

**ARTICLES OF ASSOCIATION**  
**OF**



**Hong Kong, China**  
**ROWING ASSOCIATION**  
**中國香港賽艇協會**

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**INCORPORATED the 30<sup>th</sup> day of May 1978**  
**NAME CHANGED the 18<sup>th</sup> day of November 1998**

*Revised December 2018*

No. **60645**

COPY



**CERTIFICATE OF INCORPORATION**

I HEREBY CERTIFY that

**Hong Kong Amateur Rowing Association Limited**

is this day incorporated in Hong Kong under the Companies Ordinance,  
and that this company is limited.

GIVEN under my hand this **Thirtieth** day of **May**  
**One Thousand Nine Hundred and Seventy-eight.**

  
Leslie FOO  
for Registrar of Companies,  
Hong Kong.

R.G. 315



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No. 60645  
編號

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 AMATEUR ROWING ASSOCIATION LIMITED


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

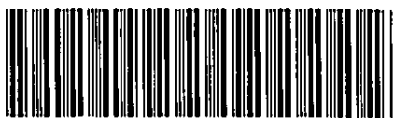
HONG KONG, CHINA ROWING ASSOCIATION

Issued by the undersigned on 18 November 1998.

本證書於一九九八年十一月十八日簽發。

  
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)



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**Company No. 60645**

THE COMPANIES ORDINANCE (CHAPTER 622)

**SPECIAL RESOLUTION**

**OF**

**THE HONG KONG, CHINA ROWING ASSOCIATION**

Passed on 16<sup>th</sup> December, 2018

At the Extraordinary General Meeting of the Hong Kong, China Rowing Association (“the Association”) duly convened and held at the Shatin Rowing Centre, 27 Yuen Wo Road, Shatin, New Territories, Hong Kong, on Sunday, 16<sup>th</sup> December, 2018 at 10:30 am the following resolution was passed as Special Resolution of the Association: -

**Amendment of the Memorandum and Articles of Association**

“THAT the draft Articles of Association in the form of the printed document produced to this Meeting, and for the purpose of identification signed by the Chairman hereof, be approved and adopted as the New Articles of Association of the Association, in substitution for, and to the exclusion of, the existing Articles of Association thereof.”



Name: Mr Michael Scott Tanner  
Chairman of the Meeting

Presented by Anthony Rogers  
Company Secretary  
9C Jonsim Place  
228 Queen's Road East  
Wanchai  
Hong Kong



**THE COMPANIES ORDINANCE (CHAPTER 622)**

**Company Limited by Guarantee**

**ARTICLES OF ASSOCIATION**

**of**

**HONG KONG, CHINA ROWING ASSOCIATION**

**1. Definitions**

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

**"Association"** means "Hong Kong, China Rowing Association".

**"Annual General Meeting"** means an annual general meeting of the Members held in accordance with Article 50.

**"Board"** means the Board of Directors for the time being of the Association as constituted under Article 28.

**"Company Secretary"** includes any person appointed by the Board to perform any of the duties of company secretary and where two or more persons are appointed to act as joint secretaries shall include anyone of those persons.

**"Club Representative"** means a duly appointed representative of a Club Member as provided hereinafter.

**"Director"** means a Director for the time being of the Association.

**"Extraordinary General Meeting"** has the meaning given in Article 52.

**"General Meeting"** means a General Meeting whether annual or extraordinary of the Members of the Association who by these Articles are entitled to vote at such General Meeting.

**"Member"** means a member of the Association (including a Club Member, Steward and Ordinary Member) registered as such in the Register of Members.

**"The Ordinance"** means the Companies Ordinance (Cap. 622) of the Laws of Hong Kong, including the related subsidiary legislation, and any amendment thereof for the time being in force.

**"Ordinary Member"** means a person who has agreed to become a Member of the Association under Rules to be made from time to time by the Board. All persons who have paid subscriptions to the Association prior 31 March 1998 or as registered rowers thereafter shall be deemed to have been ordinary members during the period for which their subscriptions were valid.

**"Register of Members"** means the register of the Association's Members which the Association is required by the Ordinance to keep.

**"Registered Rower"** means a person who was a registered rower under previous versions of the Articles.

**"Registered Rower"** means a person who was a registered rower under previous versions of the Articles.

**"Rules"** mean the rules enacted by the Board and by the Association in General Meeting for the management of the Association.

"**Seal**" means the common seal of the Association.

"**Steward**" means a person who has been duly elected in accordance with Article 17(c) and whose membership has been maintained.

"**Special Resolution**" has the meaning assigned thereto by the Ordinance.

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

## 2. **Interpretation**

- (a) These Articles shall be construed with reference to the provisions of the Ordinance and terms used in these Articles shall be taken as having the same respective meanings they have when used in the Ordinance unless the context otherwise requires.
- (b) The "Model Articles for Companies Limited by Guarantee" contained in schedule 3 to the Companies (Model Articles) Notice (Cap. 622H) do not apply to the Association.
- (c) Words importing the masculine gender include the feminine gender unless the context clearly indicates otherwise.
- (d) Words importing persons include organisations.
- (e) Words importing the singular number include the plural number and vice versa unless the context clearly indicates otherwise.

## 3. **Rowing, Boats, Regattas, Rowers**

Rowing, boats, regattas and rowers shall be defined in accordance with the Rules of Racing of the Fédération Internationale des Sociétés d'Aviron.

## 4. **Name**

The name of the Association shall be "Hong Kong, China Rowing Association".

## 5. **Registered Office**

The Registered Office of the Association will be situated in Hong Kong.

## 6. **Objects**

The objects for which the Association is established are:-

- (a) To promote the sport of rowing in Hong Kong.
- (b) To organise, promote, manage, conduct and control international, regional, national and inter club and other rowing races, regattas, competitions and events in Hong Kong.
- (c) To act as the **governing body** for the sport of rowing in Hong Kong.
- (d) To determine the method of selection of and to select teams and/or individuals to represent Hong Kong in international rowing races, regattas, competitions and events and to organise,

promote, conduct, control, manage and encourage the participation of teams and/or individuals in any regional, **national** and/or international rowing 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 rowing 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 the sport of rowing.
- (g) To consider and deal with and determine all matters which are from time to time submitted to the Association by its members.
- (h) To convene, arrange and hold exhibitions, demonstrations, shows, displays, meetings, conferences and discussions, and to provide prizes, bursaries, grants and awards for any or all competitors, persons, companies, clubs, associations, societies or bodies interested in the sport of rowing and other associated personnel.
- (i) To purchase, take on lease, exchange, hire, borrow or otherwise acquire any land, buildings, or other property necessary or convenient for the purposes of the Association, and to improve, manage, construct, repair, maintain, pull down, redevelop and alter any buildings or works necessary or convenient for the purposes of the Association.
- (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 necessary or convenient for carrying on the purposes of the Association.
- (k) To sell, improve, manage, lease, mortgage, pledge, dispose of or otherwise deal with the property and moneys of the Association with a view to furtherance of its objects.
- (l) 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.
- (m) To borrow or raise money for the purposes of the Association on such terms and on such security as may be thought fit.
- (n) 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.
- (o) To hire employ and dismiss instructors, coaches, boat builders, boatmen, secretaries, clerks, managers, servants, workmen and any other staff and to pay to them and to other persons in return for services rendered to the Association, salaries, wages, gratuities and pensions.
- (p) To do all such other lawful things as are incidental or conducive to the attainment of the above objectives, 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 organisations of workers and organisations of employers.

## **7. Jurisdiction**

- (a) The Association claims jurisdiction over all rowing and rowing racing in Hong Kong and is the governing body for rowing for Hong Kong for the purposes of the Fédération Internationale des Sociétés d’Aviron, the Asian Rowing Federation and the Sports Federation and Olympic Committee of Hong Kong, China and the Hong Kong Paralympic Committee & Sports Association for the Physically Disabled.
- (b) The Association may make rules binding on the Members and on the individual members and generally regulate the affairs of the Company.
- (c) The Association may determine the eligibility of individuals to represent Hong Kong in Rowing events and competitions
- (d) The Association may provide for the adequate representation of Hong Kong in Rowing at regional and international events and competitions; and
- (e) The Association may suspend, disqualify, fine or otherwise deal with any Member which, or any officer who, has transgressed any of these Articles or any rules made thereunder or has practiced, counselled, or sanctioned any conduct arising out of or in connection with Rowing which conduct is in the opinion of the Association, unfair, unacceptable, brings the Association or the sport of rowing into disrepute or is damaging to the interests of Rowing.

## **8. Affiliation**

The Association may be affiliated to the Fédération Internationale des Sociétés D’Aviron, the Asian Rowing Federation, the Sports Federation and Olympic Committee of Hong Kong, China, the Hong Kong Paralympic Committee & Sports Association for the Physically Disabled and such other bodies as the Board of Directors of the Association may decide.

## **9. Application of Income and Property**

- (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 these Articles.
- (b) Subject to (d) and (e) below, no portion of the income and property of the Association shall be paid or transferred directly, or indirectly, by way of dividend, bonus, or otherwise howsoever, to the members of the Association.
- (c) No member of the Board of Directors 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 (d) and (e) below shall be given by the Association to any member of the Board of Directors.
- (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 in return for services actually rendered to the Association.
- (e) Nothing herein shall prevent the payment, in good faith, by the Association:-



- (i) of interest on money lent by any member of the Association or its Board of Directors at a rate per year not exceeding 2% above the prime rate prescribed for the time being by the HSBC for Hong Kong dollar loans.
- (ii) of reasonable and proper rent for premises demised or let by any member of the Association or of its Board of Directors.
- (iii) of remuneration or other benefits in money or money's worth to a body corporate in which a member of the Association or of its Board of Directors 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 one-hundredth part of its votes, save that nothing herein shall prevent the payment, in good faith, by the Association of reasonable and proper remuneration in return for services actually rendered to the Association.
- (iv) 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.
- (v) The Association may pay any travelling, accommodation or other expenses properly incurred by a Director, President, Vice President or Delegate in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company.

#### **10. Limited Liability of Members**

The liability of the members is limited.

#### **11. Contribution by Members**

Every member of the Association undertakes to contribute to the assets of the Association, in the event of its being wound up while he is a member, or within one year after he ceased to be a member, for payment of the debts and liabilities of the Association contracted before he ceased to be a member, and of the costs, charges and expenses of winding-up the Association, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding ten dollars.

#### **12. Disposal of assets after dissolution**

If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but 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 9 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, or in default thereof by a Judge of the 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.

#### **13. Membership Classes**

The Association shall have the following classes of membership:

- (i) Club Members;
- (ii) Stewards;
- (iii) Honorary Members; and
- (iv) Ordinary Members.

#### **14. Number of Members**

The number of Members possessing the right to vote with which the Association proposes to be registered is limited to 200 members, but no person may be elected a Steward if his election would cause the number of Stewards who are members of the same Club Member of which that person is a member would exceed 15% of the number of Stewards.

After 3 years membership as a Steward, a Steward may, if leaving Hong Kong on a permanent basis, request the Board to hold his or her Stewardship in abeyance, until such time as the Steward shall return to Hong Kong, and on such terms as the Board shall specify from time to time. During the time that the stewardship is held in abeyance, the person shall have no rights as a member.

#### **15. Eligibility for Membership**

##### (a) Club Members

Any organisation which has an individual legal identity and which promotes rowing amongst its members in Hong Kong may apply for membership as a Club Member. Any group of individuals which is constituted under the Societies Ordinance (Cap. 151) of the Laws of Hong Kong and which promotes rowing amongst its members in Hong Kong may apply for membership as a Club Member.

##### (b) Stewards

- (i) Subject to the provisions of Article 14 any person who has attained the age of twenty-one and who is and who pledges to endeavour to further the objects for which the Association is established is eligible for election as a Steward provided that immediately prior to the date of his election he has been an Ordinary Member for a continuous period of five years or more or has been an Ordinary Member for 3 years immediately prior to the date of his election and has competed in that time in the Hong Kong Rowing championships, the Hong Kong University Rowing Championships and/or the Hong Kong Rowing Coastal Championships or having been appointed by the Board has served for at least one year on one the Association's official Councils, Committees or Commissions. Any person who was previously elected as a Full Member and has been a Registered Rower shall be a Steward.
- (ii) All Stewards shall register their membership of one Club Member. Any change in such registration shall only take effect for the purposes of these Articles 12 months after notification in writing to the Association.

##### (c) Honorary Members

Any person who in the opinion of the Board is suitably qualified shall, with his consent, be eligible for election as an Honorary Member for such period as the Board shall determine.

(d) Ordinary Members

Any person who undertakes to abide by these Articles and any rules and regulations made by the board may apply to become an Ordinary Member. All persons who have paid a subscription to the Association prior to 31 March 1998 or as registered rowers thereafter shall be deemed to have been Ordinary Members during the period for which subscriptions were valid.

**16. Application Procedure**

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

**17. Admission Procedure**

- (a) Any organisation or group of individuals eligible for Club Membership may apply and be admitted as a Club Member in such manner as may be prescribed by the Board.
- (b) An Ordinary Member eligible for election as a Steward may, with his consent, be proposed and seconded by any two Stewards one of whom shall not be a member of the same Club member as the Ordinary Member proposed and neither of whom shall have proposed a candidate for election as a Steward at the same meeting, in such manner as may be prescribed by the Board and may be elected at a General Meeting. The completion of an application for election as a Steward shall be treated as giving consent for the purposes of this provision.
- (c) An eligible person may, with his consent, be elected an Honorary Member by the unanimous vote of Directors present and voting at a Board meeting upon such terms as the Board may determine.
- (d) No application for membership from any person or organisation previously refused shall be considered until after the expiration of twelve calendar months from the date of such refusal.
- (e) The Board may appoint any organisation outside Hong Kong otherwise eligible for membership as a Club Member to be a corresponding member of the Association upon such conditions as the Board shall determine, but such organisation shall not be entitled to any say in the government of the Association.

**18. Entries in the Register of Members**

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

**19. Competition Colours**

The Company Secretary shall cause to be recorded the competition colours of each Club Member and all changes thereto at the time of the Club Member's admission or of the changes respectively. No Club Member shall use any competition colours or make any changes to its competition colours until the colours or the proposed change have been approved by the Board.

## **20. Conditions of Membership**

- (a) Every person or organisation on becoming a Member binds himself or itself to observe the Articles of Association and Rules of the Association, whether contained in these Articles or made pursuant to any power granted hereby.
- (b) All Members are responsible for their own actions and Club Members are responsible for the actions of their own members, whether Members of the Association or not.

## **21. Entry Fees and Subscriptions**

The payment of entry fees for membership of the Association and membership subscriptions by Members shall be of such amount and payable on such dates, at such frequencies and in such manner as the Board may from time to time prescribe.

## **22. Suspension and Termination for Non-payment of Subscription**

- (a) A Member whose subscription has not been paid within one month of its due date shall be suspended automatically for so long as his or its subscription continues in arrears.
- (b) A Member whose subscription has not been paid within three years of its due date shall, subject to sub-paragraphs (c) and (d) below, cease to be a Member.
- (c) Any Member whose membership has been terminated under the provisions of this Article shall be reinstated upon payment of all arrears of subscription provided that no person or organisation shall be entitled to be reinstated if his or its subscription shall be more than 3 years overdue.
- (d) A Member who intends to reside outside Hong Kong on a permanent basis may request the Board to suspend his membership on the basis that it can be reinstated should the Member return to reside in Hong Kong and subject to the provisions of Article 14.

## **23. Motion for Suspension or Termination**

- (a) In addition to the provisions of Article 22 the Board 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 Member's membership shall be considered except at a Board meeting. Such a motion shall not be deemed carried except by a majority of two-thirds of the Directors present and voting.
- (c) A Member shall be given at least fourteen day's notice of the meeting at which suspension or termination of his or its membership is to be considered and of the grounds on which suspension or termination of his or its membership is sought and such Member shall be entitled to submit representations to that meeting either orally or in writing.
- (d) A Member whose membership has been terminated under these provisions shall be entitled to appeal to the Association in General Meeting. Notice of intention to appeal to the Association in General Meeting shall be given to the Association in writing within fourteen days of the Board resolution terminating membership being notified to the Member at his last notified address. The Member shall be entitled to submit representations to the General Meeting either orally or in writing at his own expense.

## **24. Bankruptcy or Liquidation**

A Member who has been adjudicated bankrupt or had a trustee, receiver or liquidator appointed shall automatically cease to be a Member provided that it shall be in the discretion of the Board to reinstate the Member upon such conditions as the Board shall determine.

## **25. Resignation by Notice to the Association**

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

## **26. Consequences of Suspension or Termination**

- (a) During the continuance of any period of suspension of membership in accordance with Article 23 a Member shall be prohibited from enjoying the rights and privileges of membership of the Association and (in the case of a Club Member) from entering any of its members in any rowing race, regatta, competition or event organised, promoted, managed, conducted or controlled by the Association or by any Member or by any member of the Fédération Internationale des Sociétés d'Aviron.
- (b) In the case of termination of membership, the Member shall be notified of the cessation of his or its membership, the reason therefore and removal from the Register of Members.

## **27. Ordinary Members**

- (a) Ordinary Members may register with the Association their Membership of a single Club Member, and shall be entitled to change the registration on written notice to the Association.
- (b) Subscriptions payable by Ordinary Members shall be such amount and payable on such dates, at such frequencies and in such manner as the Board may from time to time prescribe. Without prejudice to the generality of the foregoing, the Board may prescribe different subscription rates for Ordinary Members depending on age, frequency in participation in rowing events and whether the Ordinary Member wishes to register his membership of a Club Member with the Association.
- (c) Ordinary Members shall have no right to vote at meetings of the Association.

## **28. Board of Directors**

There shall be a Board of Directors of the Association, of not less than six and not more than 16 Directors. Amongst their number there shall be a Chairman who shall be elected at the Annual General Meeting and a Director of Finance. The Board may designate a person to hold office as the Director of Finance subject to election at a General Meeting.

## **29. Director of Finance's Responsibilities**

The Director of Finance, if appointed by the Board, shall be responsible to the Board for supervising the collection of revenue and settlement of the debts of the Association and for maintaining the accounts and funds of the Association and shall cause audited accounts to be published as directed by the Board.

### **30. Company Secretary's Responsibilities**

The Company Secretary shall be responsible for maintaining the Register of Members and ensuring that a proper record is made of the proceedings of the Board and General Meetings and of appointments of Club Member Representatives. In particular he shall cause minutes to be made of:

- (a) The names of the Directors present at each Board meeting;
- (b) The names of the Members present at each General Meeting;
- (c) All resolutions and proceedings at General Meetings and Board meetings;
- (d) All elections and appointments of Directors and all appointments of committees and chairmen thereof and terms of reference of such committees and other appointments made by the Board; and
- (e) The Company Secretary shall notify in writing all persons who have been elected or appointed of their election or appointment, the period of their term of office and their terms of reference.

### **31. Eligibility to be a Director**

- (a) No person shall be eligible for election, or hold office, as a Director, except a person designated by the Board to hold the office of Director of Finance in accordance with Article 28 unless he is and has been an Ordinary Member or Registered Rower and member of a Club Member for a minimum continuous period of three years and after having been appointed by the Board has served for at least one year on one the Association's official Councils, Committees or Commissions.
- (b) No person shall be eligible for election or hold office as the Chairman unless he has been a Steward for a minimum period of four years.
- (c) Subject to Articles 30(d) and (h) no person shall be eligible for election as a Director if at the time of their proposed election they have been a member of the Board for a period or periods aggregating to twelve years or more. Time served as a Director prior to the adoption of these Articles shall be counted for the purposes of this Article.
- (d) Subject to Article 30(e) if a Director leaves the Board for a period or periods aggregating to two years or more, a period or periods prior to the commencement of such period or periods of absence shall not be counted for the purposes of these Articles.
- (e) Time served as a Director appointed by the Board (as opposed to elected at an Annual General Meeting) shall not count for the purposes of Article 30(c).
- (f) No person shall be eligible for election as a director who has reached the age of 70 at the time of their election.
- (g) If the office of a Director or the Chairman is vacated for any reason prior to the end of Term, then (i) for the purposes of calculating the period or periods of Board membership for the purposes of to Articles 30(d)and(e) the Director or Chairman shall be deemed to have been a member of the Board until the Annual General Meeting next following such vacation; and (ii) the period or periods referred to in Articles 30(d) shall be deemed to commence on the date of that Annual General Meeting.
- (h) The provisions of Article 31(c) shall take effect from the Annual General Meeting in 2020. At least half of those Directors who would retire under this provision in 2020 shall instead retire

at the Annual General Meeting in 2019.

### **32. Election of Directors**

The Directors shall be elected at the Annual General Meeting of the Association in the following manner:

- (a) Any two Club Members or Stewards whose Clubs nominated in accordance with Article 15(b) are different shall be at liberty to nominate any Steward or eligible Ordinary Member who is a member of a Club Member to serve as a Director, having previously received his assent. Nominations must be in writing and must be deposited at the Association's office not less than ten days before the time of holding the meeting at which the election is to take place.
- (b) Ballot lists shall be prepared (if necessary) containing the names in alphabetical order of the candidates for each vacant position and each Steward and Representative of a Club Member present at the meeting and qualified to vote shall be entitled to vote for any number of such candidates not exceeding the number of vacancies. If the number of persons nominated as Directors are equal in number to the vacancies on the Board, ballot lists need not be prepared and, subject to the direction of the Chairman of the meeting, the Directors may be elected in one vote by a show of hands.
- (c) If two or more candidates obtain an equal number of votes for the same post, a second ballot shall take place between the candidates having equal votes. If at the second ballot the candidates again obtain an equal number of votes then the chairman of the meeting shall have a second or casting vote.
- (d) 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.
- (e) The Board may fill up any vacancy or vacancies that shall occur in the Board if any Director shall cease to be a Director for any reason. Any Director appointed by reason of this provision of the Articles shall hold office until the next Annual General Meeting and shall thereafter be eligible for election as a Director.

### **33. Retirement of Directors**

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 one third of the Directors shall retire at each Annual General Meeting. When sufficient Directors to fulfil the foregoing provision would not normally retire lots shall be drawn to determine the additional Directors who shall retire to meet this requirement.

### **34. Replacement of Directors**

If the Chairman shall die, resign or vacate his office in accordance with Article 58, before the expiration of his period of office, or if any other Director of the Association shall die or resign or vacate his office in accordance with Article 69 before the expiration of his period of office, or if a casual vacancy in the position of any Director shall arise for any reason, the vacancy may be filled by appointment by the Board and the new Director shall retire at the next Annual General Meeting, but shall be eligible as a candidate for election as a Director at such Annual General Meeting.

### **35. Powers and Duties of the Board**

The Board shall be responsible for managing the affairs of the Association and shall have the following powers and duties:

- (a) To pay all such expenses of and preliminary and incidental to the creation, formation, establishment and registration of the Association as the Board thinks fit; and
- (b) To exercise all such powers of the Association and do on behalf of the Association all such acts as the Board 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 General Meeting, subject nevertheless:
- (c) To these Articles; and
- (d) To the provisions of statutes for the time being in force and affecting the Association; and
- (e) To such Rules as may be prescribed by the Board or by the Association in General Meeting, provided however that any Rule prescribed by the Board may be reviewed or amended where so decided by the Association in General Meeting.
- (f) To appoint and dismiss councils, commissions, committees, working parties and chairmen thereof for such periods and with such responsibilities as it shall think fit,
- (g) To appoint and dismiss employees and with such titles and responsibilities and upon such remuneration as it shall think fit who may be invited to attend the meetings of the Board but shall not be entitled to vote at such meetings,
- (h) To appoint and dismiss advisers or such other persons who may be invited to attend the meetings of the Board but shall not be entitled to vote at such meetings,
- (i) To determine and settle all questions and disputes relating to the sport of rowing in Hong Kong which may be referred to it for decision and to delegate this power, subject to such conditions as it shall think fit,
- (j) To consider and approve policies, proposals or other recommendations in relation to the objects of the Association, its organisation and day to day management,
- (k) To delegate, subject to these Articles, such of its powers and duties as it shall think fit, provided that the powers so delegated are specified in each case,
- (l) To appoint and dismiss employees and to fix the terms and conditions of their employment.
- (m) To appoint the Company Secretary in accordance with section 473 of the Ordinance. The Company secretary may also be a member of the Board.

### **36. International Matters**

The Board shall have power to decide all matters of an international nature affecting or concerning the Association or any of its Members and may delegate this power, subject to such conditions as it shall think fit.



### **37. Rules**

The Board and the Association in General Meeting shall have power to make, amend, replace, repeal, publish and enforce Rules for the administration and control of the Association in Hong Kong, including the categories of Ordinary Membership and fees and charges levied by the Association for each category of Membership. The Board and the Association in General Meeting shall have power to make, amend, replace, repeal, publish and enforce Rules for the sport of rowing, the organisation, promotion, management, control, conduct and sponsorship of Members, rowers, coxswains, coaches, races, regattas, competitions and events. The Board may not delegate any of the aforesaid powers to make, vary, amend, replace and repeal Rules. Any Member having the right to submit items to be considered at a General Meeting may submit a request for the review by such General Meeting of any Rule prescribed by the Board. All such Rules shall, when published, be binding on all Members of the Association.

### **38. Reduction Below the Minimum Number of Directors**

If the number of Directors is reduced below the number required for a quorum then the continuing Directors may continue to act for the purpose of increasing the number of Directors to the number required for a quorum or for the purpose of calling a General Meeting of the Association but for no other purpose.

### **39. Number and Frequency of Board Meetings**

The Board shall meet at such times and frequency as it shall determine, but not less than once in each quarter of the year.

### **40. Notice of Board Meetings**

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

### **41. Quorum at Board Meetings**

Four members of the Board shall constitute a quorum at meetings of the Board, save that if the Board shall consist of ten or more Members the quorum shall be 5.

### **42. Voting at Board Meetings**

Voting on all motions at meetings of the Board shall be by a show of hands. No-one in receipt of a salary or wages from the Association may vote at a meeting of the Board.

### **43. Majority at Board Meetings**

Subject to these Articles, voting on all motions at a meeting of the Board shall require only a simple majority of those present and voting.

### **44. Chairman of the Board**

The Chairman shall preside at all meetings of the Board, or in his absence, if there is a Vice-Chairman then a Vice-Chairman shall preside, and otherwise a chairman shall be elected from the

Directors present at the meeting.

**45. Casting Vote of Chairman at Board Meetings**

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.

**46. Resolution in Writing of the Board**

A unanimous resolution in writing (which may consist of several documents in the like form) which has been circulated to all members of the Board in Hong Kong and which is signed by all Directors entitled to receive notice of a meeting shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held.

**47. Voting at Board Meeting When no Notice of the Motion Has Been Given**

Unless notice has been given prior to a Board meeting no motion shall be discussed without the consent of the chairman of the meeting. Voting on such motions shall require a two-thirds majority of those present and voting.

**48. Membership, Powers and Duties of Councils, Commissions, Committees and Working Parties**

- (a) The President, Chairman, Director of Finance and Company Secretary shall be ex-officio members of all councils, commissions, committees and working parties appointed by the Board, but shall not be entitled to vote at meetings of such councils, commissions, committees and working parties unless specifically appointed thereto.
- (b) All councils, commissions, committees and working parties appointed by the Board shall cause minutes to be made of all proceedings and resolutions at their meetings and shall promptly furnish copies of all such minutes to the Company Secretary.
- (c) No person shall be appointed to or may hold office in councils, commissions, committees and working parties of the Association who is not a Steward or Ordinary Member and member of a Club Member of the Association except as an adviser with no right to vote.

**49. Voting at Councils, Commissions, Committees and Working Parties**

Voting on motions at all meetings of councils, commissions, committees and working parties shall be by a show of hands, unless directed otherwise by the chairman of the meeting. No-one who is appointed to such a body on an advisory or non-voting basis, or anyone in receipt of a salary or wages from the Association may vote at such meetings.

**50. Annual General Meetings**

The Annual General Meeting of the Association shall take place each year in September (or as soon thereafter as practicable) for the purposes of:

- (a) Receiving the report of the Board on the affairs of the Association for the previous financial year and the statement of the accounts of the Association (both of which shall be in writing);

- (b) Electing the President of the Association;
- (c) Electing Directors (including the Chairman);
- (d) Electing Stewards;
- (e) Appointing and fixing the remuneration of an auditor; and
- (f) Transacting any other business.

#### **51. Club Member Representatives**

Each Club Member, which has been a Club Member for twelve months and which has a minimum of ten of its members registered as Stewards or Ordinary Members of the Association, shall be entitled to appoint one of its members who is a Steward or an Ordinary Member to represent it and vote on its behalf at General Meetings. The appointment of a Club Member Representative must be notified to the Company Secretary in writing not less than seven days prior to the time of a General Meeting. A Club Member Representative shall hold office until he is replaced or until the number of the members of the Club Member which he represents who are registered as Associate Members of the Association is less than ten or until the Club Member is suspended or ceases to be a Member. A Club Member Representative may only represent one Club Member.

#### **52. Extraordinary General Meetings**

Every General Meeting of the Association other than the Annual General Meeting shall be called an Extraordinary General Meeting. The Board may call an Extraordinary General Meeting of the Association whenever it considers it necessary and shall do so within fourteen days after receiving a requisition in writing signed by not less than twenty Stewards or Club Members representing not less than ten per cent of the total voting rights on a poll of all the Members having at the date of deposit of the requisition a right to vote at General Meetings, to consider such matters as shall be stated in the requisition.

#### **53. Notice of General Meetings**

The Company Secretary shall send to all Members at least fourteen days', or if special business, as defined in Article 55 is to be considered, twenty-one days' notice of every General Meeting, specifying the place, date and time at which it is to be held and accompanied by an agenda specifying the business to be discussed at the meeting.

#### **54. Entitlement to Attend General Meetings**

Every Steward, Honorary Member, Ordinary Member and Club Member Representative may attend General Meetings of the Association. Other persons and representatives of other organisations may attend General Meetings of the Association at the invitation of the Board.

#### **55. Nature of Business that May be Transacted at General Meetings**

All business that is transacted at an Extraordinary General Meeting shall be deemed special. All business that is transacted at an Annual General Meeting shall be deemed special, with the exception of the approval and signing of the minutes of the previous Annual General Meeting, receiving the accounts, balance sheet and the reports of the Board and auditors, the election of the Chairman, the Directors, President (if any) and the Director of Finance, the election of Stewards, the election of

Honorary Vice- Presidents and the appointment and fixing of the remuneration of an auditor.

#### **56. Chairman at General Meetings**

At all General Meetings the chair shall be taken by the President or in his absence by the Chairman or in his absence if there is a Vice-Chairman then a Vice-Chairman shall preside. If none of the foregoing shall be present within fifteen minutes after the time appointed for holding the meeting, or shall be willing to act as chairman, the Stewards and the Club Member Representatives present and entitled to vote shall choose one of their number to chair the meeting.

#### **57. Quorum at General Meetings**

No business shall be transacted at any General 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 either Stewards, or Club Member Representatives personally present and entitled to vote. If within half an hour from the time appointed for the meeting a quorum be not present the meeting (if convened upon the requisition of Members) shall be dissolved or (in any other case) shall stand adjourned to another day and at a time and place as may be appointed by the chairman with the consent of the meeting. At any such adjourned meeting the Stewards and Club Member Representatives 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.

#### **58. Proxies**

- (a) A member entitled to attend and vote at any General Meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy must be another member or the appointer's spouse whose particulars have been registered with the Club at least 24 hours before the deposit of an instrument appointing a proxy.
- (b) No member may hold more than 3 proxies at any General Meeting.
- (c) The instrument appointing a proxy shall be in writing under the hand of the appointer. The instrument appointing a proxy shall be deposited at the registered office of the Association or at such other place within Hong Kong as is specified for that purpose in the notice convening the meeting, at least 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.

#### **59. Adjournment of General Meetings**

The chairman of the meeting may, with the consent of the meeting, adjourn any General Meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

#### **60. Voting at General Meetings**

At any General Meeting a resolution put to the vote of the meeting shall be decided by a show of hands unless a poll is demanded by the chairman of the meeting or by at least one third of those present and entitled to vote and voting. If a poll is demanded as aforesaid the same shall be taken in

such manner as the chairman of the meeting directs.

**61. Equality of Votes at General Meetings**

In addition to his own vote, the chairman of a General Meeting shall have a second or casting vote in case of an equality of votes except in the case of election of Directors where Art. 32(c) shall apply.

**62. Validity of Resolutions at General Meetings**

All resolutions passed at any General Meeting for which due notice has been given or to which Article 71 applies shall be binding on all Members.

**63. Who may Vote at General Meetings**

Every Steward and Club Member Representative present shall, subject to the provisions of these Articles, be entitled to vote at General Meetings in the manner hereinafter provided. No Steward or Club Member Representative shall be entitled to vote at any General Meeting unless the subscription due to the Association from him and the Club Member which appointed him shall have been paid. Honorary Members and Ordinary Members shall not be entitled to vote at any General Meeting.

**64. Number of Votes at General Meetings**

Subject to the provisions of Article 53, on a show of hands at a General Meeting every Steward and every Club Member Representative present shall have one vote, but on a vote by poll:

- (a) Each Club Member shall be entitled through its Representative to vote as follows:
- (b) Every Club Member represented shall have at least one vote.
- (c) Every Club Member represented shall have an additional vote for every ten of its members in excess of ten registered as Ordinary Members of the Association for a continuous period of 12 months immediately prior to the relevant General Meeting, up to a maximum of ten votes and
- (d) Every Steward present shall have one vote.

**65. Voting capacity**

On a show of hands at a General Meeting no person may vote in more than one of the following capacities: Club Member Representative or Steward. If any person purports to vote on a show of hands at a General Meeting in more than one of the said capacities, all the votes which that person might otherwise be entitled to cast on that resolution shall be disregarded.

**66. President**

If no person has been appointed President at an Annual General Meeting the Board shall have power to appoint any person as President of the Association on such terms and conditions and for such periods as it shall determine. The appointment of the President shall be subject to ratification at the next Annual General Meeting. The President may be a member of the Board. The appointment of a person as President shall not entitle that person to vote at any meeting or to any executive power in relation to the Association.

## **67. Patrons and Advisers**

The Board shall have power to appoint any person as a patron, vice-patron or adviser of the Association on such terms and conditions and for such periods as it shall determine. The appointment of a person as patron, vice-patron or adviser shall not entitle that person to vote at any meeting or to any executive power in relation to the Association.

## **68. Declaration of Interest**

A member of the Board, or any council, commission, committee or working party 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 Board, council, commission, committee or working party, or as any official or employee. A member of the Board, or any council, commission, committee or working party of the Association, or any official or employee 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.

## **69. Vacation of Office**

The office of a member of the Board or any council, commission, committee or working party or official shall be vacated automatically:

- (a) If a receiving order is made against him;
- (b) If he becomes of unsound mind;
- (c) If he ceases to be a Steward or an Ordinary Member and member of a Club Member;
- (d) If by notice in writing to the Association he resigns his office;
- (e) If he ceases to hold office by reason of any order made under Sections 168D to 168L inclusive of the Ordinance;
- (f) If he is removed from office by a Special resolution duly passed at a General Meeting of the Association.
- (g) The office of a Director shall be automatically vacated if the Director is absent from three consecutive Board meetings without the permission of the Board.

## **70. Honorary Vice-Presidents**

Any retiring elected Director who in the opinion of the Board has served the Association with conspicuous diligence over a period of not less than ten years shall be eligible for election as an Honorary Vice-President.

## **71. Validity of Acts**

All acts done by any meeting of the Board, or any council, commission, committee or working party appointed by the Board or any Steward acting as an official shall, notwithstanding that there was some defect in the appointment or election of any member of the Board, council, commission, committee, working party or Steward acting as aforesaid or that they or any of them were disqualified, be as valid as if every such Steward had been duly appointed or elected and was qualified as a member of the Board, council, commission, committee, working party or as an

official.

**72. Safe Custody of the Seal of the Association**

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

**73. Who May Affix the Seal of the Association**

Rules regarding the use and affixing of the Seal of the Association may be made from time to time by the Association in General Meeting. The Seal of the Association shall not be affixed to any instrument, writing or document except by the authority of a resolution of the Board in accordance with rules made by the Association in General Meeting. Until such Rules are made all instruments, writings or documents requiring the Seal of the Association to be affixed thereto shall be signed by any two of the Chairman, Director of Finance and Company Secretary or any director duly authorised to do so by resolution of the Board.

**74. Medal of Honour**

Any Member who in the opinion of the Board has rendered conspicuous service to the Association thereby furthering the achievement of its objects shall be eligible to receive a Medal of Honour and Citation.

**75. Application of Assets of the Association**

The income and property of the Association shall be applied solely towards the promotion of the objects of the Association as set out in its 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 or organisations who at any time are or have been Members of the Association or any of them provided that nothing herein contained shall prevent the payment in good faith of remuneration to any official or servant of the Association or to any Member thereof or any other person in return for services actually rendered.

**76. Alteration of Articles**

No Article of the Association shall be altered or revoked nor a new Article introduced unless at least twenty-one days' notice of such intention has been given to all Members and a resolution in favour of such alteration or new Article has been passed by a three- quarters majority of those present and entitled to vote at a General Meeting convened for such purpose. No addition, alteration, or amendment shall be made to or in 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 Ordinance.

**77. Books of Account**

The Board shall cause proper books of account to be kept with respect to:

- (a) All sums of money received and expended by the Association and the matters in respect of which such receipts and expenditures shall take place;

- (b) All sales and purchases of goods by the Association; and
- (c) The assets and liabilities of the Association.
- (d) 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 at such other place or places as the Board shall think fit and shall be made available for inspection by the members of the Board at reasonable times.

#### **78. Inspection of Books of Account by Members**

The Board shall, subject to Article 77 of the Articles, from time to time determine at what times and places and under what conditions the accounts and books of the Association shall be open to inspection of Members not being members of the Board.

#### **79. Inspection of Books of Account by Auditors**

Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors.

#### **80. 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 Company 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. If a Member has no registered address in Hong Kong and has not supplied an address in Hong Kong to the Association for the giving of notices a notice addressed to him and advertised in English once in either the South China Morning Post or in the Hong Kong Standard and in Chinese once in the Wah Kiu Yat Po, Sing Tao Jih Pao or the Kung Sheung Daily News or such papers as the Secretary for Home Affairs may approve for the purpose of giving notice shall be deemed to be fully given to him on the day on which the advertisement appears.

#### **81. Giving Notice**

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

#### **82. Time of Service of Notice**

- (a) A notice delivered to the registered address shall be deemed to have been served at the time of delivery.
- (b) A notice sent by prepaid letter to an address in Hong Kong shall be deemed to have been served on the day following its posting.
- (c) A notice sent by prepaid airmail letter to an address outside Hong Kong shall be deemed to



have been served on the fifth day following its posting.

- (d) A notice sent by cable shall be deemed to have been served on the day following the dispatch of the cable.
- (e) A notice sent by telex, facsimile or electronic means shall be deemed to have been served at the time of sending provided that the outgoing telex, facsimile or electronic means shows receipt of the notice through the automatic response of the addressee's telex, facsimile machine or server, except that if a telex, facsimile or electronic notice is sent on a day which is not a business day in the country of the addressee it shall be deemed received on the next day after sending which is a business day.
- (f) In the case of a notice sent by prepaid letter, in proving service thereof it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and stamped and was deposited in a post box or at the post office.

### **83. 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.

### **84. Indemnity of Members by the Association**

Subject to the provisions of Sections 468-473 of the Ordinance, if any prosecution, action or suit at law be commenced against any Director, or member of a council, commission, committee or working party, or official, employee or agent of the Association for anything done by him or them in the proper or reasonable discharge of their duties, such person or persons shall subject to the provisions of section 473 of the Ordinance be defended and indemnified by and at the cost of the Association from all damages, costs and expenses which may be incidental to or result from such prosecution, action or suit at law and the property and funds of the Association may be applied for such as may be approved by the Association in General Meeting from time to time, provided however that judgment is given in his favour or he is acquitted.

### **85. Insurance**

The Board may purchase and maintain insurance, at the expense of the Company, for an Indemnified Person, or a director of a Subsidiary, against:

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

### **86. Formation of subsidiary**

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

Names, Addresses and Descriptions of Subscribers	
(Sd.) Michael Scott Tanner Flat B3, 48 Stanley Village Road Stanley, Hong Kong Surveyor	(Sd.) David Sorton B402, 21 Homantin Hill Road Kowloon, Hong Kong Civil Engineer
(Sd.) Robert Lawrence Wilson A1 Repulse Bay Villas, Repulse Bay Road Hong Kong, Life Underwriter	(Sd.) Russell John Black C7, 127 Repulse Bay Road, Hong Kong Civil Engineer
(Sd.) Arthur James Thorley Flat 8, Block 44, Baguio Villas Hong Kong Police Officer	(Sd.) Paul Widdowson Flat 22, Block 42, Baguio Villas, Pokfulam, Hong Kong Police Officer
(Sd.) Richard Alfred Linning Flat 51, 37 Conduit Road Hong Kong Civil Servant	

Dated the 15th day of May 1978

WITNESS to the above signatures:-

((Sd.) W P G Double  
Solicitor  
Hong Kong