

THE COMPANIES ORDINANCE (CHAPTER 622)
COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
OF
LIONS CLUB OF JARDINE'S LOOKOUT LIMITED
渣甸山獅子會有限公司

1. In these Article the following expressions have the following meanings namely.
- (a) "Auditors" means the person or persons appointed to audit the accounts of the Club;
 - (b) "Board of Directors" means the Board of Directors of the Club constituted in accordance with these Articles.
 - (c) "Chairman" means the Chairman for the time being of the Board of Directors of the Club;
 - (d) "Clause" shall mean the Clause contained in Article 2.
 - (e) "Director" means a Member of the Board of Directors of the Club;
 - (f) "Club" means LIONS CLUB OF JARDINE'S LOOKOUT LIMITED 渣甸山獅子會有限公司;
 - (g) "Hong Kong SAR" means Hong Kong Special Administrative Region of the People's Republic of China;
 - (h) "Member" means a Member of the Club;
 - (i) "Ordinance" means the Companies Ordinance Cap. 622 Laws of Hong Kong SAR and shall include all statutory amendments or substitutions thereof for the time being in force;
 - (j) "Seal" means the common seal of the Club;

Words importing masculine gender shall include feminine gender. Unless the context otherwise requires, expressions defined in the Ordinance or any statutory modification thereof in force at the date of which these Articles become binding on the Club shall have the meanings so defined.

These Articles shall be construed with reference to the Ordinance and expressions used in these Articles, unless otherwise defined or stated, shall have the meanings thereto respectively assigned by the Ordinance.



OBJECTS OF THE CLUB

2. The Club is established for the objects expressed in the THIRD Clause of Article 2.

FIRST: The name of the Company is LIONS CLUB OF JARDINE'S LOOKOUT LIMITED 渣甸山獅子會有限公司; (Hereinafter refer to as "Club")

SECOND: The registered office of the Club will be situated in Hong Kong.

THIRD: The objects for which the Club is established are:

1. for the promotion or advancement of education and for the relief of the needy including the aged and sickness for the benefit of the Hong Kong community and for the relief of poverty generally in Hong Kong and elsewhere in the world;
2. for the furtherance of the object of the Club but not otherwise, to support non-profit making educational institutions and other Clubs and organizations having objects similar to the Club, provided that none of the funds of the Club shall subscribe to any institution and Club and organization which does not prohibit the distribution of its income and property amongst its Members to an extent at least as great as is imposed on the Club under or by virtue of the FOURTH and SEVENTH Clause of Article 2;
3. for the furtherance of the objects of the Club but not otherwise, to make donations and grants for the assistance of needy individuals, charitable institutions and other organizations having objects similar to the Club, provided that none of the funds of the Club shall subscribe to any institution and Club and organization which does not prohibit the distribution of its income and property amongst its Members to an extent at least as great as is imposed on the Club under or by virtue of the FOURTH and SEVENTH Clause of Article 2;
4. for the furtherance of the objects of the Club but not otherwise, to make payment towards the cost of maintenance and the improvement of the premises of any charitable institution and other non-profit making school, university or educational institution in Hong Kong and elsewhere in the world;
5. for the advancement of environmental protection and for the benefit of the Hong Kong community, to raise the quality of life of the people of Hong Kong by preventing the damage of the environment through human activities;
6. for the advancement of environmental protection and for the benefit of the Hong Kong community, to promote a way of life that is in harmony with the balance between nature and humankind;
7. to liaise, co-ordinate and co-operate with other local, regional and international bodies in pursuance of the above objects;

In furtherance of the above objects but not otherwise, the Club shall have power:-

- a) To grant bursaries, scholarships, grants, subsidies, allowances and other forms of financial assistance for needy persons assisted by the Club, upon such reasonable and proper terms and conditions as the Board of Directors of the Club decides. On a non-profit making basis, to establish, maintain and manage homes for the relief of poverty and the relief of the needy including the aged and orphaned for the benefit of the Hong Kong community.
- b) To provide, endow, furnish and fit out with all necessary furniture and other equipment, and maintain and manage buildings and other premises as are from time to time required for the objects of the Club.
- c) To purchase, take on lease or in exchange hire or otherwise acquire any real or personal estate or property for any of the objects of the Club and to sell, manage, lease, mortgage, dispose of or otherwise deal with the same.
- d) To construct, maintain and alter any house buildings or works necessary for the objects of the Club.
- e) Subject to FOURTH Clause of Article 2, to employ all such officers and staff as are required for the objects of the Club.
- f) To take such lawful steps by personal or written appeals, public meetings or otherwise as are from time to time considered expedient for the purpose of procuring contributions to the funds of the Club and to accept subscriptions, donation and any gift or property (whether of real personal or pecuniary and whether or not subject to any trust) and devises and bequests for all or any of the objects aforesaid and to sell and dispose of to lease and accept surrenders of leases of and manage all real estate so received and not required to be or capable of being occupied for the objects of the Club and generally to manage, invest and expend all monies belonging to the Club in a reasonable and prudent manner.
- g) On a non-profit making basis, to print and publish any newspapers periodicals books or leaflets as shall be desirable for attaining the objects of the Club.

- h) To borrow and raise monies in such reasonable and prudent manner as the Club considers fit.
- i) To invest any monies of the Club not immediately required for any of its objects in such reasonable and prudent manner as are from time to time determined.
- j) To undertake and execute any trusts which is conducive to any of the objects of the Club.
- k) To make donations and any gift of property (whether of real personal or pecuniary and whether or not subject to any trust) to charitable organizations and causes and to non-profit making learning institutes or bodies in Hong Kong and elsewhere in the world considered appropriate by the Board of Directors of the Club, provided that none of the funds of the Club shall be paid to any organization, institute or body which does not prohibit the distribution of its income and property amongst its Members to an extent at least as great as is imposed on the Club under or by virtue of FOURTH and SEVENTH Clause of Article 2.
- l) To amalgamate with any companies, institutions, societies or associations having exclusively charitable objects similar to these of the Club and which shall prohibit the distribution of their income and property by way of dividend or otherwise amongst their Members to an extent at least as great as is imposed upon the Club by virtue of FOURTH and SEVENTH Clause of Article 2 or to transfer all or any part of the property, assets, liabilities and engagements of the Club to any one or more of the companies, institutions, societies or associations with which the Club is authorized to amalgamate.

Provided that:

aa) 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 regards to such trusts.

bb) 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.

FOURTH: The income and property of the Club, however derived, shall be applied solely towards the promotion of the objects of the Club as set forth in this Articles of Association; and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever to the Members and Directors of the Club. Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant, not being Director or Member of governing body, of the Club in return for any service actually rendered to Club; but so that no Member or governing body of the Club shall be appointed to any salaried office of the Club, or any office of the Club paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Club to any Member of the Board of Director of the Board of Directors or governing body except repayment of out-of-pocket expenses.

FIFTH: The liability of the Members is limited.

SIXTH: Every Member of the Club undertakes to contribute to the assets of the Club in the event of the same being wound up while he is Member, or within one year after he ceased to be a Member, for payment of the debts and liabilities of the Club contracted before the time at which he ceases to be a Member, and of 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 One Hundred Hong Kong Dollars (HKD\$100.00).

SEVENTH: 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 same shall not be paid to or distributed among the Members of the Club but shall be given or transferred to other institution or institution which have charitable objects similar to the objects of the Club and which prohibit the distribution of its or their income and property by way of dividend or otherwise amongst its or their Members to an extent at least as great as is imposed upon the Club by virtue of the Fourth Clause of Article 2 and this clause, such institution or institutions to be determined by the Members of the Club at or before the time of the dissolution or in default thereof by a Judge of the High Court of Hong Kong SAR having jurisdiction in regards to charitable funds, and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

EIGHTH: True accounts shall be kept of the sums of monies received and expended by the Club (including donation receipts), and the matters in respect of which such receipts and expenditure take place, and of the property, credits, and liabilities of the Club; and, subject to any reasonable restrictions as to the time being in force shall be open to the inspection of the Members, once at least in every year, the accounts of the Club shall be examined and the correctness of the balance sheet ascertained by one or more qualified Auditor or Auditors.

QUALIFICATION OF MEMBERS

3. Any person of good conduct who takes an active interest in furthering the objects of the Club and by Director nomination shall be eligible to become a Member of the Club provided that no outstanding annual subscription fees, donation fees or any other fees that are due to the Club from time to time.

MEMBERSHIP

4. Unless otherwise determined by the Board of Directors, the number of Members of the Club shall not exceed 100.

5. Classification of Membership

Members shall be divided into the following classes:

5.1 Active Members

5.2 Members-at-large

5.3 Life Members

6. Active Members

An Active Member upon admission shall be entitled to exercise all rights and privileges of membership of the Club save as an Active Member pay an Entrance Fee in such amount as determined by the Directors. He shall also pay an Annual Due in such amount and in such manner as determined by the Directors. The Annual Due of an Active Member who is admitted not on the first day of a year shall be reduced on a pro rate basis by the number of complete months elapsed from the year until his admission.

7. Members-at-Large

A Member of the Club who has moved from the community, or because of health or other legitimate reason, is unable to attend meetings and desires to retain membership may be transferred at the absolute discretion of the Directors to the status of Membership-at-Large. This status shall be reviewed every six months by the Directors. A Member-at-Large shall be entitled to all rights of an Active Member save that he shall not be entitled to hold any office in the Club nor have voting right at any meeting. A Member-at-Large shall pay the Annual Due in such amount and in such manner as determined by the Directors.

8. Life Members

Any Member of the Club who has maintained continuous active Membership as a Lion for 100 or more years and has rendered outstanding service to the Club who has maintained such continuous Active Membership for 15 or more years and is at least 70 years of age; or any Member of the Club who has maintained such continuous Active Membership for 20 or more years and has served as an Officer of Lions Club International may be granted Life Membership in the Club by the Directors subject to the current regulations of Lions Club International. A Life Member shall pay such Membership Fee in such amount on such terms as determined by the Directors. A Life Member shall be entitled to all rights and privileges of an Active Member.

9. Upon the invitation of the Board of Directors, a person shall, if he accepts such invitation, apply for admission as a Member of the Club.
10. A Member shall be entitled to receive notice of general meetings of the Club and attend and vote at general meetings.
11. The Board of Directors may from time to time prescribe rules and to determine the terms and conditions, qualifications, admission fees, annual subscriptions and for the admission of various classes of Membership of non-voting nature.
12. The Founder Members to this Articles of Association shall be Members of the Club and in accordance with the provision of Article 3 hereof.
13. Every application for Membership of the Club shall be made in writing signed by the applicant and shall be in such form as the Board of Directors shall from time to time provide.
14. Every written application for Membership shall be placed before the Board of Directors for their decision which shall be final and conclusive. The Board of Directors shall not be under any obligation to give any reason for any such decision. The Secretary shall notify every applicant the decision of the Board of Directors.
15. For successful applicant, upon payment of his annual subscription the applicant shall become a Member of the Club and the Secretary shall enter his name in the Register of Members.
16. If at any time within 3 months after the acceptance of an applicant under Article 14 above a majority of the Board of Directors shall be of the opinion that he has been accepted under any misapprehension they shall after inquiry and notice given to the applicant so accepted have power to erase his name from the Register of Members and her shall thereupon cease to be a Member.

RETIREMENT AND EXPULSION OF MEMBERS

17. Any Member wishing to resign his Membership of the Club shall give notice in writing of his intention so to do addressed to the Board of Directors and deposited at the registered office of the Club before payment for the next annual subscription has become due, otherwise he shall be liable to pay the subscription for that year. The resignation of Membership shall be accepted provided that any outstanding subscription and agreed donation to the Club have been settled.
18. If any Member of the Club shall willfully refuse to comply with any of the provisions of this Articles of Association, regulations or by-laws of the Club, or any resolution of the Club or do anything to hinder the operations of the Club ,or shall be guilty of any conduct likely to be obstruction or injurious to the interest, activities, or objects of the Club, as the case may be, such Member shall be liable to expulsion by a resolution of the Board of Directors.

Provided that at least 7 days before the meeting at which such resolution is to be considered such Member shall be given written notice thereof together with a copy of the intended resolution for this expulsion and that he shall before the passing of such resolution be given an opportunity to give the Board of Directors such explanation or defense in writing as he may think fit.

19. The Board of Directors may in all cases reconsider any determination regarding the expulsion of any Member.
20. A Member who resigned in accordance with Article 17 hereof or was expelled under Article 18 shall not be entitled to a refund of subscriptions paid.

ANNUAL SUBSCRIPTION

21. The annual subscription payable by members shall be prescribed by the Board of Directors from time to time. No applicant whose application for membership is approved shall be entitled to exercise or shall exercise and of the rights of a Member until he shall have paid to the Club the annual subscription.

RIGHTS AND OBLIGATIONS OF MEMBERS

22. Every Member of the Club shall have the following rights:
 - (a) To vote or to be elected as an office bearer of the Club.
 - (b) To use all available facilities of the Club.
23. Every Member of the Club shall have the following obligations :

- (a) To perform and observe the resolutions of the Club.
- (b) To observe the rules regulations and by-laws of the Club.

GENERAL MEETINGS

- 24. 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.
- 25. All other general meetings of Members shall be called extraordinary general meetings. The Board of Directors shall convene extraordinary general meetings on the requisition in writing of the majority Members of the Board of Directors or the majority of the Members of the Club or on such requisition as provided by Sections 566 and 567 of the Ordinance.
- 26. Subject to Sections 566 and 567 of the Ordinance, the requisitioning Directors or Members shall notice in writing to the Members of the Club of the proposed resolutions and of the meeting, and the proposals shall be passed as a resolution upon approval by a three-fourths majority of the Members attending the meeting.

NOTICE OF GENERAL MEETINGS

- 27. Subject to provisions of Section 564 of the Ordinance relating to special resolutions, 21 days notice at the least (exclusive of the day on which the notice is served or deemed to be served but inclusive of the day for which notice is given) specifying the place, the days, and the hour or meeting and, in case of special business, the general nature of that business shall be given in manner hereinafter provided, or in such other manner, if any, as may be prescribed by the Club in general meeting, to such persons as are, under the regulations of the Club entitled to receive notices from the Club.

Provided that a meeting of the Club shall, notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it is so agreed:

- (a) In the case of a meeting called as the annual general meeting, by all the Members entitled to attend and vote thereat; and
- (b) In the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being majority together representing not less than 95 per cent of the total voting rights of all the Members entitled to attend and vote at that meeting.

28. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDING AT GENERAL MEETINGS

29. All business shall be deemed special that is transacted at an extraordinary general meeting, or an annual general meeting with the exception of the consideration of the accounts, balance sheets, the reports of the Directors and auditors, the election of Member of the Board of Directors and other officers in the place of those retiring and the appointment of, and the fixing of the remuneration of the auditors and legal advisers wherever applicable.
30. 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 hereinafter otherwise provided the quorum for any general meeting shall be half of the number of the Members of the Club for the time being.
31. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members shall be dissolved and in any other case it shall stand adjourned to the same day in the next week at the same time and place and if at the adjourned meeting a quorum is not present within 20 minutes from the time appointed for the meeting the Members present shall be a quorum.
32. The Chair manof the Board of Directors shall preside as Chairman at every general meeting of the Club.
33. If at any general meeting the Chairman of the Board of Directors shall not be present within 15 minutes after the time appointed for the holding of the meeting, a Member of the Board of Directors present if any or if none, any Member present may be elected to be a Chairman.
34. The Chairman may (and shall if so directed by the meeting)adjourn the 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. When a meeting is adjourned for ten days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
35. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by the majority of Members present in person or by proxy entitled to vote and, unless a poll is so demanded, a declaration by the Chairman that a resolution has on a show of hands been carried unanimously or by a particular majority of lost and an entry to that effect in the book of the proceeding of the Club shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution
36. If a poll is duty demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
37. In the case of an equality of votes the Chairman of the meeting shall be entitled to a second or casting vote.

Votes of Members

38. Every Member shall be entitled to one vote personally or by representative or by proxy.

39. No Member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the Club have been paid.
40. The instrument appointing a proxy shall be in writing under the hand of the appoint or and shall be deposited at the registered office of the Club not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote, and in default the instrument of proxy shall not be treated as valid. The proxy to be appointed shall be a Member of the Club. A Member shall represent only one other Member to attend and vote at the meeting. An instrument appointing a proxy shall be in the following form, or in any other form of which the Directors shall approved:-

LIONS CLUB OF JARDINE'S LOOKOUT LIMITED
渣甸山獅子會有限公司

I, _____, being a Voting Member of LIONS CLUB OF JARDINE'S LOOKOUT LIMITED 渣甸山獅子會有限公司 hereby appoint _____ of and failing him, _____ of _____ as my proxy to vote for me and on my behalf at the ordinary (or extraordinary, as the case may be) general meeting of the Club to be held on the _____ day of _____, 20____, and at any adjournment thereof.

As witness my hand this _____ day of _____, 20____.

THE BOARD OF DIRECTORS

41. Unless and until the Club in general meeting shall otherwise decide the number of Directors shall not be less than 4.
42. Notwithstanding that the appointments have been made herein aforesaid the first Members of the Board of Directors shall be nominated by the Founder Members hereto to hold office until the first Annual General Meeting of Club.
43. The first Chairman of the Club shall be elected by the first Board of Directors.
44. A retiring Member of the Board of Directors shall be eligible for re-election.
45. No person shall become a Member of the Board of Directors unless he is a Member of the Club.
46. No remuneration or other benefit in money or money's worth shall be given by the Club to any Member of such Board or Governing Body except repayment of out-of-pocket expenses.
47. At the Annual General Meeting, all the Members of the Board of Directors shall retire from office. A retiring Member shall act throughout the meeting at which he retires.
48. No corporation can be elected to be a Member of the Board of Directors.

VACANCIES ON BOARD OF DIRECTORS

49. The Board of Directors shall have the power at any time to appoint a Member to fill any vacancy on the Board of Directors and such Member so appointed shall hold office only until the expiration of the term of office of the Member whose place is filled by him.
50. The Board of Directors may act notwithstanding any vacancy in their body but if the number of Directors falls below the minimum fixed by these Articles the Board shall not, except for the purpose of filling up vacancies, act so long as the number is below the minimum.

DISQUALIFICATION OF DIRECTORS

51. The office of a Director shall ipso facto be vacated:-

- (a) If he becomes bankrupt or suspends payment or compounds with his creditors.
- (b) If he is found lunatic or becomes of unsound mind.
- (c) If he ceases to be a Member of the Club.
- (d) If by notice in writing to the Club he resigns his office.
- (e) If he is removed by an Ordinary Resolution of a general meeting of the Members of the Club.
- (f) If he does not participate and manage the business of the Board of Directors continuously for one year or more, unless an Alternate Director has been appointed to fill up his office.

POWERS OF THE BOARD OF DIRECTORS

52. The Management of the operations and control of the Club shall be vested in the Board of Directors which in addition to the powers and authorities and discretions by these presents or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Club and are not hereby or by the Ordinance expressly directed or required to be exercised or done by the Club in general meeting, but subject nevertheless to the provisions of the Ordinance, and to these presents; but no regulation so made shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

53. A. Without prejudice to the general powers contained in the preceding clause and for furthering the objects of the Club but not otherwise the Board shall have power:-

- (a) To pay all the costs and expenses of and incidental to the promotion, formation, registration and establishment of the Club.
- (b) To acquire by purchase or otherwise, any property, rights or privileges, capable of being validly acquired by the Club and to settle the consideration terms and condition.
- (c) To bring and prosecute, and to defend any legal or other proceedings to compromise, settle, abandon, or refer to arbitration, any such proceedings, or any claim by or against the Club and to give time to any debtor of the Club.
- (d) To invest or otherwise deal with the moneys of the Club not immediately required upon such securities and in a proper and prudent manner as they think fit, and from time to time to vary or realize such investment.
- (e) To raise or borrow any monies required for the objects of the Club upon such terms and on such securities as are determined and to secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the Club.
- (f) From time to time to make, vary and repeal by-laws for the regulation of the affairs of the Club its Members, officers and servants.

- (g) To make, fulfill, rescind, modify, or vary any contract, and to do all such lawful acts and things as they think expedient for the objects of the Club.
- (h) To appoint, suspend and remove the manager, secretary, cashier, clerks, agents and servants and fix their remuneration and determine their duties in accordance with FOURTH Clause of Article 2.

B. If a Director is in any way (directly or indirectly) interested in a transaction, arrangement or contract; or proposed transaction, arrangement or contract; or proposed transaction, arrangement or contract with the Club that is significant in relation to the Club's operations and his interest is material, he must declare the nature and extent of his interest to the other Directors in accordance with the provision of the Ordinance. A director must neither vote in respect of the transaction, arrangement or contract; or proposed transaction, arrangement or contract in transaction, arrangement or contract; or proposed transaction, arrangement or contract in which he is so interested nor be counted for quorum purposes in respect of the transaction, arrangement or contract, and if he does so vote his vote shall not be counted.

NOTICE OF BOARD MEETINGS

- 54. 14 days notice at least for the meeting of the Board of Directors (exclusive of the day on which the notice is served or deemed to be served but inclusive of the day for which notice is giving) specifying the place, the day, the hour of meeting and the nature of that business shall be given. Provided that a meeting of the Board of Directors shall, notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it is so agreed by all Directors.

PROCEEDINGS OF THE BOARD OF DIRECTORS

- 55. The Board of Directors shall meet together for the dispatch of business adjourn and otherwise regulate their Meetings as they think fit. Four of its Members shall be a quorum for a meeting of the Board of Directors.
- 56. The Chairman of the Board of Directors shall preside as Chairman at every meeting of the Board of Directors, but if at any meeting the Chairman is not present within 15 minutes after the time appointed for holding the same, those present shall choose one of their Member to be Chairman of the meeting.
- 57. All acts done by any meeting of the Board of Directors or any Committee or Sub-Committee or by any person acting as a Member thereof shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Members or persons acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Member of such Board of Directors or Committee.
- 58. Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes present, and in case of an equality of votes the Chairman if the meeting shall have a second or casting vote.
- 59. The Board of Directors shall cause minutes to be made in books provided for the purpose.
 - (a) of all appointments made by the Board of Directors;
 - (b) of the names of the Members present at each meeting of the Board of Directors;
 - (c) of all resolutions and proceedings at all meetings of the Club and of the Board of Directors and every Member of the Board of Directors present at any meeting of the Board of Directors shall sign his name in a book to be kept for that purpose.

The provision herein contained shall mutatis mutandis apply to all meetings and of all Sub-Committees.

60. A resolution in writing, signed by a two-thirds majority of the Directors for the time being entitled to receive notice of a meeting of the Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held.

SUB-COMMITTEES

61. The Board of Directors may delegate in writing any of its powers to Sub-Committees consisting of such Members of its body or other Members of the Club as it shall think fit and may from time to time revoke such delegation or revoke the appointment of any such Sub-Committee or any Member thereof. Any Sub-Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on it by the Board of Directors.

HONORARY OFFICERS

62. A Hon. Secretary and a Hon. Treasurer shall be appointed by the Board of Directors for such terms and upon such conditions as they think fit, and the Hon. Secretary and the Hon. Treasurer so appointed may be removed by them.
63. No remuneration or other benefit in money or money's worth shall be given by the Club to the Hon. Officers except repayment of out-of-pocket expenses.

THE SEAL OF THE CLUB

64. The Seal of the Club shall be kept and used by the Board of Directors. No document or instrument shall be sealed except by the authority of a resolution of the Board of Directors.

AUTHENTICATION OF THE DEEDS AND DOCUMENTS

65. All deeds and instruments requiring the seal of the Club shall be signed by any two Directors.
66. All cheques drawn on the Club's current bank account and all orders for payment, promissory notes and other negotiable instruments made or issued by the Club and all other contracts and instruments entered into by the Club shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.

ACCOUNTS

67. The Board of Directors shall cause the accounts to be kept:-
- (a) Of the sums of money received and expended by the Club (including donation receipts) and the matters in respect of which such receipt and expenditure takes place.
 - (b) Of the assets and liabilities of the Club, and
 - (c) Of all other matters necessary for showing the true state and condition of the Club.
68. The Books of account shall be kept at the registered office of the Club or at such other place or places as the Board of Directors think fit.

69. The Board of Directors shall from time to time determine to what extent, and at what times and places, and under what conditions or regulations, the accounts and books of the Club, or any of them, shall be open to the inspection of the Members, and no Member, save and except the Directors, shall have any right of inspecting any account or book of the Club, except as conferred by the Ordinance or authorized by the Board of Directors or by a resolution of the Club in general meeting.
70. At the annual general meeting in every year, the Board of Directors shall lay before the meeting an income and expenditure account, a balance sheet, containing a summary of the property and liabilities of the Club made up to a date not more than nine months before the meeting, from the time when the last preceding account and balance sheet were made up, and in the case of first account and balance sheet from the incorporation of the Club, and such balance sheet and account shall comply with the provisions of Section 380 and 381 of the Ordinance.
71. Every such account and balance sheet shall be accompanied by a report of the Board of Directors as to the state and conditions of the Club and the account, report and balance sheet shall be signed by the Chairman.
72. A printed copy of such account, balance sheet, and report shall, at least 21 days before the meeting, be sent to each Member of the Club.

AUDIT

73. Once at least in every year the accounts of the Club shall be examined and the correctness of the income statement and statement of financial position ascertained by one or more authorized auditors.
74. All accounts when audited and adopted by a General Meeting shall be conclusive.

BY-LAWS

75. The Board of Directors shall have power from time to time to make such by-laws as may be necessary provided they be not repugnant to or inconsistent with the terms of these Articles. The Board of Directors may at any time or from time to time revoke or alter any of the said by-laws.

INDEMNITY

76. Every member of the Club, officer or other servant of the Club shall be indemnified out of the funds of the Club against all liability incurred by him as such member of the Club, officer or servant in defending any proceedings, whether civil or criminal.

WINDING-UP

77. The provisions of SEVENTH Clause of Article 2 relating to the winding-up or dissolution of the Club shall have effect and be observed as if the same were repeated in these Articles.

SECRETARY

78. The first Secretary of the Club shall be Kwok Wai Yee Vicky 郭慧兒.