

Proposed Draft New AA (Final)

**THE COMPANIES ORDINANCE (CHAPTER 622)
COMPANY LIMITED BY GUARANTEE**

ARTICLES OF ASSOCIATION

OF

CHINESE BANKERS CLUB, HONG KONG Proposed Draft New AA (Final)

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OF

**CHINESE BANKERS CLUB, HONG KONG
(香港銀行華員會)**

(As amended by Special Resolution date [])

COMPANY NAME

1. The name of the company is “Chinese Bankers Club, Hong Kong” (香港銀行華員會) and in these Articles, it is called the “Club”.

REGISTERED OFFICE

2. The Registered Office of the Club is in Hong Kong.

MEMBERS' LIABILITIES

3. The liability of the members is limited.

LIABILITIES OR CONTRIBUTIONS OF MEMBERS

4. Every member of the Club undertakes to contribute to the assets of the Club in the event of its being wound up while he is a member, or within 1 year afterwards, for the payment of the debts and liabilities of the Club contracted before he ceases to be a member, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding the sum of TWENTY Hong Kong dollars.

INTERPRETATION

5. (1) In these Articles:

“Articles” (本《章程細則》) means the Articles of Association in their present form or as added to or altered from time to time in accordance with these Articles and the Ordinance as amended from time to time and every other ordinance for the time being in force concerning companies and affecting the Club, and a reference to an “Article” is a reference to an article of these Articles;

“Authorized Institution” means an authorized institution in Hong Kong as defined in Section 2 of the Banking Ordinance (Chapter 155 of the Laws of Hong Kong) and any subsequent modification and amendment thereto;

“Chairman” means the director for the time being holding office as Chairman of the Committee of the Club pursuant to articles 25 to 32;

“Club” means the company registered as “Chinese Bankers Club, Hong Kong” (香港銀行華員會);

“Committee” means the governing body of the Club elected in accordance with the provisions of these articles;

“Committee meeting” means the meeting of the Committee;

“Committee Member” means the member of the Committee who shall be elected in accordance with the provisions of these articles and appointed as director of the Club; and “member of the Committee” is the same as “Committee Member”;

“Electronic communication” means a communication sent by electronic transmission in any form through any medium;

“Executive Committee” means the executive body appointed by the Committee to manage the day to day operation of the Club pursuant to articles 33 to 36;

“in writing” means, unless the contrary intention appears, being construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

“member” means a member for the time being of the Club so registered and approved by the Committee pursuant to article 73;

“mental incapacity” (精神上無行為能力) has the meaning given by section 2(1) of the Mental Health Ordinance (Cap. 136);

“mentally incapacitated person” (精神上無行為能力者) means a person who is found under the Mental Health Ordinance (Cap. 136) to be incapable, by reason of mental incapacity, of managing and administering his or her property and affairs;

“Ordinance” (《條例》) means the Companies Ordinance (Cap. 622, Laws of Hong Kong) and subsidiary legislation made under it;

“Ordinary resolution” means a resolution that is passed by a simple majority in accordance with section 563 of the Ordinance;

“proxy notice” (代表通知書) – means a proxy notice in such form(s) as prescribed in article 90;

“Secretary” means the director for the time being holding office as Secretary of the Committee of the Club pursuant to articles 25 to 32;

“Special resolution” means a resolution that is passed by a majority of at least 75% in accordance with section 564 of the Ordinance;

“Treasurer” means the director for the time being holding office as Treasurer of the Committee of the Club pursuant to articles 25 to 32;

“Vice Chairman” means the director for the time being holding office as Vice Chairman of the Committee of the Club pursuant to articles 25 to 32.

- (2) Other words or expressions used in these Articles have the same meaning (if not inconsistent with the subject or context) as in the Ordinance as in force on the date these Articles become binding on the Club.
- (3) 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.
- (4) Words and expressions denoting one gender shall include all genders, and the singular includes the plural and vice versa.
- (5) References to any statute or statutory provision are construed as relating to any statutory modification or re-enactment thereof for the time being in force.
- (6) Headings in these Articles are for information only.

AMENDMENTS TO ARTICLES OF ASSOCIATION

6. No addition, alternation or amendment shall be made to or in these Articles, unless such addition, alternation or amendment has previously been submitted to and approved by the Registrar of Companies in writing or is made under a direction given under section 104(2)(b) or 105 of the Ordinance.

FORMATION OF SUBSIDIARY

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

MODEL ARTICLES NOT TO APPLY

8. (1) The model articles of association in Schedule 3 of the Companies (Model Articles) Notice (Chapter 622H, Laws of Hong Kong) shall not apply to the Club.

- (2) Table A in the First Schedule of the predecessor Ordinance, that is the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) that was in force immediately before 3 March 2014, shall not apply to the Club and these Articles alone shall constitute the regulations of the Club.

OBJECTS AND POWERS

OBJECTS OF THE CLUB

9. The objects for which the Club is established are:
- (1) To promote mutual benefits and welfare, and develop friendly relationship among members of the Club, and to further practical banking and banking related knowledge of the members of the Club.
 - (2) To provide services, facilities or opportunities for members of the Club to share information, experience and ideas in relation to the banking industry or other related industries in Hong Kong, Mainland and abroad.

POWERS OF THE CLUB

10. To achieve the above objects, the Club has the following powers:
- (1) To admit any persons to be members of the Club on such terms, and to confer on them such rights and privileges as may seem expedient.
 - (2) To purchase or otherwise acquire any equipment, machinery, furniture, fixtures and all other effects of every description necessary or usually or normally used in connection with or for the purpose of objects of the Club.
 - (3) To retain or employ professional or technical advisers or workers in connection with the objects of the Club and to pay such reasonable and proper fees for their services as may be thought expedient.
 - (4) To engage appropriate staff to conduct the affairs of the Club upon such terms and generally as shall be deemed necessary and/or expedient for the purposes of the Club.
 - (5) To prepare, print and publish any periodicals, circulars, newsletters, leaflets or other literature or to make any materials which may be thought desirable for the promotion of the interests of the Club and its members and others interested in the objects of the Club and to distribute among its members and others, information and statistics on all matters affecting the said objects, and in these or other activities undertake the duties of advertising and publicity agents.
 - (6) To promote and hold, either alone or in conjunction with any other corporation or association, club or persons, any competition, meeting, exhibition, conference or seminars of any kind with a view to furthering the Club's objects and the raising of money for the purposes of the Club and to offer, give, contribute to and distribute prizes, medals and awards in connection therewith and to promote, give, hold or support dinners, meetings and entertainments of all kinds as the Club may think fit.

- (7) To canvass for and receive subscriptions and other contributions towards the cost of the activities of the Club and generally to raise money for the purpose of the objects of the Club or any of them.
- (8) To enter into any arrangements or contracts with any authorities, local or otherwise or with any person or company that may seem conducive to the objects of the Club or any of them and to obtain from any such authority, person or company any rights, privileges and concessions which the Club may think desirable to obtain and to carry out, exercise and comply with any such arrangements, contracts, rights, privileges and concessions.
- (9) To subsidize, promote, co-operate with, become a member of, or assist any associations or institutions, incorporated or not incorporated, with objects altogether or in part similar to the objects of the Club provided that the Club shall not support with its funds any association or institution which pays or transfers directly or indirectly any part of its income or property by way of dividend, bonus, or otherwise howsoever, by way of profit to its members.
- (10) To promote or assist in establishing or promoting, and to subscribe to, or become a member of, or amalgamate with, any other associations or clubs whose objects are similar or in part similar to the objects of the Club, or the promotion of which may be beneficial to the Club provided that none of the funds of the Club shall be paid to, nor the Club be amalgamated with any institution or club which pays or transfers directly or indirectly any part of its income or property by way of dividend, bonus, or otherwise howsoever, by way of profit to its members.
- (11) To support and subscribe to any charitable or public body, and any institution, company or club which may be for the benefit of the Club or its employees, to give pensions, gratuities Christmas boxes or charitable aid to any persons who may have served the Club or have been connected with the Club's activities, or to the wife, widow, children or other relatives of any such person; to make payments towards insurance, and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Club.
- (12) Subject to the provisions of Section 115 of the Ordinance to own, buy, lease or in exchange, hire or otherwise acquire suitable buildings or part or parts thereof in Hong Kong or elsewhere and any estate or interest in any rights connected therewith, and to fit and furnish the same; to make arrangements for such building or buildings or part or parts thereof to be properly fitted and furnished for any of the objects of the Club.
- (13) To manage, maintain, improve and develop all or any part of the property, land, building or buildings of the Club and to operate or use in conjunction or co-ownership with others, lease, mortgage, underlet, exchange, surrender, sell, turn to account or otherwise deal with and dispose of the same or any part or parts thereof or interest therein, for such consideration and on such terms and conditions as the Club may think fit for any of the objects of the Club.
- (14) To invest and deal with the moneys of the Club not immediately required, upon such securities and in such manner(s) as may from time to time be determined by the Club.
- (15) To borrow any moneys required for the purposes of the Club upon such terms and on such securities as may be determined by the Club.

- (16) To do all or any of the above things by or through agents or otherwise and either alone or in conjunction with others.
- (17) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

Provided always that:

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

APPLICATION OF INCOME AND PROPERTY

APPLICATION OF INCOME AND PROPERTY

11. The income and property of the Club shall be applied solely towards the promotion of the objects or any of them as set out in these articles.
12. Subject to article 14, no member of the Committee or Executive Committee of the Club shall be appointed to any salaried office of the Club, or any office of the Club paid by fees and no remuneration or other benefit in monies or monies' worth shall be given by the Club to any member of the Committee or Executive Committee.
13. Subject to article 14, none of the income or property of the Club may be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever to any member of the Club.
14. The requirement under articles 12 and 13 above does not prevent the payment by the Club:
- (1) of reasonable and proper remuneration to a member of the Club for any goods or services supplied by such member to the Club;
 - (2) of reimbursement to a member of the Club for out-of-pocket expenses properly incurred by such member for the Club;
 - (3) of interest on money lent by a member of the Club to the Club at a reasonable and proper rate which must not exceed 12% per annum on money lent to the Club by a member.
 - (4) of rent to a member of the Club for premises let by such member to the Club provided that the amount of the rent and the other terms of the lease must be reasonable and proper; and such member must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion; and

- (5) of remuneration or other benefit in money or money's worth to a body corporate in which a member of the Club 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.

NET ASSETS ON WINDING UP AND DISSOLUTION

15. If upon the winding up or dissolution of the Club there remains, after the satisfaction of all its debts and liabilities, any property whatsoever (*the net assets*), the net assets must not be paid to or distributed among the members of the Club but shall only be distributed to some other institution or institutions, having objects similar to the objects of the Club, and which prohibit(s) the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Club under or by virtue of articles 11 to 14 above and this article, such institution or institutions to be determined by a resolution of the members of the Club at or before the time of dissolution and in default thereof by a Judge of the High Court of the Hong Kong Special Administrative Region having jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision, the net assets shall be applied for charitable purposes as directed by a Judge of the High Court of the Hong Kong Special Administrative Region having jurisdiction in the matter.

THE COMMITTEE AND THE EXECUTIVE COMMITTEE

MANAGEMENT

16. The Committee is the governing body of the Club. Subject to the Ordinance and these articles, the business, administration and affairs of the Club are managed by the Committee, which may exercise all the powers of the Club.

The COMMITTEE AND ITS GENERAL AUTHORITY

17. An alteration of these articles does not invalidate any prior act of the Committee that would have been valid if the alteration had not been made.
18. The powers given by this article are not limited by any other power given to the Committee by these articles.
19. A committee meeting at which a quorum is present may exercise all powers exercisable by the Committee.

HONORARY PRESIDENTS AND HONORARY ADVISERS

20. The Committee may invite any banker(s) or meritorious member(s) of the Club, to be the Honorary President(s) or Honorary Adviser(s) of the Club of the same period as the current Committee holds office. The invitation thereto shall be proposed by at least 5 Committee Members and be submitted to the Committee in writing at least 7 days in advance of the Committee Meeting.
21. The Committee may invite any meritorious Life Member(s) of the Club who is/are retired from an Authorized Institution or works in any field other than banking to be the Honorary Adviser(s) of the Club. The invitation thereto shall be proposed by at least 5 Committee Members and be submitted to the Committee in writing at least 7 days in advance of the Committee Meeting.

22. Any Honorary President or Honorary Adviser invited by the Committee under articles 20 and 21 is not a member of the Club by virtue of such invitation and the acceptance, and shall have no executive functions and shall not be entitled to receive notice of general meetings, attend and speak at general meetings, vote, nominate candidate nor stand for election at general meetings unless such Honorary President or Honorary Adviser is a member of the Club and is exercising his rights as a member pursuant to articles 65 to 72.
23. The Honorary President and Honorary Adviser shall not be required to pay applicable fee or subscription, if any, as may then be determined by the Committee from time to time. Any person who has accepted the office of Honorary President or Honorary Adviser may relinquish it at any time upon written notice being given to the Committee.
24. The office of an Honorary President or an Honorary Adviser shall be vacated if he:
 - (1) holds any other office or position of profit under the Club; or
 - (2) becomes bankrupt or make any arrangement or composition with his creditors generally; or
 - (3) is convicted of a criminal offence whether in Hong Kong, Mainland or overseas; or
 - (4) becomes a mentally incapacitated person; or
 - (5) resigns his office by notice in writing to the Club; or
 - (6) is removed from the office of Honorary President or Honorary Adviser by the Committee of the Club

COMMITTEE MEMBERS

25. Unless otherwise determined by the Club in general meeting, the Committee shall be composed of not less than 12 and not more than 75 Committee Members elected pursuant to article 56; and those Committee Members elected shall be appointed as directors of the Club.
26. The term of the Committee shall be two years.
27. The Committee shall consist of the following officers elected from among the Committee Members themselves as soon as practicable after their election by the Annual General Meeting:
 - (a) a Chairman;
 - (b) 2 to 6 Vice Chairmen;
 - (c) a Secretary;
 - (d) a Treasurer;
 - (e) Such other officers (having such duties and responsibilities, and period of holding office) as the Committee may think fit and appropriate.
28. The Chairman shall preside over meetings of the Committee.
29. The Secretary shall keep the record of all the meetings of the Committee and shall keep custody of the properties of the Club.

30. The Treasurer shall maintain financial records of the Club and receive all subscriptions and all other moneys coming into the Club. His receipt shall be the sufficient discharge and he shall pay into the Bank which was chosen by the Committee from time to time all moneys received by him.
31. The Committee may provide for successions and acting designations to cover other contingencies which may arise.
32. The Committee shall be responsible for raising funds as and when necessary from all legitimate sources in order to support the activities of the Club. The Committee shall endeavor to organize all fund raising activities of the Club.

THE EXECUTIVE COMMITTEE

33. The Committee shall appoint such number of their Committee Members to be members of the Executive Committee which shall be responsible for day to day operations of the Club, for such period and such terms as it thinks fit, and may revoke such appointment.
34. Unless and until otherwise determined by the Committee, the Committee shall appoint the following Committee Members to be members of the Executive Committee:-
 - (a) Chairman;
 - (b) Vice Chairmen;
 - (c) Secretary;
 - (d) Treasurer;
 - (e) Other Officers determined by the Committee
35. Unless and until otherwise determined by the Committee, the term of the Executive Committee is of the same period as that of the current Committee which holds office.
36. The Committee may entrust to and confer upon the Executive Committee any of the powers exercisable by it upon such terms and conditions and with such restrictions as it may think fit, and may from time to time revoke, withdraw, alter or vary all or any of such powers.

MEMBERS' RESERVE POWER

37. The members may, by special resolution, direct the Committee Members to take, or refrain from taking, specified action.
38. The special resolution does not invalidate anything that the Committee Members have done before the passing of the resolution.

The COMMITTEE MAY DELEGATE

39. (1) Subject to these articles, the Committee may, if it thinks fit, delegate any of the powers that are conferred on it under these articles—
 - (a) to the Executive Committee or sub-committee(s);
 - (b) by any means (including by power of attorney);
 - (c) to any extent and without territorial limit;
 - (d) in relation to any matter; and
 - (e) on any terms and conditions.

- (2) The Committee may—
 - (a) revoke the delegation wholly or in part; or
 - (b) revoke or alter its terms and conditions.

THE SUB-COMMITTEE

40. The Committee may make rules and regulations providing for the conduct of business of the sub-committee(s) to which it has delegated any of its powers.
41. The Committee may establish and abolish from time to time, in its absolute discretion, such sub-committee(s) as it may determine to be in the best interests of the Club; and may prescribe such rules and regulations governing the composition, appointment process, duration, scope and responsibilities, procedures, remuneration (if any), budgets and other matters pertaining thereto as it determines desirable from time to time.
42. The sub-committee(s) must comply with the rules and regulations made by the Committee.

DECISION-TAKING BY COMMITTEE MEMBERS

COMMITTEE MEMBERS TO TAKE DECISION COLLECTIVELY

43. A decision of the Committee may only be taken:-
 - (a) by a majority of the Committee Members at a meeting; or
 - (b) in accordance with article 44.

44. UNANIMOUS DECISIONS

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

45. CALLING COMMITTEE MEETINGS

- (1) Any request made by the Chairman or by the Secretary on the requisition in writing signed by not less than five members of the Committee stating the reasons for such meetings to be convened may call a committee meeting by giving notice of the meeting to the Committee Members or by authorizing the Secretary to give such notice.
- (2) Notice of a committee meeting must indicate—

- (a) its proposed date and time; and
- (b) where it is to take place.

(3) Notice of a committee meeting must be given to each Committee Member.

46. PARTICIPATION IN COMMITTEE MEETINGS

- (1) Subject to these articles, Committee Members participate in a committee meeting, or part of a committee meeting, when—
 - (a) the meeting has been called and takes place in accordance with these articles; and
 - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- (2) In determining whether Committee Members are participating in a committee meeting, it is irrelevant where a Committee Member is and how they communicate with each other.
- (3) If all the Committee Members participating in a committee meeting are not in the same place, they may regard the meeting as taking place wherever any one of them is.
- (4) The Committee may, if it thinks fit, transact any of its business by the circulation of papers, and a resolution in writing signed or confirmed by cable by a majority of the Committee Members thereof shall be valid and effectual as if it had been passed at a meeting of the Committee, provided that notice of any such action or proposed action is given to all members of the Committee.

47. QUORUM FOR COMMITTEE MEETINGS

- (1) At a committee meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- (2) The quorum for committee meetings may be fixed from time to time by a decision of the Committee, and unless otherwise fixed shall be eleven.

48. MEETINGS IF TOTAL NUMBER OF COMMITTEE MEMBERS LESS THAN QUORUM

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

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

49. CHAIRING OF COMMITTEE MEETINGS

- (1) The Chairman shall preside over meetings of the Committee.
- (2) If the Chairman is absent or in case of disability in a Committee meeting within 5 minutes of the time at which it was to start, one of the Vice Chairmen shall take the chair, or in case there is no such Vice Chairman present, the Committee Members present may choose and appoint one of themselves to be chairman of the meeting.

50. CHAIRMAN'S CASTING VOTE AT COMMITTEE MEETINGS

- (1) If the numbers of votes for and against a proposal are equal, the Chairman or other Committee Member chairing the committee meeting has a casting vote.

- (2) Sub-article (1) does not apply if, in accordance with these articles, the Chairman or other Committee Member is not to be counted as participating in the decision-making process for quorum or voting purposes.

51. CONFLICTS OF INTEREST

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

52. SUPPLEMENTARY PROVISIONS AS TO CONFLICTS OF INTEREST

- (1) A Committee Member or intending Committee Member is not disqualified by the office of Committee Member from contracting with the Club as vendor, purchaser or otherwise.
- (2) The contract mentioned in sub-article (1) or any transaction, arrangement or contract entered into by or on behalf of the Club in which any Committee Member is in any way interested is not liable to be avoided.
- (3) A Committee Member who has entered into a contract mentioned in sub-article (1) or is interested in a transaction, arrangement or contract mentioned in sub-article (2) is not liable to account to the Club for any profit realized by the transaction, arrangement or contract by reason of—
 - (a) the Committee Member holding the office; or
 - (b) the fiduciary relation established by the office.

- (4) Sub-article (1), (2) or (3) only applies if the Committee Member has declared the nature and extent of the Committee Member's interest under the sub-article to the other Committee Members in accordance with section 536 of the Ordinance.
- (5) A Committee Member of the Club may be a director or other officer of, or be otherwise interested in—
 - (a) any company promoted by the Club; or
 - (b) any company in which the Club may be interested as shareholder or otherwise.
- (6) Subject to the Ordinance, the Committee Member is not accountable to the Club for any remuneration or other benefits received by the Committee Member as a director or officer of, or from the Committee Member's interest in, the other company unless the Club otherwise directs.

53. VALIDITY OF ACTS OF MEETING OF THE COMMITTEE

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

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

54. RECORD OF DECISIONS TO BE KEPT

The Committee must ensure that the Club keeps a written record of every decision taken by the Committee under article 43 for at least 10 years from the date of the decision.

55. COMMITTEE’S DISCRETION TO MAKE FURTHER RULES

Subject to these articles, the Committee may make any rule that it thinks fit about—

- (a) how it takes decisions; and
- (b) how the rules are to be recorded or communicated to Committee Members.

APPOINTMENT AND RETIREMENT OF COMMITTEE MEMBERS

56. APPOINTMENT AND RETIREMENT OF COMMITTEE MEMBERS

- (1) Subject to articles 71 and 72, a member who is willing to act as a Committee Member, and is permitted by law and these articles to do so, may be appointed to be a Committee Member—
 - (a) by nomination subject to sub-article (2) and election every 2 years from the members having voting rights at the annual general meeting in alternate years; or
 - (b) by a decision of the Committee.
- (2) To become eligible to stand for election as Committee Member at the annual general meeting, subject to articles 71 and 72, a member must be nominated by the following members having right to nominate at the time being:-
 - (a) One Ordinary Member or Life Member; and

- (b) One Committee Member; and
 - (c) Any one of Chairman, Vice Chairman, Secretary or Treasurer of the existing Committee of the Club
- (3) A Committee Member appointed under sub-article (1)(a) holds office until the conclusion of the next annual general meeting of the year in which election of Committee Members is held but shall be eligible for re-election.
- (4) Unless and until otherwise determined by the Committee, each member having right to nominate may nominate not more than five other members having right to stand for election, to stand for the election referred to in sub-article (1)(a). All such nominated persons must have signified their willingness to act, and all nominations should be in the hands of the Secretary, in writing, 10 days before the annual general meeting of the year in which election of Committee Members is held.
- (5) An appointment under sub-article (1)(b) may only be made to—
- (a) fill a casual vacancy; or
 - (b) appoint a Committee Member as an addition to the existing Committee Members if the total number of Committee Members does not exceed the number fixed in accordance with these articles.
- (6) For the purpose of sub-article (1)(b), only a member having right to stand for election may be appointed to be a Committee Member.
- (7) A Committee Member appointed under sub-article (1)(b) must—
- (a) retire from office at the next annual general meeting in which election of Committee Members is held; or
 - (b) if the Club has dispensed with the holding of annual general meetings or is not required to hold annual general meetings, retire from office before the end of 9 months after the end of the Club's accounting reference period by reference to which the financial year in which the Committee Member was appointed is to be determined.

57. A retiring Committee Member is eligible for reappointment to the office.

58. **COMPOSITE RESOLUTION**

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

59. **TERMINATION OF COMMITTEE MEMBER'S APPOINTMENT**

A person ceases to be a Committee Member if the person—

- (a) ceases to be a director under the Ordinance or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) or is prohibited from being a director by law;

- (b) becomes bankrupt or makes any arrangement or composition with the person's creditors generally;
- (c) becomes a mentally incapacitated person;
- (d) resigns the office of director or Committee Member of the Club by notice in writing of the resignation in accordance with section 464(5) of the Ordinance;
- (e) ceases to be a member having right to stand for election at the time of his election;
- (f) for more than 6 months has been absent without the permission of the Committee from committee meetings held during that period; or
- (g) is removed from the office of Committee Member by an ordinary resolution of the Club.

60. COMMITTEE MEMBERS' EXPENSES

The Club may pay as it thinks fit any travelling, accommodation and other expenses properly incurred by Committee Members in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Club.

INDEMNITY AND INSURANCE FOR COMMITTEE MEMBER

61. INDEMNITY

- (1) A Committee Member or former Committee Member of the Club may be indemnified out of the Club's assets against any liability incurred by the Committee Member to a person other than the Club in connection with any negligence, default, breach of duty or breach of trust in relation to the Club (as the case may be).
- (2) sub-article (1) 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 Club, in which judgement is given against the Committee Member;
 - (iii) in defending civil proceedings brought on behalf of the Club by a member of the Club, in which judgement is given against the Committee Member; or
 - (iv) 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.
- (3) A reference in sub-article (2)(b) to a conviction, judgment or refusal of relief is a reference to the final decision in the proceedings.
- (4) For the purposes of sub-article (3), a conviction, judgment or refusal of relief—
 - (a) if not appealed against, becomes final at the end of the period for bringing an appeal; or
 - (b) if appealed against, becomes final when the appeal, or any further appeal, is disposed of.
- (5) For the purposes of sub-article (4)(b), an appeal is disposed of if—
 - (a) it is determined, and the period for bringing any further appeal has ended; or

- (b) it is abandoned or otherwise ceases to have effect.

62. **INSURANCE**

The Committee may decide to purchase and maintain insurance, at the expense of the Club if it thinks fit, for Committee Members against—

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

COMPANY SECRETARY

63. **APPOINTMENT AND REMOVAL OF COMPANY SECRETARY**

- (1) The Committee may appoint a company secretary for a term, at a remuneration and on conditions it thinks fit.
- (2) The Committee may remove a company secretary appointed by it.

MEMBERS

64. **CLASSES OF MEMBERSHIP**

- (1) The Club may at any time and from time to time:-
 - (a) Create any class or classes of member;
 - (b) Define, limit, restrict, and alter the rights, obligations and privileges appertaining to membership in any class;
 - (c) Admit any person to membership in any class; and
 - (d) Transfer any member from membership in one class to membership in another class.
- (2) Unless otherwise determined by the Club under sub-article (1), the membership of the Club shall consist of five classes of members as prescribed in the articles 65 to 69.
- (3) Any person of Chinese descent working in an Authorized Institution or in other defined non-banking fields pursuant to article 67(1) shall be eligible to apply for membership of the Club by signing and delivering to the Club an application for membership in a form prescribed by the Committee pursuant to articles 65 to 73.

65. **ORDINARY MEMBERS**

- (1) Subject to articles 64 and 70, any person working in an Authorized Institution shall be eligible to apply for membership of an Ordinary Member.
- (2) Ordinary Member who has been an Ordinary Member of not less than 3 months' standing and all moneys presently payable by him to the Club have been paid shall have voting right, right of nomination and right to stand for election at general meetings.

66. **LIFE MEMBERS**

- (1) Subject to article 64, any person working in an Authorized Institution shall be eligible to apply for membership of a Life Member.
- (2) Life Member who has been a Life Member of not less than 3 months' standing shall have voting right, right of nomination and right to stand for election at general meetings.

67. AFFILIATE MEMBERS

- (1) Subject to article 64, any person who is not working in an Authorized Institution but is working in other defined non-banking fields as shall from time to time decided by the Committee including but not limited to asset management, insurance, financial, stock and foreign exchange, shall be eligible to apply for membership of an Affiliate Member.
- (2) Affiliate member shall have no voting right, right of nomination nor right to stand for election at general meetings, nor be entitled to hold any office of the Club.

68. ASSOCIATE MEMBERS

- (1) The class of Associate Members shall consist of Associate Ordinary Members, Associate Life Members and Associate Affiliate Members.
- (2) When an Ordinary Member has ceased to work in an Authorized Institution or is retired from an Authorized Institution, his membership as an Ordinary Member shall be automatically terminated and be converted to one of an Associate Ordinary Member, subject to the provisions herein.
- (3) When a Life Member has ceased to work in an Authorized Institution or is retired from an Authorized Institution, his membership as a Life Member shall be automatically terminated and be converted to one of an Associate Life Member, subject to the provisions herein.
- (4) Any Ordinary Member who is retired from an Authorized Institution and has been an active and meritorious member of the Club for 30 years or more may be appointed Associate Life Member by the Committee and thereafter shall not be liable for any subscriptions.
- (5) When an Affiliate Member has ceased to work in or is retired from the defined non-banking field pursuant to article 67(1), his membership as an Affiliate Member shall be automatically terminated and be converted to one of an Associate Affiliate Member, subject to the provisions herein.
- (6) Associate Members shall have no voting right, right of nomination nor right to stand for election at general meetings, nor be entitled to hold any office of the Club.

69. HONORARY MEMBERS

- (1) Any meritorious member of the Club or person whether working in an Authorized Institution or outside the banking field irrespective of whether he is a member of any class of the Club may be invited and approved by the Committee to be an Honorary Member of the Club.
- (2) Honorary Member shall have no voting right, right of nomination nor right to stand for election at general meetings, nor be entitled to hold any office of the Club.

70. A person having been an Affiliate Member for a continuous period of at least 2 years may be invited by

the Committee to apply for transferal of his membership to an Ordinary Member, and such application shall be approved by the Committee at its discretion.

71. Ordinary Members and Life Members shall be entitled to participate in all activities organized by the Club, receive notice of all general meetings, attend all general meetings in person or by proxy, raise requisition or propose resolution at all general meetings, and subject to articles 65 and 66 shall be entitled to vote or nominate candidate or stand for election at those general meetings.

72. Affiliate Members, Associate Members and Honorary Members shall have no right to receive notice of general meetings, attend, speak, raise requisition and propose resolution in general meetings, nor any right to vote, nominate candidates, stand for election at general meetings or hold any office of the Club but may be invited to participate in any activities or meetings of the Club.

73. APPLICATION FOR MEMBERSHIP

(1) A person may become a member of the Club if—

- (a) that person has completed and submitted an application for membership in a form approved by the Committee; and
- (b) the Committee has approved the application.

(2) Any omission from or inaccuracy or misrepresentation in the particulars relating to or the description of any candidate shall render his application voidable in the discretion of the Committee. The Club may decline any application for membership in its sole discretion as it deems fit without affording any reason(s) to any applicant.

(3) The qualification of a member shall be subject to the payment of the subscription or fee of such amount, time and manner as the Committee shall determine from time to time.

(4) Members shall communicate any change of correspondence address, telephone number, working field and employment status to the Club without delay.

74. MEMBERSHIP FEES AND SUBSCRIPTIONS

(1) Unless otherwise determined by the Club in general meeting, the Committee may from time to time determine the amount of membership fees, admission fees or subscriptions to be payable and the time and manner of payment by different classes of members.

(2) In the event that any member failing to pay any of the fees or subscriptions applicable to him without proper notice or any reason satisfied by the Committee, the Committee may at its discretion exclude him from the Club or suspend his membership on such terms and conditions as it thinks fit without prior notice.

75. TERMINATION OF MEMBERSHIP

(1) A member may withdraw from membership of the Club by giving not less than 30 days' notice to the Secretary of the Club in writing.

(2) Membership is not transferable.

- (3) A person's membership terminates when that person dies.
- (4) Any person who shall for any cause ceases to be a member shall nevertheless remain liable for and shall pay to the Club all moneys which, at the time of his ceasing to be a member, may be due from him to the Club.
- (5) The Committee may terminate the membership of a member by notice in writing where:-
 - (a) Any member who is adjudicated a bankrupt or who compounds with his creditors under the provisions of any Act or Ordinance relating to bankruptcy, shall ipso facto cease to be a member of the Club and shall forfeit all right to the use of, or upon, any property or facilities or benefits of the Club, but it shall be lawful for the Committee after enquiry to restore his name to the register of members of the Club upon such terms as the Committee may in its sole and absolute discretion thinks fit; or
 - (b) The member has more than 6 months overdue in the membership fee, admission fee or subscription applicable to him; or
 - (c) The member violates any of these articles or any rules or by-laws of the Club for the time being in force, or damages any property of the Club, or if his conduct shall in the opinion of the Committee be injurious to the character or interests of the Club, or be derogatory to such member's station in the Club, or has engaged in conduct which may otherwise bring the Club into disrepute, or upon the occurrence of any other event constituting good cause therefor but subject to the following:-
 - (i) The Committee may invite the member complained of to give an explanation by letter of his conduct and to appear before a special meeting of the Committee, or of any committee thereof so authorized, convened to consider his case. He is entitled to be heard but shall not be present at the voting or take part in the proceedings otherwise than as the Committee allows.
 - (ii) Such member shall have seven clear days' notice sent to him of the special meeting of the Committee (or such committee, as the case may be).
 - (iii) If the Committee (or such committee, as the case may be) is not satisfied with the explanation of his conduct offered by the member complained of or if no explanation is offered, it shall make the decision to expulse the member from the Club if at least three-fourths of the Committee Members present and vote at that special meeting of the Committee (or such committee, as the case may be) at which not less than 11 Committee Members shall be present, agree on that course.
 - (iv) A member so expulsed shall forfeit all claim to a return of money paid by him to the Club on his admission as a member thereof, or by way of annual subscription, as the case may be, and shall cease to be a member of the Club.

ORGANIZATION OF GENERAL MEETING

76. GENERAL MEETINGS

- (1) Subject to sections 611, 612 and 613 of the Ordinance, the Club must, in respect of each financial year of the Club, hold a general meeting as its annual general meeting in accordance with section 610 of the Ordinance.
- (2) The Committee may, if it thinks fit, call a general meeting.

- (3) If the 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.
- (4) If the 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.

77. NOTICE OF GENERAL MEETINGS

- (1) An annual general meeting must be called by notice of at least 21 days in writing.
- (2) A general meeting other than an annual general meeting must be called by notice of at least 14 days in writing.
- (3) The notice is exclusive of—
 - (a) the day on which it is served or deemed to be served; and
 - (b) the day for which it is given.
- (4) The notice must—
 - (a) specify the date and time of the meeting;
 - (b) specify the place of the meeting (and if the meeting is to be held in 2 or more places, the principal place of the meeting and the other place or places of the meeting);
 - (c) state the general nature of the business to be dealt with at the meeting;
 - (d) for a notice calling an annual general meeting, state that the meeting is an annual general meeting;
 - (e) if a resolution (whether or not a special resolution) is intended to be moved at the meeting—
 - (i) include notice of the resolution; and
 - (ii) include or be accompanied by a statement containing any information or explanation that is reasonably necessary to indicate the purpose of the resolution;
 - (f) if a special resolution is intended to be moved at the meeting, specify the intention and include the text of the special resolution; and
 - (g) contain a statement specifying a member's right to appoint a proxy under section 596(1) of the Ordinance.
- (5) sub-article (4)(e) does not apply in relation to a resolution of which—
 - (a) notice has been included in the notice of the meeting under section 567(3) or 568(2) of the Ordinance; or
 - (b) notice has been given under section 615 of the Ordinance.
- (6) Despite the fact that a general meeting is called by shorter notice than that specified in this article, it is regarded as having been duly called if it is so agreed—
 - (a) for an annual general meeting, by all the members entitled to attend and vote at the meeting; and
 - (b) in any other case, by a majority in number of the members entitled to attend and vote at the meeting, being a majority together representing at least 95% of the total voting rights at the meeting of all the members.

78. PERSONS ENTITLED TO RECEIVE NOTICE OF GENERAL MEETINGS

- (1) Notice of a general meeting must be given to such persons as are, under the regulations of the Club, entitled to receive such notices from the Club.
- (2) If notice of a general meeting or any other document relating to the meeting is required to be given to a member, the Club must give a copy of it to its auditor (if more than one auditor, to everyone of them) at the same time as the notice or the other document is given to the member.

79. ACCIDENTAL OMISSION TO GIVE NOTICE OF GENERAL MEETINGS

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

80. ATTENDANCE AND SPEAKING AT GENERAL MEETINGS

- (1) Subject to articles 64 to 72, a person is able to exercise the right to speak at a general meeting when the person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions that the person has on the business of the meeting.
- (2) A person is able to exercise the right to vote at a general meeting when—
 - (a) the person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
 - (b) the person's vote can be taken into account in determining whether or not those resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- (3) The Committee may make whatever arrangements it considers appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- (4) In determining attendance at a general meeting, it is immaterial whether any 2 or more members attending it are in the same place as each other.
- (5) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have rights to speak and vote at the meeting, they are able to exercise them.

81. QUORUM FOR GENERAL MEETINGS

- (1) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, not less than 50 members being Ordinary Members or Life Members with voting right for the time being subject to articles 64 to 72 who shall be present either personally or by proxy shall be a quorum.
- (2) No business other than the appointment of the chairperson of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

82. CHAIRING GENERAL MEETINGS

- (1) The Chairman, if any, of the Committee shall preside as chairperson at every general meeting of the Club. If at any meeting the Chairman shall not be present within 15 minutes after the time appointed for holding the meeting, or if he shall have previously notified the Club of his intention of not being present, one of the Vice Chairmen shall preside the said general meeting.

- (2) Subject to sub-article (1), the Committee Members present at a general meeting must elect one of themselves to be the chairperson if—
 - (a) there is no Chairman of the Committee;
 - (b) the Chairman or Vice Chairmen is/are not present within 15 minutes after the time appointed for holding the meeting;
 - (c) the Chairman or Vice Chairmen is/are unwilling to act; or
 - (d) the Chairman or Vice Chairmen has/have given notice to the Club of the intention not to attend the meeting.
- (3) The members entitled to vote present at a general meeting must elect one of themselves to be the chairperson if—
 - (a) no Committee Member is willing to act as chairperson; or
 - (b) no Committee Member is present within 15 minutes after the time appointed for holding the meeting.
- (4) A proxy may be elected to be the chairperson of a general meeting by a resolution of the Club passed at the meeting.

83. ATTENDANCE AND SPEAKING BY NON-MEMBERS

The chairperson of a general meeting may permit other persons to attend and speak at a general meeting even though they are not—

- (a) members of the Club; or
- (b) otherwise entitled to exercise the rights of members in relation to general meetings.

84. ADJOURNMENT

- (1) If a quorum is not present within half an hour from the time appointed for holding a general meeting, the meeting must—
 - (a) if called on the request of members, be dissolved; or
 - (b) in any other case, be adjourned to the same day in the next week, at the same time and place, or to another day and at another time and place that the Committee determines.
- (2) If at the adjourned meeting, a quorum is not present within half an hour from the time appointed for holding the meeting, the member or members entitled to vote present in person or by proxy constitute a quorum.
- (3) The chairperson may adjourn a general meeting at which a quorum is present if—
 - (a) the meeting consents to an adjournment; or
 - (b) it appears to the chairperson that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- (4) The chairperson must adjourn a general meeting if directed to do so by the meeting.
- (5) When adjourning a general meeting, the chairperson must specify the date, time and place to which it is adjourned.
- (6) Only the business left unfinished at the general meeting may be transacted at the adjourned meeting.

- (7) If a general meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for an original meeting.
- (8) If a general meeting is adjourned for less than 30 days, it is not necessary to give any notice of the adjourned meeting.

VOTING AT GENERAL MEETINGS

85. GENERAL RULES ON VOTING

- (1) A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with these articles.
- (2) If there is an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, is entitled to a second or casting vote.
- (3) On a vote on a resolution on a show of hands at a general meeting, a declaration by the chairperson that the resolution—
 - (a) has or has not been passed; or
 - (b) has passed by a particular majority,is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (4) An entry in respect of the declaration in the minutes of the meeting is also conclusive evidence of that fact without the proof.

86. ERRORS AND DISPUTES

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

87. DEMANDING A POLL

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

demanding a poll on a resolution.

(4) A demand for a poll on a resolution may be withdrawn.

88. NUMBER OF VOTES A MEMBER HAS

On a vote on a resolution, whether on a show of hands at a general meeting or on a poll taken at a general meeting—

- (a) subject to articles 65 and 66, every Ordinary Member or Life Member present in person has 1 vote; and
- (b) every proxy present who has been duly appointed by a member pursuant to sub-article (a) entitled to vote on the resolution has 1 vote.

89. VOTES OF MENTALLY INCAPACITATED MEMBERS

(1) A member who is a mentally incapacitated person may vote, whether on a show of hands or on a poll, by the member's committee, receiver, guardian or other person in the nature of a committee, receiver or guardian appointed by the Guardianship Board.

(2) The committee, receiver, guardian or other person may vote by proxy on a show of hands or on a poll.

90. CONTENT OF PROXY NOTICES

(1) A proxy may only validly be appointed by a notice in writing (*proxy notice*) that—

- (a) states the name and address of the member appointing the proxy;
- (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
- (c) is authenticated, or is signed on behalf of the member appointing the proxy; and
- (d) is delivered to the Club in accordance with these articles and any instructions contained in the notice of the general meeting in relation to which the proxy is appointed.

(2) A proxy must be a member of the Club entitled to vote.

(3) The Committee may require proxy notices to be delivered in a particular form and may specify different forms for different purposes.

(4) If the Committee requires or allows a proxy notice to be delivered to it in electronic form, it may require the delivery to be properly protected by a security arrangement it specifies.

(5) A proxy notice may specify how the proxy appointed under it is to vote (or that the proxy is to abstain from voting) on one or more resolutions dealing with any business to be transacted at a general meeting.

(6) Unless a proxy notice indicates otherwise, it must be regarded as—

- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the general meeting; and
- (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

91. EXECUTION OF APPOINTMENT OF PROXY ON BEHALF OF MEMBER APPOINTING THE PROXY

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

92. DELIVERY OF PROXY NOTICE AND NOTICE REVOKING APPOINTMENT OF PROXY

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

93. EFFECT OF MEMBER'S VOTING IN PERSON ON PROXY'S AUTHORITY

- (1) A proxy's authority in relation to a resolution is to be regarded as revoked if the member who has appointed the proxy—
 - (a) attends in person the general meeting at which the resolution is to be decided; and
 - (b) exercises, in relation to the resolution, the voting right that the member is entitled to exercise.
- (2) A member who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of the meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Club by or on behalf of the member.

94. EFFECT OF PROXY VOTES IN CASE OF DEATH, MENTAL INCAPACITY, ETC. OF MEMBER APPOINTING THE PROXY

- (1) A vote given in accordance with the terms of a proxy notice is valid despite—
 - (a) the previous death or mental incapacity of the member appointing the proxy; or
 - (b) the revocation of the appointment of the proxy or of the authority under which the appointment of the proxy is executed.
- (2) Sub-article (1) does not apply if notice in writing of the death, mental incapacity or revocation is received by the Club—
 - (a) for a general meeting or adjourned general meeting, at least 48 hours before the time appointed for holding the meeting or adjourned meeting; and
 - (b) for a poll taken more than 48 hours after it was demanded, at least 24 hours before the time appointed for taking the poll.

95. AMENDMENTS TO PROPOSED RESOLUTIONS

- (1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution

if—

- (a) notice of the proposed amendment is given to the company secretary in writing; and
 - (b) the proposed amendment does not, in the reasonable opinion of the chairperson of the meeting, materially alter the scope of the resolution.
- (2) The notice must be given by a person entitled to vote at the general meeting at which it is to be proposed at least 48 hours before the meeting is to take place (or a later time the chairperson of the meeting determines).
- (3) A special resolution to be proposed at a general meeting may be amended by ordinary resolution if—
- (a) the chairperson of the meeting proposes the amendment at the meeting at which the special resolution is to be proposed; and
 - (b) the amendment merely corrects a grammatical or other non-substantive error in the special resolution.
- (4) If the chairperson of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the vote on that resolution remains valid unless the Court orders otherwise.

COMMUNICATIONS TO AND BY CLUB

96. MEANS OF COMMUNICATION TO BE USED

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

ADMINISTRATIVE ARRANGEMENTS

97. COMPANY SEALS

- (1) A common seal may only be used by the authority of the Committee.
- (2) A common seal must be a seal having the Club's name engraved on it in legible form.
- (3) Subject to sub-article (2), the Committee may decide by what means and in what form a common seal is to be used.
- (4) Unless otherwise decided by the Committee, if the Club has a common seal and it is affixed to a

document, the document must also be signed by at least 3 authorized persons pursuant to sub-article (5).

- (5) For the purposes of this article, an authorized person is any of the following officers of the Committee—
- (a) Chairman;
 - (b) Vice Chairman;
 - (c) Secretary;
 - (d) Treasurer

98. RECORDS OF CLUB

- (1) The Committee must cause the information of the Club to be adequately recorded for future reference as required by the Ordinance.
- (2) The records can be kept in hard copy or in electronic form, and arranged in the manner that the Committee thinks fit.

99. ACCOUNTS

- (1) The Committee must prepare annual financial statements for each accounting reference period as required by the Ordinance. The financial statements must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Hong Kong Institute of Certified Public Accountants or its successors and adhere to all of its recommended practices.
- (2) The Committee must keep accounting records as required by the Ordinance at the registered office of the Club or at such other place or places as the Committee thinks fit and shall always be open to the inspection of the members of the Committee.

100. NO RIGHT TO INSPECT ACCOUNTS AND OTHER RECORDS

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

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

101. AUDITOR'S INSURANCE

- (1) The Committee may decide to purchase and maintain insurance, at the expense of the Club, for an auditor of the Club, or an auditor of an associated company of the Club, against—
- (a) any liability to any person attaching to the auditor in connection with any negligence, default, breach of duty or breach of trust (except for fraud) occurring in the course of performance of the duties of auditor in relation to the Club or its associated company (as the case may be); or
 - (b) any liability incurred by the auditor in defending any proceedings (whether civil or criminal) taken against the auditor for any negligence, default, breach of duty or breach of trust (including fraud) occurring in the course of performance of the duties of auditor in relation to the Club or its associated company (as the case may be).
- (2) In this article, a reference to performance of the duties of auditor includes the performance of the

duties specified in section 415(6)(a) and (b) of the Ordinance.

The founders who were originally referred to as the subscribers of the Club are as follows:

Names, Addresses and Description of Subscribers
(Sd.) LEUNG CHUNG CHING (梁中青) No. 7 On Land Street, 2 nd floor, Hong Kong. Banker
(Sd.) HUNG KEE (熊琦) No. 68 Lion Rock Road, 2 nd floor, Kowloon. Banker
(Sd.) YUNG WAN KUNG (容允恭) No. 22 Stanley Street, 4 th Floor-Flat A, Hong Kong. Banker
(Sd.) NG CHUNG DAK (伍中德) No. 5 Monmouth, Terrace, Ground floor, Hong Kong. Banker
(Sd.) YAU PO NGOK (邱步嶽) No. 25 Yuk Sau Street, 2 nd floor, Hong Kong. Banker
(Sd.) HO TAK CHING (何德徵) No. 4 Seymour Road, Block B-7 th floor, Hong Kong. Banker
(Sd.) POON PAK TO (潘百韜) No. 61 Caine Road, 3 rd floor, Hong Kong. Banker

Dated the 14th September, 1963

WITNESS to the above signatures:

(Sd.) C. H. WONG,
Solicitor,
HONG KONG.