; or
- (c) he passed away.

Committee Members

25. Number and titles

The Committee Members shall include a Chairman, not more than 3 Vice-Chairmen, a Treasurer, a 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 Members’ Meeting. The Committee Members shall elect among

themselves the Chairman, not more than 3 Vice-Chairmen, the Treasurer and the Secretary every year at the first meeting of the Committee after the conclusion of 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 maintaining the accounts and funds of the Association and shall cause audited financial statements to be published as directed by the Committee.

27. Secretary

The first Secretary was the Honorary Secretary (formerly known as the Honorary Secretary General) Mr. Hung Chung Hing, Mason. The Association may appoint such a professional individual or firm (other than the Honorary Secretary) as it deems fit to be the Secretary for the purpose of sections 474 and 475 of the Ordinance.

28. Minutes

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

- (a) all appointments of officers made by the Committee;
 - (b) the names of the Committee Members present at or participating in each meeting of the Committee, and of the sub-committee(s);
 - (c) all resolutions, dissenting views and proceedings at all meetings of the Association, and of the Committee or sub-committee(s);
- and every member of the Committee or sub-committee present at or participating in any meeting of the Committee or sub-committee(s) 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 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 Registered Office not less than [twenty-eight] days before the date of the notice of 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 of the Committee Members 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 the 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 for more than eight consecutive years . Each term of office of the Chairman shall be two consecutive years if applicable.

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 one of the Vice-Chairmen for the remainder of the Chairman's term of office. Of the two Vice-Chairmen, the subject Vice-Chairman shall have been longer in office since his first election and shall have been serving in the Committee for a longer period. If the Vice-Chairmen shall die, resign or vacate their office in accordance with Article 59 (Vacation of office) before the expiration of their 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, having regard to the diversity of the Committee (including various expertise required for effective governance and fair representation of the interests of the stakeholders of the Association as a whole) 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 the Annual General Meeting or is not required to hold the 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.

32A. Holding of virtual meetings

A meeting of the Committee or its sub-committee(s) may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such meeting constitutes presence of such meeting.

33. Notice

The Secretary shall cause to be sent to every Committee Member, notice of each meeting of the Committee at least seven days before it is due to be held. The agenda and discussion papers shall be sent to every Committee Member at least three days before the meeting.

- 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 but for no other purpose.
- 35. Chairman**
The Chairman shall preside at all meetings of the Committee, or in his absence any one of the Vice-Chairmen shall chair such meetings, or in the absence of both the Vice-Chairmen, a chairman shall be elected from the Committee Members present at or participating in 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.
- 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 or participating 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 or participating 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 Committee Members [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 Committee Members 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 do all such acts the Committee considers necessary or expedient for carrying into effect the objects of the Association as may be exercised and done by the Association and as are not required by statute or by these Articles to be exercised by the Association in Members' Meeting, subject nevertheless to any regulations of these Articles, the provisions of the statutes for the time being in force and

- affecting the Association and such regulations (being not inconsistent with the aforesaid regulations or provisions) as may be prescribed by the Association in Members' Meeting, provided however that no such regulations made by the Association in Members' Meeting shall invalidate any prior acts of the Committee, which would have been valid if such regulation had not been made;
- (c) to carry out policies approved by the Association in Members' Meeting and formulate policy recommendations for consideration by the Association in Members' 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 the Members), and to delegate powers and duties as each sub-committee shall think fit, provided that the powers and duties so delegated are specified in each case;
 - (i) to decide all matters of an international or a regional or national nature affecting or concerning the Association or any of the Members; and
 - (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, sanction, 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 Members' Meeting. All such rules shall be binding on all Members.

Sub-committees

42. Membership, powers and duties of sub-committees

- (a) The Chairman, Vice-Chairmen, 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, dissenting views and resolutions at their meetings and shall furnish copies of all such minutes to the Secretary in a timely manner.

- (c) No person who is not a 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.

Members' 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 meeting of the Members as its annual general meeting in accordance with section 610 of the Ordinance. The Annual General Meeting shall take place within nine months after the end of the accounting reference period of the Association for the purposes of:

- (a) adopting the report of the Committee on the affairs of the Association and the audited financial statements of the Association for the preceding financial year (both of which shall be in writing);
- (b) electing Committee Members;
- (c) appointing an auditor and fixing its remuneration; 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.

45A. Holding of Virtual Members' Meeting

A Members' Meeting may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such meeting constitutes presence of such meeting.

46. Notice of Members' Meetings

- (a) The Secretary shall send to every Member at least fourteen 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 inviting nomination of candidates for election as Committee

Members to be sent to the Secretary at least twenty-eight days before the date of the Annual General Meeting.

- (c) The Secretary shall send to every Member at least twenty-one days before the date of each Annual General Meeting held pursuant to Article 44 (Annual General Meeting) notice of the Annual General Meeting, specifying the place, date and time at which it is to be held 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 and a list of the candidates nominated for election as Committee Members.

47. Entitlement to attend Members' Meetings

The representative appointed in writing by each Voting Member or his delegate and the Voting Member's proxy 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 a 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 the election of the Committee Members and the appointment and fixing of the remuneration of the auditors.

49. Chairman

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

50. Quorum

No business shall be transacted at any Members' Meeting unless a quorum is present when the meeting proceeds to business and continues to be present throughout the length of the meeting. The quorum shall be fifteen persons who are the representatives or proxies of the Voting Members or the representatives' delegates 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 the 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 or proxies of the Voting Members or the representatives' delegates 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 Members' 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 or proxy of each Voting Member or delegate of the appointed representative 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 (or his delegate) or proxy 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 Members' Meetings in the manner hereinafter provided. No appointed representative or proxy of a Voting Member or delegate of the representative shall be entitled to vote at any Members' Meeting unless the subscription due to the Association from the Voting Member which appointed him shall have been paid.

53. Voting

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

- (a) the chairman; or
- (b) at least 2 Voting Members present by representative or his delegate or by proxy; or any Member or Members present in person or by representative or his delegate or proxy representing at least 5 per cent of the total voting rights of all the Members having the right to vote at the meeting, whichever is the lower.

Unless a poll be so demanded, a declaration by the chairman of the meeting that a resolution has been carried or otherwise on a 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 Members' 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 or proxy of a Voting Member or delegate of the representative present shall have one vote. Votes may be given either by the representative or his delegate or the proxy. A proxy need not be the appointed representative of another Voting Member or his delegate. 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 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 or its Chinese counterpart:

Hong Kong China Dragon Boat Association
中國香港龍舟總會
(thereafter the "Association")
(Incorporated in Hong Kong)

FORM OF PROXY

We, (Name of the Club)
represented by (Name of the Authorised Representative or his delegate), being a Voting Member of the Association, hereby appoint (Name of the Proxy) of _____ as our proxy to attend, speak and vote for us on our behalf at the Annual General / General Meeting* of the Association to be held on [day], [date] at [time] (thereafter the "Meeting") and at the adjournment thereof.

(*As the case may be)

Date: _____

Chop of the Club and
Name of Authorized Representative/his Delegate and Signature

Notes:

- (1) A Voting Member entitled to attend, speak and vote at the Meeting is entitled to appoint a proxy to attend, speak and vote on its behalf at the Meeting. A proxy need not be the appointed representative of a Voting Member of the Association or his/her delegate.
- (2) The instrument appointing a proxy or attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority is requested to be deposited at Unit 21, 28/F, New Tech Plaza, 34 Tai Yau Street, San Po Kong, Kowloon, Hong Kong not less than 48 hours before the time for holding the Meeting.

General

58. Declaration of interest

A Committee Member or a member of any sub-committee of the Association, or any official, servant or employee of the Association, 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, has to declare the nature of his interest in the manner required by section 536 of the Ordinance.

A Committee Member or a member of any sub-committee of the Association 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 or sub-committee that a Committee Member or a member of the sub-committee is to be regarded as having an interest of the nature and to the extent as specified in the notice, in any contract, arrangement or transaction 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 or the member of the sub-committee has an interest in any contract, arrangement or 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 if:

- (a) he becomes bankrupt or makes any arrangement of composition with his creditors generally;
- (b) he becomes of unsound mind or lunatic;
- (c) he ceases to be an Individual Member or the appointed representative of a Voting Member, or if his or its membership is suspended;
- (d) by notice in writing to the Association, he resigns his office;
- (e) he ceases to be a member of the Committee or sub-committees under the Ordinance or under the Companies (Winding Up and Miscellaneous Provisions) Ordinance, Cap. 32 of the Laws of Hong Kong, or is prohibited from being a director by law;
- (f) he is removed from office by an ordinary resolution of the Members' Meeting in accordance with section 462 of the Ordinance;
- (g) 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; or
- (h) he passed away.

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 Committee Member, member of the sub-committee, Member or representative of a Voting Member acting as aforesaid or that they or any of them were/was 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

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

62. Who may affix the Seal

The Seal 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. Until such regulations are made, all instruments, writings or documents requiring the Seal to be affixed thereto shall be signed by any two of the Chairman, Vice-Chairmen, 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 these Articles and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the persons who or organizations which 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, servant or employee of the Association or to any Member 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 these Articles for the time being in force, unless such addition, alteration or amendment has previously been submitted to and approved by the Registrar 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) just above, no article of these Articles shall be altered or revoked nor a new article introduced unless at least fourteen 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 or participating and entitled to vote at a Members' 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 Committee Members 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, 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 and the provision of the Ordinance, 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 the Members not being Committee Members.

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 the reporting documents as are required by the Ordinance.

The annual financial statements of the Association shall be made up to 31 March (or any other date as reasonably determined by the Committee) in each calendar year or prepared by each accounting reference period as required by the Ordinance. The financial statements must be prepared to show a true and fair view of the state of affairs of the Association and explain its transactions and follow the accounting standards issued or adopted by HKICPA or its successors and adhere to all of the recommended practices of the HKICPA or its successors

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 entitled to receive the same; 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.

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.

70. Giving notice

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

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 facsimile or email shall be deemed to have been served at the time of sending provided that (i) the outgoing facsimile shows its receipt of the notice through the automatic response of the addressee's facsimile machine, except that if a 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; and (ii) the address of the outgoing email was that of the Member being served with such notice.
- (e) 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 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.

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 and Subsidiary

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 connection with any application under section 903 or 904 of the Ordinance in which relief is granted to him by the court.

(1) Subject to section 468 of the Ordinance, every officer, servant or employee of the Association (other than a Committee Member) shall be indemnified out of the funds and assets of the Association against all liabilities incurred by him in the proper and reasonable discharge of his duties as such officer, servant or employee in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with an application under sections 903 and 904 of the Ordinance in which relief is granted to him by the court provided that none of the funds and assets of the Association shall be applied in payment of the whole or part of any fine or penalty imposed upon any person by sentence or order of a Court of Justice.

(2)(A) A current or former Committee Member may be indemnified out of the Association's assets against any liability incurred by him to a person other than the Association or an associated company of the Association (the "**Associated Company**") in connection with any negligence, default, breach of duty or breach of trust in relation to the Association or the Associated Company (as the case may be).

(B) Paragraph (A) just above only applies if the indemnity does not cover:

- (a) any liability of the Committee Member to pay:
 - (i) a fine imposed in criminal proceedings; or
 - (ii) a sum payable by way of a penalty in respect of non-compliance with any requirement of a regulatory nature; or
- (b) any liability incurred by the Committee Member:

- (i) in defending criminal proceedings in which the Committee Member is convicted;
 - (ii) in defending civil proceedings brought by the Association, or an Associated Company in which judgment is given against the Committee Member;
 - (iii) in defending civil proceedings brought on behalf of the Association by a Member or a member of an Associated Company in which judgment is given against the Committee Member;
 - (iv) in defending civil proceedings brought on behalf of an Associated Company 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 Committee Member; or
 - (v) in connection with an application for relief under section 903 or 904 of the Ordinance, in which the Court refuses to grant the Committee Member relief.
- (C) A reference in paragraph (B)(b) just above to a conviction, judgment or refusal of relief is a reference to the final decision in the proceedings.
- (D) For the purpose of paragraph (C) just above, 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.
- (E) For the purpose of paragraph (D)(b) just above, 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.
- (3) Every Voting Member, Ordinary Member and Individual Member shall indemnify and keep indemnified the Association against all liabilities, costs, claims, damages and loss caused to the Association or any third party arising out of his participation in any activity organized by the Association.

76. Independent auditor's insurance

- (1) The Committee Members may decide to purchase and maintain insurance, at the expense of the Association, for an independent auditor of the Association or an independent auditor of an Associated Company against:
- (a) any liability to any person attaching to the independent 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 independent auditor in relation to the Association or any of the Associated Companies (as the case may be); or
 - (b) any liability incurred by the independent auditor in defending any proceedings (whether civil or criminal) taken against the independent auditor for any negligence, default, breach of duty or breach of trust

(including fraud) occurring in the course of performance of the duties of independent auditor in relation to the Association or any of the Associated Companies (as the case may be).

- (2) In this Article, a reference to the performance of the duties of an independent auditor includes the performance of the duties specified in sections 415(6)(a) and (b) of the Ordinance.

77. 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 in writing.

Winding Up

78. Disposal of assets after dissolution

- (a) 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 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 at or before the time of winding up or dissolution of the Association, or in default thereof by a Judge of the High Court of Hong Kong 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.
- (b) The provision of each of Articles 6 (Contribution by Members) and 78 (Disposal of assets after dissolution) of these Articles 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.

Miscellaneous

79. Records

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

80. Miscellaneous

- (a) All matters not specially provided by these Articles shall be left to the decision of the Committee whose ruling shall be final and conclusive.
- (c) Any question as to the interpretation of these Articles shall be left to the Committee whose decision on any point shall be final and binding on all the persons affected.

81. Anti-Doping

The Anti-Doping Rules promulgated by The Sports Federation & Olympic Committee of Hong Kong, China and/or Hong Kong Anti-Doping Committee (as the case may be) from time to time shall be incorporated into these Articles and any person(s) (whether Members or not) taking part in any of the activities of the Association or in any

activities with which the Association may be associated or affiliated, who act(s) in breach thereof, shall be subject to discipline as imposed by the Committee as it deems fit and proper.

82. Corporate governance

The Association is committed to the fostering and implementation of good corporate governance practices and sound ethical culture and the strict compliance with the policies and procedures established or developed in the conduct of the business and activities of the Association and in the best interests of the Association and the Members as a whole so as to (i) suit the organisation structure, resource capability and operational needs of the Association; and (ii) enhance the accountability of the Committee and its sub-committees.

83. Anti-Corruption

Each of the Committee Members, members of the sub-committees of the Committee, as well as the officers, staff and employees of the Association should enhance his integrity awareness and make himself familiarise with the spirit, code and legislation of the Prevention of Bribery Ordinance, Chapter 201 of the Laws of Hong Kong in relation to (i) anti-corruption; and (ii) non-acceptance from, and prohibition from offer to, persons with whom they have official dealings of advantage (other than token gifts) and entertainment. They should also safeguard their core functions against the risks of nepotism and other malpractices.

The Committee should from time to time make reference to and consider for adoption the appropriate recommended principles, standards and practices set out in, amongst others, the following of the “Best Practice Reference for Governance of National Sports Associations (“NSAs”)” issued by the Independent Commission Against Corruption of Hong Kong, namely (i) Sample: Code of Conduct for NSA Board Members; and (ii) Sample: Code of Conduct for Employees of NSAs.

The several persons, being the founder members (formerly known as the initial subscribers when registering the Association in May 1991) of this Association (“**Founder Members**”), whose names and descriptions are given below were desirous of being formed into an association.

Names and Descriptions of Founder Members
<p>LAI KWOK KUI, PHILIP (黎國駒) Fisheries Consultant</p> <p>PANG YIU SON (彭耀臣) Computer Director</p> <p>KEUNG YIN MAN (姜彥文) Company Director</p> <p>ROBERT L. WILSON Managing Director</p> <p>JONATHAN A. GRAY Managing Director</p> <p>DOUGLAS J. KING General Manager – Marketing</p> <p>YEUN WAI (袁偉) Company Director</p> <p>WAN TUNG LAM (溫東林) Company Director</p> <p>CHAN YING LUN (陳英麟) Corporate Affairs Manager</p>