

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
THE HONG KONG LIFE SAVING SOCIETY
(香 港 拯 溺 總 會)

Incorporated the 1st day of June 1963

HONG KONG

CERTIFIED TRUE COPY
For and on behalf of
The Hong Kong Life Saving Society

CHAN Wai Lun Anthony
Director

1st Reprinted in May, 1997

2nd Reprinted in July, 2000

3rd Reprinted in March, 2009

4th Reprinted in September, 2009 and

Updated per Special Resolutions Passed on 22nd August 2015

No. 8892

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

THE HONG KONG LIFE GUARD CLUB

(香 港 拯 溺 總 會)

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

incorporated under the name of

其現在的註冊名稱為

THE HONG KONG LIFE SAVING SOCIETY

(香 港 拯 溺 總 會)

Issued by the undersigned on 5 February 1997.

本證書於一九九七年二月五日簽發

(Signed) Miss H. CHANG
for Registrar of Companies
Hong Kong

香港公司註冊處處長
(公司註冊主任 張巧雯 代行)

THE HONG KONG LIFE SAVING SOCIETY

(香港拯溺總會)

Pursuant to Sections 87(1), 88(1), 88(2), 88(5), 98, 105 and 564 of the
Companies Ordinance, Cap. 622

Passed on Saturday, the 22nd day of August, 2015 at 2:30p.m.

At an Extraordinary General Meeting of the members of **THE HONG KONG LIFE SAVING SOCIETY** (香港拯溺總會), duly convened and held at the office of the Society at 21st Floor, Caltex House, 258 Hennessy Road, Wanchai, Hong Kong on Saturday, the 22nd day of August, 2015 at 2:30p.m., the following Special Resolutions were duly passed :-

SPECIAL RESOLUTIONS

MEMORANDUM OF ASSOCIATION

1. Heading – That the words “and not having a capital” be deleted after “Company Limited by Guarantee”.
2. Clause 5 – That Clause 5 be amended to read as follows:
“No addition, alteration or amendment shall be made to or in this Memorandum of Association or the Articles of Association of the Society for the time being in force, unless such addition, alteration or amendment has previously been submitted to and approved by the Registrar of Companies in writing or is made under a direction given under section 104(2)(b) or 105 of the Companies Ordinance, Cap. 622.”
3. Clause 6 – That Clause 6 be amended to read as follows:
“The Clauses 4 and 5 of this Memorandum of Association contain conditions on which a licence was granted in pursuance of Section 21 of the former Companies Ordinance (and pursuant to section 5 of Schedule 11 to the Companies Ordinance (Cap. 622), such licence is regarded as a licence granted under section 103 for the

purposes of the said Ordinance).”

ALTERATION OF ARTICLES OF ASSOCIATION

Heading – That the words “and not having a capital” be deleted after “Company Limited by Guarantee”.

Article 1 –

That the meanings of the following terms be amended to read as follows:

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

“the Executive Committee” means “the Executive Committee for the time being of the Society and every member of the Executive Committee appointed under these Articles shall be deemed to be a director of the Society for the purposes of the Ordinance.”

That the following new term be added immediately after the term “Month”:

“the predecessor Ordinance” means “the “predecessor Ordinance” as defined in section 2(1) of the Ordinance including the related subsidiary legislation.”

Article 3 –

That the word “purposes” appearing on the 1st line be replaced by the word “objects” thereof.

Article 9 –

That the Articles of Association of the Company be altered in the manner followings:

- (a) Article 9(a) – wordings from “and be submitted for approval and adoption at the Annual General Meeting” be deleted.
- (b) Articles 9(c) – be deleted.

Article 16 –

That the first sentence of Article 16 be deleted and amended to read as follows:

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

Article 18 –

That Article 18 be amended to read as follows:

“The Executive Committee may, whenever they think fit, convene an extraordinary general meeting and extraordinary general meetings shall also be convened on the requisition of not less than 10 affiliated unit members. Without prejudice to the foregoing provision, if the members of the Executive Committee are required to call a general meeting under section 566 of the Ordinance, they must call it in accordance with section 567 of the Ordinance. If the members of the Executive Committee do not call a general meeting in accordance with section 567 of the Ordinance, the members who requested the meeting, or any of them representing more than one half of the total voting rights of all of them, may themselves call a general meeting in accordance with section 568 of the Ordinance.”

Article 19 –

That the whole of Article 19 be deleted and replaced by the following thereof:

19. (a) An annual general meeting must be called by notice of at least 21 days in writing.
- (b) A general meeting other than an annual general meeting must be called by notice of at least 14 days in writing.
- (c) The notice is exclusive of:
- (i) the day on which it is served or deemed to be served; and
 - (ii) the day for which it is given.
- (d) The notice must:
- (i) specify the date and time of the meeting;
 - (ii) specify the place of the meeting (and if the meeting is to be held in 2 or more places, the principal place of the meeting and the other place or places of the meeting);
 - (iii) state the general nature of the business to be dealt with at the meeting;

- (iv) for a notice calling an annual general meeting, state that the meeting is an annual general meeting;
 - (v) if a resolution (whether or not a special resolution) is intended to be moved at the meeting:
 - (1) include notice of the resolution; and
 - (2) include or be accompanied by a statement containing any information or explanation that is reasonably necessary to indicate the purpose of the resolution;
 - (vi) if a special resolution is intended to be moved at the meeting, specify the intention and include the text of the special resolution; and
 - (vii) contain a statement specifying a member's right to appoint a proxy under section 596(1) of the Ordinance.
- (e) Paragraph (4)(e) above does not apply in relation to a resolution of which:
- (i) notice has been included in the notice of the meeting under section 567(3) or 568(2) of the Ordinance; or
 - (ii) notice has been given under section 615 of the Ordinance.
- (f) Despite the fact that a general meeting is called by shorter notice than that specified in this article, it is regarded as having been duly called if it is so agreed:
- (i) for an annual general meeting, by all the members entitled to attend and vote at the meeting; and
 - (ii) in any other case, by a majority in number of the members entitled to attend and vote at the meeting, being a majority together representing at least 95% of the total voting rights at the meeting of all the members.

Article 21 –

That “an Extraordinary Meeting” appearing on the 1st and 2nd lines be replaced by “an Extraordinary General Meeting” thereof.

That “the reports of the Secretary” appearing on the 3rd and 4th lines be replaced by “the report of the Executive Committee and the reports of” thereof.

Article 47 –

That sub-clauses (c), (e) and (f) be amended to read as follows:

- (c) Ceases to be a member of the Executive Committee under the Ordinance or the Companies (Winding Up and Miscellaneous Provisions) Ordinance, Cap. 32, or

is prohibited from being a director by law; or

- (e) Resigns his office by notice in writing to the Society given in accordance with section 157D(3)(a) of the predecessor Ordinance or section 464(5) of the Ordinance (as the case may be); or
- (f) Is directly or indirectly interested in any transaction, arrangement or contract (being a transaction, arrangement or contract of significance in relation to the Society's affairs) with the Society and, if his interest in such transaction, arrangement or contract is material, fails to declare the nature of his interest in manner required by Section 162 of the predecessor Ordinance or section 536 of the Ordinance (as the case may be); or

Article 48 –

That Article 48 be amended to read as follows:

“A member of the Executive Committee shall not vote in respect of any transaction, arrangement or contract in which he is interested or any matter arising thereout, and if he does vote, his vote shall not be counted. A reference in Article 47 and this article to a transaction, arrangement or contract includes a proposed transaction, arrangement or contract.”

Article 52 –

That “section 121(3) of the Ordinance” appearing on the 2nd line be replaced by “the applicable statutory requirements” thereof.

Article 54 –

That “requirements of the Ordinance” appearing on the 2nd line be replaced by “the applicable statutory requirements” thereof.

That “an income and expenditure account as is referred to in that Section” appearing on the last line be replaced by “financial statements and reports as are required by the statutes” thereof.

Article 55 –

That Article 55 be amended to read as follows:

“A copy of the reporting documents (as defined in section 357 of the Ordinance) for the financial year which is to be laid before the Society in the General meeting shall, not less than 21 days before the date of the meeting, be sent to every member of the Society and all other persons entitled to receive notices of general meetings of the Society.”

Article 56 –

That “Section 131, 132, 133, 140, 140A, 140B and 141 of the Ordinance” appearing on the 2nd line be replaced by “the applicable statutory requirements” thereof.

Article 59 –

That Article 59 be amended to read as follows:

“Every Auditor, Secretary and officer (other than a member of the Executive Committee) for the time being of the Society shall be indemnified out of the funds of the Society against all liabilities and obligations which they, or any of them, may incur in good faith in the proper and reasonable performance or purported performance of their duties in relation to the Society other than any liability which attaches to them by law in respect of any negligence, default, breach of duty or breach of trust. Further, they shall be indemnified from the funds of the Society against any liability incurred by them in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application under section 358 of the predecessor Ordinance or section 903 or 904 of the Ordinance in which relief is granted to them by the Court. Provided that none of the funds of the Society shall be applied in payment of the whole or part of any fine or penalty imposed upon any person by sentence or order of a Court of Justice.”

(Sd.) Anthony Chan Wai Lun, MH, JP
Chairman

Dated Hong Kong, 22nd August, 2015.

THE HONG KONG LIFE SAVING SOCIETY

(香港拯溺總會)

Pursuant to Sections 8(7)(b) and 117(1) of the
Companies Ordinance, Cap. 32 of the Revised Edition

Passed on Saturday, the 5th day of September, 2009 at 2:30p.m.

At an Extraordinary General Meeting of the members of **THE HONG KONG LIFE SAVING SOCIETY** (香港拯溺總會), duly convened and held at the office of the Society at 21st Floor, Caltex House, 258 Hennessy Road, Wanchai, Hong Kong on Saturday, the 5th day of September, 2009 at 2:30 p.m., the following Special Resolution was duly passed :-

SPECIAL RESOLUTION

ALTERATION OF MEMORANDUM OF ASSOCIATION

Clause 3 –

That the following 2 Sub-clauses (af) and (ag) be inserted immediately after Sub-clause (ae):

- (af) To condemn the use of performance enhancing drugs and doping practices in sport.
- (ag) To support the latest Anti-Doping Rules of the Sports Federation & Olympic Committee of Hong Kong, China and the Hong Kong Anti-Doping Committee and adopt them wholly as the Society's Anti-Doping Policy.

Clause 11 –

That a new Clause 11 be inserted immediately after Clause 10:

- 11. The Society 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.

(Sd.) Anthony Chan Wai Lun
Chairman

Dated Hong Kong, 5th September, 2009

THE HONG KONG LIFE SAVING SOCIETY

(香港拯溺總會)

Pursuant to Sections 8(7)(b), 13 and 117(1) of the
Companies Ordinance, Cap. 32 of the Revised Edition

Passed on Saturday, the 14th day of March, 2009 at 2:30p.m.

At an Extraordinary General Meeting of the members of **THE HONG KONG LIFE SAVING SOCIETY** (香港拯溺總會), duly convened and held at the Hong Kong Life Saving Society Training Headquarters, 8 South Bay Road, Repulse Bay, Hong Kong on Saturday, the 14th day of March, 2009 at 2:30 p.m., the following Special Resolutions were duly passed :-

SPECIAL RESOLUTIONS

A) ALTERATION OF MEMORANDUM OF ASSOCIATION

1. Clause 2

By deleting the words “the Colony of Hong Kong” and substituting by the words “Hong Kong Special Administrative Region (hereinafter called “Hong Kong”)”.

2. Clause 3, paragraph (f)

By deleting the words “the Colony” and substituting by the words “Hong Kong”.

3. Clause 3, paragraph (o)

By deleting the clause “To purchase, take on lease ... such Licence shall be obtained” and substituting by “To purchase, take on lease or in exchange, hire or otherwise acquire any real and personal estate which may be deemed necessary or convenient for the purpose of effectuating any of the objects of the Society.”

4. Clause 3, paragraph (y)

The words “by way of profit” be deleted.

5. Clause 4

By deleting the entire provisions of Clause 4 and substituting therefor the following new clause:

4. (1) The income and property of the Society, however, derived, shall be applied solely towards the promotion of the objects of the Society as set out in this Memorandum of Association.
- (2) Subject to sub-clauses (4) and (5) below, no portion of the income and property of the Society shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever, to the members of the Society.
- (3) No member of the Executive Committee or governing body of the Society shall be appointed to any salaried office of the Society, or any office of the Society paid by fees and no remuneration or other benefit in money or money's worth (except as provided in sub-clause (5) below) shall be given by the Society to any member of the Executive Committee or governing body.
- (4) Nothing herein shall prevent the payment, in good faith, by the Society of reasonable and proper remuneration to any officer or servant of the Society, or to any member of the Society not being a member of the Executive Committee or governing body of the Society in return for any services actually rendered to the Society.
- (5) Nothing herein shall prevent the payment, in good faith, by the Society:-
 - (a) to any member of the Executive Committee or governing body of out-of-pocket expenses;
 - (b) of interest on money lent by any member of the Society or its Executive Committee or governing body at a rate per year not exceeding 2% above the prime rate prescribed for the time being by The Hongkong and Shanghai Banking Corporation Limited for Hong Kong dollar loans;
 - (c) of reasonable and proper rent for premises demised or let by any member of the Society or of its Executive Committee or governing body;
 - (d) of remuneration or other benefit in money or money's worth to the body corporate in which a member of the Society or of its Executive Committee or governing body is interested solely by virtue of being a member of that body corporate by holding not more than one-hundredth part of its capital or controlling not more than a one-hundredth part of its votes.

- (6) No person shall be bound to account for any benefit he may receive in respect of any payment properly paid in accordance with sub-clauses (4) and (5) above.

6. Clause 5

By deleting the entire provisions of clause 5 and substituting by the following provisions:

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

7. Clause 6

By deleting the entire provisions of clause 6 and substituting by the following provisions:

“The Clauses 4 and 5 of this Memorandum of Association contain conditions on which a licence is granted in pursuance of Section 21 of the Companies Ordinance, Chapter 32.”

8. Clause 9

By deleting the words “Supreme Court of Hong Kong” and substituting by the words “High Court of The Hong Kong Special Administrative Region”.

9. Execution clause in page 18

By deleting the words “hereto subscribed” and substituting by the words “given below”.

By deleting the word “Subscribers” and substituting by the word “Signatories”.

B) ALTERATION OF ARTICLES OF ASSOCIATION

1. Article 2

By deleting the words “unlimited” and substituting by the words “300,000 whereas the number of Affiliated unit members shall not be more than 160”.

2. Article 3

By adding the words “of Association” after the words “... in the Memorandum”.

3. Article 6, paragraph (a)

By deleting and substituted by the following new Article:

“The individual members, Honorary members, Associate members, Life members, Hon. Life Governor and Hon. Life President shall be entitled to all the rights and privileges of membership and to attend general meetings but shall not be entitled to vote thereat. For the avoidance of doubts, Tourist (day) members, Swimming members and Provisional members are not entitled to attend and vote at any general meetings of the Society.”

4. Article 4

By adding after “(x) Provisional member” the following 5 classes of membership:

- (xi) President
- (xii) Vice-President
- (xiii) Hon. President
- (xiv) Annual Governors
- (xv) Hon. Advisors
- (xvi) Patrons and Vice-Patrons

Article 4

To delete the word “ten” appearing on the first line and replacing therefor with the word “sixteen”.

Article 6, paragraph (c)

By adding after Article 6(b) the following new Article:

6(c) Each of the President, the Vice-President and the Honorary President, the Annual Governors and the Honorary Advisors and Patrons and Vice-Patrons are also members of the Society and who shall be entitled to attend and vote at general meetings whether personally or by proxy.

Article 9

By deleting and substituted by the following new Article:

“9(a) The scale of fees payable by members shall be reviewed and determined by the Executive Committee from time to time and be submitted for approval and adoption at the Annual General Meeting.”

Article 30

By deleting and substituted by the following new Article:

“Affiliated Unit Member shall be entitled to nominate a maximum total of two representatives to personally attend the general meeting of the Society. Every person nominated by each affiliated unit member which is approved by the Executive Committee personally present shall have one vote. Each of the President, the Vice-President, the Honorary President and the Patrons and Vice-Patrons for the time being shall be entitled to three votes and the Annual Governors and Honorary Advisors shall be entitled to two votes.”

Article 31

By adding “or not to exceed 14 members” after “shall elect not less than 10 members”.

5. Article 7

By deleting the word “subscribers” and substituting by the words “founder members”.

6. Article 14, paragraph (h)

By deleting the word “offense” and substituting by the word “offence”.

7. Article 14, paragraph (i)

By deleting the entire provisions of Article 14(i) and substituting by the following provisions:

“The member having been expelled from membership by the decision of the Executive Committee under this Article 14 shall have the right to appeal to the General Meeting of voting members of the Society. The decision of such expulsion can only be overruled by a special resolution of the General Meeting of members who are entitled to attend and vote at any general meeting of the Society.”

8. Article 19

By deleting the words “provision of subsection (2) of section 110” and substituting by the words “provision of section 116”.

9. Article 33

By deleting the entire provisions of Article 33 and substituting by the following new provisions:

“The Executive Committee shall have power at any time, and from time to time, to appoint any person to be a member of the Executive Committee to fill a casual vacancy only. Any director so appointed shall hold office only until the next following annual general meeting and shall then be eligible for re-election.”

10. Article 46

The word “Hon.” be deleted.

11. Article 47, paragraph (b)

By deleting the entire provisions of Article 47(b) and substituting by the following new provisions:

“Becomes bankrupt or makes any arrangement or composition with his/her creditors generally; or”.

Article 47, paragraph (c)

By deleting the entire provisions of Article 47(c) and substituting by the following new provisions:

“Becomes prohibited from being a member of the Executive Committee or a director by reason of any order made under Part IVA of the Ordinance or other statutes.”

Article 47, paragraph (f)

By deleting the words “Section 147” and substituting by the words “Section 162”.

12. Article 52

By adding the words “subject to section 121(3) of the Ordinance” to after the words “... the Society, or”.

13. Article 54

By deleting the words “Section 122” and substituting by the words “the requirements”.

14. Article 56

By deleting the words “132 and 133” and substituting by the words “132, 133, 140, 140A, 140B and 141”.

15. Article 59

By deleting the entire provisions of Article 59 and substituting by the following provisions:

“Subject to section 165 of the Ordinance, every member of the Executive Committee, Auditor, Secretary and officer for the time being of the Society shall be indemnified out of the funds of the Society against all liabilities and obligations which they, or any of them, may incur in good faith in the proper and reasonable performance or purported performance of their duties in relation to the Society other than any liability which attaches to them by law in respect of any negligence, default, breach of duty or breach of trust. Further, they shall be indemnified from the funds of the Society against any liability incurred by them in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application under section 358 of the Ordinance in which relief is granted to them by the Court. Provided that none of the funds of the Society shall be applied in payment of the whole or part of any fine or penalty imposed upon any person by sentence or order of a Court of Justice.”

16. Execution clause in page 30

By deleting the word “Subscribers” and substituting by the word “Signatories”.

17. Article 32

By deleting the words “from the persons representing the affiliated unit members entitled to vote thereat. They” and substituting by the word “and”.

(Sd.) Anthony Chan Wai Lun
Chairman

Dated Hong Kong, 14th March, 2009

THE HONG KONG LIFE SAVING SOCIETY

(香港拯溺總會)

Pursuant to Sections 8(1), 13(1), 21 and 117(1) of the
Companies Ordinance, Cap. 32 of the Revised Edition

Passed on Saturday, the 22nd day of July, 2000 at 12:00 noon

At an Extraordinary General Meeting of the members of **THE HONG KONG LIFE SAVING SOCIETY** (香港拯溺總會), duly convened and held at the Training Headquarters, The Hong Kong Life Saving Society, Repulse Bay, Hong Kong on Saturday, the 22nd day of July, 2000 at 12:00 noon, the following Special Resolution was duly passed :-

SPECIAL RESOLUTION

Alteration of Memorandum of Association

That the Memorandum of Association of the Society be altered by deleting Clause 3 (af).

(Sd.) Anthony Chan Wai Lun
Chairman

Dated Hong Kong, 22nd July, 2000

香港拯溺總會

THE HONG KONG LIFE GUARD CLUB

Pursuant to Sections 8(1), 13(1), 22 and 117(1) of the
Companies Ordinance, Cap. 32 of the Revised Edition

Passed on Saturday, the 14th day of December 1996 at 3:30p.m.

At an Extraordinary General Meeting of the members of The Hong Kong Life Guard Club (香港拯溺總會), duly convened and held at the Lord Mountbatten Hall, Mountbatten Youth and Recreation Centre, Repulse Bay, Hong Kong on Saturday, the 14th day of December, 1996 at 3:30p.m., the following Special Resolutions were duly passed :-

SPECIAL RESOLUTIONS

A) **CHANGE OF COMPANY NAME**

That the English name be changed to "THE HONG KONG LIFE SAVING SOCIETY" while the Chinese name shall remain unchanged.

B) **ALTERATION OF MEMORANDUM OF ASSOCIATION**

- (1) The First Clause – by abandoning the name of "THE HONG KONG LIFE GUARD CLUB" and adopting therefor the new name of "THE HONG KONG LIFE SAVING SOCIETY" while the Chinese name "香港拯溺總會" remaining unchanged.
- (2) Whenever it appears in the Memorandum of Association, the word "Club" be deleted and substituted therefor the word "Society".
- (3) The Third (Objects) Clause – by abandoning the name of "The Hong Kong Life Guard Club" and adopting therefor the new name "The Hong Kong Life Saving Society".
- (4) By adding after paragraph (i) of the Third Clause the following paragraphs :-
 - (j) to sustain and expand the teaching of water safety and life saving.
 - (k) to ensure a common high standard of instructions and examinations and to issue certificates.
 - (l) to advise on water safety problems.
 - (m) to maintain close connection with the Royal Life Saving Society of the United Kingdom and to be members of other international Life Saving Organizations as a member. For such purposes to attend and hold meeting conference and to give lectures training and demonstrations in other countries of the world.

- (n) to make consequential amendments by-laws, rules and regulations for conducting examinations and issuing certificates.
- (5) The Third Clause – by amending the numbers of paragraphs (j) to (v) to read as paragraphs (o) to (aa).
- (6) By adding after paragraph (aa) of the Third Clause the following paragraphs:-
- (ab) to establish secondary schools in which swimming and life saving will take precedence in extra-curricular activities.
 - (ac) to provide youth recreation for under-privileged and disabled children.
 - (ad) to receive donations from people or institutions of Hong Kong or any other part of the world having similar objects and activities.
 - (ae) to sponsor and make donations in term of cash or otherwise to people and/or institutions of Hong Kong or any other part of the world having similar objects and purposes and/or for any other objects or purposes which the Board of Directors/Executive Committee shall see fit.
 - (af) The objects set forth in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall in no wise be limited or restricted (except where otherwise expressed in such paragraphs) by reference or inference from the terms of any other paragraph (or in the name of the Society). The Society shall have as full a power to exercise all or any of the objects conferred by and provided in each of the paragraph of this clause as if each paragraph contained the objects of a separate and distinct Society.

C) ALTERATION OF ARTICLES OF ASSOCIATION

That the Articles of Association be altered in the manner following:

- (1) Article 1 – the definition of “the Club” means “The Hong Kong Life Guard Club” (香港拯溺總會) be abandoned and adopting therefor the new definition of “the Society” means “The Hong Kong Life Saving Society” (香港拯溺總會).
- (2) Whenever it appears in the Articles of Association, the word “Club” be deleted and substituted therefor the word “Society”.
- (3) Article 4 – “nine” classes of membership be amended to “ten” classes of membership. Incidentally, “(x) Provisional Member” be inserted after (ix).
- (4) Article 5 (i) – “Intermediate Certificate and” be deleted and “Royal Life Saving Society, London” be abandoned and “The Hong Kong Life Saving Society” be substituted.
- (5) Article 5 (viii) – “\$3,000.00” be abandoned and “\$5,000.00” be substituted.
- (6) By adding after Article 5 (ix) the following paragraph :
 - (x) Provisional Members – new applications for affiliated unit member and individual members to be granted provisional membership for the first 12 months – enjoying full benefits and privileges of a full membership save and except voting rights a provisional member has no voting right at a general meeting of the members of the Society. After 12 months, then

with the approval of the Executive Committee, the provisional member would become a full member.

(7) Article 6 (b) – “2” be inserted in line 2 before the word “representatives” and wordings from “and according to the following basis” and Sub-Articles 6(i) to (iii) be deleted.

(8) By deleting Article 8 and substitution therefor the following new Article:

8. Admission to Membership

All future applications or renewal of membership shall be vetted by the Membership Board. It will then make recommendation to the Executive Committee which shall have full and absolute discretion to admit, renew or refuse any person to membership or to any class of membership and shall not be called upon to give any reason therefor. A new application for affiliated unit member will initially hold a provisional membership for 12 calendar months. This unit shall enjoy the full privileges and benefits of a full member in all activities arranged by the Society, with the exception that they do not have the voting right in the Society’s general meetings. After this period, their participation in life saving, conduct and performance will be assessed by the Membership Board. This Board will submit recommendation to the Executive Committee which has absolute right to approve or decline the provisional membership to become a full member at the end of this 12-months’ observation period.

(9) Article 9(a) Membership Subscription be amended as follows:

(i)	Individual member-Annual Subscription	free
(ii)	Affiliated unit member-Annual Subscription	\$250
(iii)	Honorary member-Annual Subscription	free
(iv)	Associate member-Annual Subscription	free
(v)	Tourist (Day) member	\$10
(vi)	Swimming member-annual subscription	\$1,000
(viii)	Hon. Life Governor	\$5,000
(x)	Provisional member-annual subscription as in (i) and (ii) above.	

(10) Article 9(c) “\$200” be abandoned and “\$1,000” be substituted.

(11) By adding after Article 14(d) Sub-Articles (e) to (i):

(e) If an Executive or Official of the Society or any member has reason to believe that any member has committed a breach of the rules of the Society or has been guilty of conduct detrimental to the interests or reputation of the Society shall report to the secretary who may give notice in writing to the member concerned informing him of the breach of the Rules or conduct alleged against him and inviting him to make written representation within 14 days. The secretary may after the expiry of 14 days and after considering any written representation made, refer the matter to the Executive Committee of the Society who may proceed to consider the matter.

(f) The Executive Committee may constitute one or more disciplinary committees consisting of not less than one Executive Committee member and two voting members.

(g) The member who has infringed any of the provisions of the Articles of

Association or Rules of the Society or has been guilty of any conduct or behaviour or any act which in the opinion of the Executive Committee render him unfit for memberships of the Society or is detrimental to the interests, character or reputation of the Society, such member may be expelled from the Society.

- (h) The conviction of any offense in any Court of Justice shall be conclusive evidence that the member charged had been guilty of the conduct, behaviour or act described.
 - (i) The member who has been found guilty of the conduct, behaviour or act described herein Article 14 shall have the right to appeal to the General Meeting of voting members of the Society. The decision of such expulsion can only be overruled by a special resolution of the General Meeting of Voting Members of the Society.
- (12) Article 30A – wordings from “While retaining office to end of this Article” be deleted.
- (13) Article 31 – line 2 wordings “elect not less than 10 members to form be inserted between “shall” and “an Executive Committee”. Also “Captain” and “Vice-Captain” be abandoned and “Chairman” and “Vice-Chairman” be substituted respectively, wordings “One Honorary Instructor and 1 or 2 Assistant Honorary Instructors” be deleted and “And Committee Members.” be inserted after “One Service Committee Chairman and 1 or 2 Vice-Chairman”.
- (14) Article 39 – wordings “Captain” and “Vice-Captain” be abandoned and “Chairman” and “Vice-Chairman” be substituted respectively.

(Sd.) Anthony Chan Wai-Lun
Chairman

Dated Hong Kong, 14th December, 1996

THE HONG KONG LIFE GUARD CLUB

(香港拯溺總會)

Pursuant to Sections 13(1) and 117(1) of the Companies
Ordinance, Cap. 32 of the Revised Edition

Passed on Saturday, 25th November, 1995 at 3:00 p.m.

At an Extraordinary General Meeting of the members of **THE HONG KONG LIFE GUARD CLUB** (香港拯溺總會), duly convened and held at The Lord Mountbatten Hall, Mountbatten Youth and Recreation Centre, Repulse Bay, Hong Kong on Saturday, the 25th day of November, 1995 at 3:00 p.m., the following Special Resolution was duly passed :-

SPECIAL RESOLUTION

Alteration of Articles of Association

That the Articles of Association of the Company be altered in the manner followings:-

(A) By deleting Article No. 16 and substituting therefor the following:-

16. The Club shall in each year hold a general meeting as its annual general meeting in addition to any other meetings as such in the meeting calling it, and not more than fifteen months shall elapse between the date of one annual general meeting of the Club and that of the next one. The annual general meeting shall be held at such time and place as the Executive Committee shall appoint.

(B) By deleting Article No. 32 and substituting therefor the following:-

32. The Committee members shall be elected biennially during an annual general meeting from the persons representing the affiliated unit members entitled to vote thereat. They shall hold office for two years until the next election when they shall retire, but shall be eligible for re-election.

(Sd.) Anthony Chan Wai Lun
Chairman

Dated Hong Kong, 25th November, 1995

THE HONG KONG LIFE GUARD CLUB

Pursuant to Sections 8(1), 13(1) and 117(1) of the
Companies Ordinance, Cap. 32 of the Revised Edition

Passed on Wednesday, the 16th day of May, 1979 at 6:30p.m.

At an Extraordinary General Meeting of the members of **THE HONG KONG LIFE GUARD CLUB**, duly convened and held at the Training Headquarters of the Hong Kong Life Guard Club, Repulse Bay, Hong Kong on Wednesday, the 16th day of May, 1979 at 6:30p.m., the following Special Resolutions were duly passed :-

SPECIAL RESOLUTIONS

(A) ALTERATION OF OBJECT CLAUSE IN THE COMPANY'S MEMORANDUM OF ASSOCIATION

That the third Clause of the Memorandum of Association be amended in the manner following:-

- (1) By the addition of the following new objects to be inserted immediate before sub-clause (u):-
 - (u) To establish secondary schools in which swimming and life saving will take precedence in extra-curricular activities.
 - (v) To provide youth recreation for under-privileged and disabled children.
- (2) By renumbering sub-clauses (u) and (v) in Clause 3 of the Memorandum of Association as (w) and (x) respectively.

(B) ALTERATION OF ARTICLES

That the Articles of Association of the Company be altered in the manner following:-

- (1) By deleting Article 4 and substituting therefor the following new Article:-

“4. There shall be nine classes of membership, namely:-

 - (i) Individual member
 - (ii) Affiliated unit member
 - (iii) Honorary member
 - (iv) Associate member
 - (v) Tourist (Day) member
 - (vi) Swimming Member
 - (vii) Life member
 - (viii) Hon. Life Governor

(ix) Hon. Life President”

(2) By deleting Article 5 and substituting therefor the following new Article:-

- “5. (i) Individual member-persons who are holders of the Intermediate Certificate and Bronze Medallion awards granted by the Royal Life Saving Society, London.
- (ii) Affiliated unit member-institutions, Clubs, Associations, Schools, Classes which include among their activities life saving and have been approved by the Executive Committee for affiliation.
- (iii) Honorary member-persons who are interested in life saving may upon the approval of the Executive Committee become an honorary member.
- (iv) Associate member-persons who are interested in life saving but do not hold any awards in Life Saving Examinations.
- (v) Tourist (Day) Member-a person being a tourist from overseas, and interested in visiting the Club House with a view to seeing the oriental decorations therein for one day only, and not entitled to all the rights and privileges of ordinary membership.
- (vi) Swimming Member-a person who is using the Club House facilities for swimming.
- (vii) Life Member-a person who is interested in life saving (but who is not required to hold any awards in life saving examinations) may on the recommendation and subject to the approval of the Executive Committee, become a Life Member upon payment of a sum of HK\$2,000.00 at one time.
- (viii) Hon. Life Governor-a person who is interested in life saving upon payment of HK\$3,000.00 on the recommendation of the Executive Committee.
- (ix) Hon. Life President-a person who is interested in Life Saving (but who is not required to hold any award in Life Saving Examinations) may on the recommendation and subject to the approval of the Executive Committee upon payment of a sum of HK\$10,000.00 or the outgoing President of the Club who had donated more than HK\$10,000.00 during his term of office.”

(3) By deleting Article 9 and substituting therefor, the following new Article:-

“9. (a) subject as provided in Article hereof the scale of fees payable by members shall be as follows:-

(i)	Individual member-Annual Subscription	\$3.00
(ii)	Affiliated unit member-Annual Subscription	\$30.00
(iii)	Honorary member-Annual Subscription	\$3.00
(iv)	Associate member-Annual Subscription	\$10.00
(v)	Tourist (Day) member	\$2.00
(vi)	Swimming member-Annual Subscription	\$250.00
(vii)	Life member	\$2,000.00
(viii)	Hon. Life Governor	\$3,000.00
(ix)	Hon. Life President	\$10,000.00

(b) Subscription fees payable by affiliated unit members are payable in advance not later than the first day of February of every year. Subscription fees payable by other members are payable in advance.

- (c) A further subscription of \$200 annually in addition to the above shall entitle the subscriber to a LOCKER for personal use.”

(Sd.) Wong Hok Yiu
Chairman

Dated 16th May, 1979

THE COMPANIES ORDINANCE

(Chapter 32 of the Revised Edition 1950)
SPECIAL RESOLUTION (Pursuant to Section 13)

OF

THE HONG KONG LIFE GUARD CLUB

Passed on Monday the 10th day of January, 1966
at 6:00 p.m.

At an EXTRAORDINARY GENERAL MEETING of the members of the above-named Club, duly convened and held at the Committee Room, City Hall, in the Colony of Hong Kong, on Monday, the 10th day of January, 1966 at 6:00p.m. the following resolution was duly passed as a SPECIAL RESOLUTION:-

SPECIAL RESOLUTION

“Resolved that the Articles of Association be altered by the addition of the following new Article No. 30 No. 30A.:-

HONORARY DIRECTOR

Article No. 30A. Any persons who have rendered valuable services to the Club may, upon the recommendation of the Executive Committee and subject to the approval by members in the annual general meeting, elect to be Honorary Directors of the Club. Each of the Honorary Directors may retain such position for life or until he vacates office by death or resignation. While retaining office, an Honorary Director shall be entitled to one vote in any general meeting of the Club and shall not be required to pay any subscription.”

(Sd.) L. P. Kwok
Chairman

Dated Hong Kong, 10th January, 1966.

THE COMPANIES ORDINANCE

(Chapter 32 of the Revised Edition 1950)
SPECIAL RESOLUTION (Pursuant to Section 13)

OF

HONG KONG LIFE GUARD CLUB

Passed on 28th February, 1964

At an Extraordinary General Meeting of the Members of the Hong Kong Life Guard Club, duly convened and held at the City Hall Lecture Room Hong Kong on 28th February, 1964, at 6:30p.m. passing the following resolution as a Special Resolution:-

RESOLVED that the Club's Articles of Association be altered in the manner following:-

1. By deleting the word "five" in Article No. 4 and by substituting thereof the word "six" and further by adding the following words as a separate line next to Article No. 4 (V) :-
(VI) Honorary Life Member.
2. By adding the following paragraph after Article No. 5 (V):-
(VI) Honorary Life Member-persons who are interested in life saving (but do not require to hold any awards in Life Saving Examinations) and have rendered commendable service to the Hong Kong Life Guard Club may upon the recommendation and subject to the approval of the Executive Committee become an Honorary Life Member.
3. By altering the figure "\$30.00" in Article No. 9 (c) to read "\$10.00".

(Sd.) L. P. Kwok
Chairman

THE COMPANIES ORDINANCE

(Chapter 32 of the Laws of Hong Kong, Revised Edition, 1950)

SECTION 21

WHEREAS His Excellency the Governor of Hong Kong has in exercise of the power conferred on him by Section 26 of the Interpretation Ordinance (Chapter 1) deputed the person for the time being holding the office of Registrar of Companies to exercise and perform on his behalf the duties, discretions and powers vested in him by Section 21 of the Companies Ordinance, Chapter 32;

AND WHEREAS it has been proved to my satisfaction that

THE HONG KONG LIFE GUARD CLUB

香港拯溺總會

which is about to be registered under the said Companies Ordinance as a company limited by guarantee, is formed for the purpose of promoting objects of the nature contemplated by Section 21 of the said Ordinance and that it is the intention of the said Association that the income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association, and that no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend or bonus or otherwise howsoever by way of profit, to the persons who are members of the Association.

NOW THEREFORE I, WILLIAM KIRK THOMSON, Registrar of Companies of the Colony of Hong Kong, in exercise of the said discretions and powers delegated to me as aforesaid, and in consideration of the provisions and subject to the conditions contained in the Memorandum of Association of the said Association as subscribed by seven members thereof on the 1st day of June, 1963, do on behalf of "His Excellency the Governor by this my licence direct

THE HONG KONG LIFE GUARD CLUB

香港拯溺總會

to be registered with limited liability without the addition of the word "Limited" to its name.

GIVEN under my hand at Victoria in the Colony of Hong Kong this First day of June One Thousand Nine Hundred and Sixty-three.

(Sd.) W. K. Thomson
Registrar of Companies,
Hong Kong.

[COPY]

CERTIFICATE OF INCORPORATION

I HEREBY CERTIFY that

THE HONG KONG LIFE GUARD CLUB

(香 港 拯 溺 總 會)

is this day incorporated in Hong Kong under the Companies Ordinance (Chapter 32 of the Revised Edition, 1950, of the Laws of Hong Kong), and that this company is limited.

Given under my hand this First day of June One Thousand Nine Hundred and Sixty-three.

(Sd.) W. K. Thomson
Registrar of Companies,
Hong Kong

Hong Kong Stamp Duty \$20.00 1/6/63
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THE COMPANIES ORDINANCE

Company Limited by Guarantee

MEMORANDUM OF ASSOCIATION

OF

THE HONG KONG LIFE SAVING SOCIETY

(香 港 拯 溺 總 會)

1. The name of the Company (hereinafter called the Society) is “THE HONG KONG LIFE SAVING SOCIETY” (香港拯溺總會).
2. The registered office of the Society will be situated in Hong Kong Special Administrative Region (hereinafter called “Hong Kong”).
3. The objects for which the Society is established are:
 - (a) To acquire and take over all or any part of the Assets and liabilities of the present unincorporated body known as The Hong Kong Life Saving Society.
 - (b) To promote technical education in Life Saving and Resuscitation of the apparently drowned.
 - (c) To stimulate public opinion in favour of general adoption of swimming and life saving as a branch of instruction in schools, colleges, clubs, etc.
 - (d) To arrange and promote public lectures, demonstrations and competitions and to form classes of instruction, so as to bring about a widespread and thorough knowledge of the principles which underlie the art of natation.

- (e) To create interest in the importance of life saving technique by the collection and dissemination of information and exchange of ideas.
- (f) To affiliate, confer, consult, maintain contact and co-operate with any persons, associations, clubs, societies, institutions, schools, or bodies of persons established or to be established in Hong Kong or elsewhere having objects in whole or in part similar to those of the Society in respect of matter within the objects of the Society.
- (g) To establish and maintain a library and collection of literature, films and other material relating to life saving technique and practice and to afford facilities for the use of the same.
- (h) To bring together persons interested in life saving by such means as conferences and meetings, the reading of papers and the promotion of research.
- (i) To amalgamate or affiliate with or to acquire or take over the undertaking of any institution or body having objects altogether or in part similar to those of the Society and not formed for profit and all or any of the assets thereof which the Society may lawfully acquire or take over, provided that any step so taken shall not alter the objects of the Society or involve any activity or disbursement of funds not conducive to such objects.
- (j) To sustain and expand the teaching of water safety and life saving.
- (k) To ensure a common high standard of instructions and examinations and to issue certificates.
- (l) To advise on water safety problems.
- (m) To maintain close connection with the Royal Life Saving Society of the United Kingdom and to be members of other international Life Saving Organizations as a member. For such purposes to attend and hold meeting conference and to give lectures training and demonstrations in other countries of the world.
- (n) To make consequential amendments by-laws, rules and regulations for conducting examinations and issuing certificates.
- (o) To purchase, take on lease or in exchange, hire or otherwise acquire any real and personal estate which may be deemed necessary or convenient for the purpose of effectuating any of the objects of the Society.

- (p) To construct, maintain, and alter any houses, buildings, or works necessary or convenient for the purposes of the Society.
- (q) To sell, manage, lease, mortgage, dispose of, or otherwise deal with all or any part of the property of the Society.
- (r) To borrow or raise and give security for money by the issue of or upon bonds, debentures, debenture stock, bills of exchange, promissory note or other obligations or securities of the Society, or by mortgage or charge upon all or any part of the property of the Society.
- (s) To seek from and make representations to the Government for the tenure of lease of any land, property or building for the use of the Society towards the promotion of its objects and to enter into any arrangements with the Government or with any authority, supreme, municipal, local or otherwise that may be conducive to the Society's objects or any of them, and to obtain from the Government or any such authority any rights, privileges and concessions which the Society may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (t) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Society as may be thought expedient with a view to the furtherance of its objects.
- (u) To make arrangements of carrying on the work of the Society and for this purpose to engage and provide in whole or in part for the salaries or maintenance of officers, servants and employees.
- (v) To undertake and execute any trusts which may lawfully be undertaken by the Society and may be calculated to further its objects.
- (w) To borrow or raise money for the purposes of the Society on such terms and on such security (if any) as may be thought fit.
- (x) To invest the monies of the Society not immediately required for its purposes in or upon such investments securities or property as may be thought fit.
- (y) To establish and support or aid in the establishment and support of any life saving association, clubs and institutions having objects similar to those of the Society and to subscribe or guarantee money for purposes of the Society or calculated to further its objects. Provided that the Society shall not support with its funds any association, club or institution which pays or transfers directly or indirectly, its income and property, or any part thereof, by way of dividend, bonus or otherwise howsoever to its members.

- (z) To do all or any of the above things in any part of the world either as principals, agents, trustees or otherwise, and either by or through agents, sub-contractors, trustees or otherwise.
 - (aa) To do all such other lawful things as are incidental or may be thought conducive to the attainment of the above objects or any of them.
 - (ab) To establish secondary schools in which swimming and life saving will take precedence in extra-curricular activities.
 - (ac) To provide youth recreation for under-privileged and disabled children.
 - (ad) To receive donations from people or institutions of Hong Kong or any other part of the world having similar objects and activities.
 - (ae) To sponsor and make donations in term of cash or otherwise to people and/or institutions of Hong Kong or any other part of the world having similar objects and purposes and/or for any other objects or purposes which the Board of Directors/Executive Committee shall see fit.
 - (af) To condemn the use of performance enhancing drugs and doping practices in sport.
 - (ag) To support the latest Anti-Doping Rules of the Sports Federation & Olympic Committee of Hong Kong, China and the Hong Kong Anti-Doping Committee and adopt them wholly as the Society's Anti-Doping Policy.
4. (1) The income and property of the Society, however, derived, shall be applied solely towards the promotion of the objects of the Society as set out in this Memorandum of Association.
- (2) Subject to sub-clauses (4) and (5) below, no portion of the income and property of the Society shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever, to the members of the Society.
- (3) No member of the Executive Committee or governing body of the Society shall be appointed to any salaried office of the Society, or any office of the Society paid by fees and no remuneration or other benefit in money or money's worth (except as provided in sub-clause (5) below) shall be given by the Society to any member of the Executive Committee or governing body.
- (4) Nothing herein shall prevent the payment, in good faith, by the Society of reasonable and proper remuneration to any officer or servant of the

Society, or to any member of the Society not being a member of the Executive Committee or governing body of the Society in return for any services actually rendered to the Society.

- (5) Nothing herein shall prevent the payment, in good faith, by the Society:-
- (a) to any member of the Executive Committee or governing body of out-of-pocket expenses;
 - (b) of interest on money lent by any member of the Society or its Executive Committee or governing body at a rate per year not exceeding 2% above the prime rate prescribed for the time being by The Hongkong and Shanghai Banking Corporation Limited for Hong Kong dollar loans;
 - (c) of reasonable and proper rent for premises demised or let by any member of the Society or of its Executive Committee or governing body;
 - (d) of remuneration or other benefit in money or money's worth to the body corporate in which a member of the Society or of its Executive Committee or governing body is interested solely by virtue of being a member of that body corporate by holding not more than one-hundredth part of its capital or controlling not more than a one-hundredth part of its votes.
- (6) No person shall be bound to account for any benefit he may receive in respect of any payment properly paid in accordance with sub-clauses (4) and (5) above.
5. No addition, alteration or amendment shall be made to or in this Memorandum of Association or the Articles of Association of the Society for the time being in force, unless such addition, alteration or amendment has previously been submitted to and approved by the Registrar of Companies in writing or is made under a direction given under section 104(2)(b) or 105 of the Companies Ordinance, Cap. 622.
6. The Clauses 4 and 5 of this Memorandum of Association contain conditions on which a licence was granted in pursuance of Section 21 of the former Companies Ordinance (and pursuant to section 5 of Schedule 11 to the Companies Ordinance (Cap. 622), such licence is regarded as a licence granted under section 103 for the purposes of the said Ordinance).
7. The liability of the members is limited.

8. Every member of the Society undertakes to contribute to the assets of the Society, in the event of its being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Society contracted before 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 three dollars.
9. If upon the winding up or dissolution of the Society 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 Society, but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Society, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Society under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Society at or before the time of dissolution and in default thereof by a Judge of the High Court of The Hong Kong Special Administrative Region having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.
10. True accounts shall be kept of the sums of money received and expended by the Society, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Society, and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Society for the time being in force, shall be opened to the inspection of the members. Once at least in every year the accounts of the Society shall be examined, and the correctness of the balance sheet ascertained by one or more properly authorized Auditor or Auditors.
11. The Society 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.

WE, the several persons whose names, addresses and descriptions are given below, are desirous of being formed into a Company, in pursuance of this Memorandum of Association: -

<u>Names, Addresses and Descriptions of Signatories.</u>
(Signed) KWOK LAM PO 24, Macdonnell Road, Hong Kong. Banker
(Signed) KWOK CHAN 101, Robinson Road, Hong Kong. Banker
(Signed) FUNG PING FAN 14, South Bay Road, Hong Kong. Banker
(Signed) CHEUNG CHAN HON 94-96, Macdonnell Road, Hong Kong. Merchant
(Signed) TSEUNG FAT IM 7, Dragon Terrace, Hong Kong. Medical Practitioner
(Signed) CHOW YAU 30, Shouson Hill Road, Hong Kong. Merchant
(Signed) CHEUNG KAM TIM 12, New Eastern Terrace, 3rd Floor, Hong Kong. Merchant

Dated the 1st day of June 1963.

WITNESS to the above signatures: -

(Signed) M. B. LEE
Public Accountant,
Room 17, Printing House
Hong Kong.

THE COMPANIES ORDINANCE

Company Limited by Guarantee

ARTICLES OF ASSOCIATION

OF

THE HONG KONG LIFE SAVING SOCIETY

(香 港 拯 溺 總 會)

Interpretation

1. In these regulations: -

When any provision of the Ordinance is referred to the reference is to such provision as modified by any Ordinance for the time being in force.

Unless the context otherwise requires, expression defined in the Ordinance or any Statutory Modification thereof in force at the date at which these regulations become binding on the Society shall have the meanings so defined.

“the Society” means “THE HONG KONG LIFE SAVING SOCIETY” (香港拯溺總會).

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

“the Executive Committee” means “the Executive Committee for the time being of the Society and every member of the Executive Committee appointed under these Articles shall be deemed to be a director of the Society for the purposes of the Ordinance.”

“Month” means calendar month.

“the predecessor Ordinance” means “the “predecessor Ordinance” as defined in section 2(1) of the Ordinance including the related subsidiary legislation.”

“the Secretary” means the Honorary Secretary of the Society for the time being.

Words importing the masculine gender also include the feminine gender.

Words importing the singular number also include the plural number and vice versa.

Words importing persons shall include affiliated units.

General

2. For the purposes of registration the number of members of the Society is declared to be 300,000 whereas the number of Affiliated unit members shall not be more than 160.
3. The Society is established for the objects expressed in the Memorandum of Association of the Society. All questions of politics, general or local are rigidly excluded.

Membership

4. There shall be sixteen classes of membership namely:-
 - (i) Individual member
 - (ii) Affiliated unit member
 - (iii) Honorary member
 - (iv) Associate member
 - (v) Tourist (Day) member
 - (vi) Swimming member
 - (vii) Life member
 - (viii) Hon. Life Governor
 - (ix) Hon. Life President
 - (x) Provisional member
 - (xi) President
 - (xii) Vice-President
 - (xiii) Hon. President
 - (xiv) Annual Governors
 - (xv) Hon. Advisors
 - (xvi) Patrons and Vice-Patrons
5. Classification of membership shall be based upon the following considerations:-
 - (i) Individual member – persons who are holders of the Bronze Medallion awards granted by The Hong Kong Life Saving Society.
 - (ii) Affiliated unit member – institutions, Clubs, Associations, Schools, Classes which include among their activities life saving and have been

approved by the Executive Committee for affiliation.

- (iii) Honorary member – persons who are interested in life saving may upon the approval of the Executive Committee become an honorary member.
 - (iv) Associate member – persons who are interested in life saving but do not hold any awards in Life Saving Examinations.
 - (v) Tourist (Day) Member – a person being a tourist from overseas, and interested in visiting the Club House with a view to seeing the oriental decorations therein for one day only, and not entitled to all the rights and privileges of ordinary membership.
 - (vi) Swimming Member – a person who is using the Club House facilities for swimming.
 - (vii) Life Member – a person who is interested in life saving (but who is not required to hold any awards in life saving examinations) may on the recommendation and subject to the approval of the Executive Committee become a Life Member upon payment of a sum of HK\$2,000.00 at one time.
 - (viii) Hon. Life Governor – a person who is interested in life saving upon payment of HK\$5,000.00 on the recommendation of the Executive Committee.
 - (ix) Hon. Life President – a person who is interested in Life Saving (but who is not required to hold any award in Life Saving Examinations) may on the recommendation and subject to the approval of the Executive Committee upon payment of a sum of HK\$10,000.00 or the outgoing President of the Society who had donated more than HK\$10,000.00 during his term of office.
 - (x) Provisional Members – new applications for affiliated unit member and individual members to be granted provisional membership for the first 12 months – enjoying full benefits and privileges of a full membership save and except voting rights a provisional member has no voting right at a general meeting of the members of the Society. After 12 months, then with the approval of the Executive Committee, the provisional member would become a full member.
6. (a) The individual members, Honorary members, Associate members, Life members, Hon. Life Governor and Hon. Life President shall be entitled to all the rights and privileges of membership and to attend general meetings but shall not be entitled to vote thereat. For the avoidance of doubts, Tourist (day) members, Swimming members and Provisional members are not entitled to attend and vote at any general meeting of

- the Society.
- (b) Each affiliated unit member shall have the right to nominate 2 representatives to attend general meetings.
 - (c) Each of the President, the Vice-President and the Honorary President, the Annual Governors and the Honorary Advisors and Patrons and Vice-Patrons are also members of the Society and who shall be entitled to attend and vote at general meetings whether personally or by proxy.
7. The first member of the Society shall be (a) the founder members to the Memorandum of Association; (b) every person who was at the date of the incorporation of the Society a member of the said unincorporated The Hong Kong Life Saving Society who shall not within two months from the date of incorporation give notice in writing to the secretary of the Society that he does not desire to be a member of the Society.

Admission to Membership

8. All future applications or renewal of membership shall be vetted by the Membership Board. It will then make recommendation to the Executive Committee which shall have full and absolute discretion to admit, renew or refuse any person to membership or to any class of membership and shall not be called upon to give any reason therefor. A new application for affiliated unit member will initially hold a provisional membership for 12 calendar months. This unit shall enjoy the full privileges and benefits of a full member in all activities arranged by the Society, with the exception that they do not have the voting right in the Society's meetings. After this period, their participation in life saving, conduct and performance will be assessed by the Membership Board. This Board will submit recommendation to the Executive Committee which has absolute right to approve or decline the provisional membership to become a full member at the end of this 12-months' observation period.

Membership Subscription

9. (a) The scale of fees payable by members shall be reviewed and determined by the Executive Committee from time to time.
- (b) Subscription fees payable by affiliated unit members are payable in advance not later than the first day of February of every year. Subscription fees payable by other members are payable in advance.

General Rules Relating to Members

10. Any member may withdraw from the Society by giving one month's previous notice in writing to the Society.
11. The rights and privileges of a member shall be personal. They shall not be transferable by the member's own act or by operation of law, and shall cease upon such member ceasing from any cause to be a member of the Society under the provisions of these Articles.
12. Any member who shall by any means cease to be a member, shall not be entitled to the return of any subscription paid by such member and shall nevertheless, remain liable for and shall pay to the Society all monies which at the time of such member ceasing to be a member, shall be due from such member to the Society.
13. Every member shall be bound to further to the best of his ability the objects, interests and influence of the Society and shall observe all by-laws of the Society made pursuant to the powers in that behalf hereinafter contained.

Expulsion of Members

14. Any member shall *ipso facto* cease to be a member of the Society:-
 - (a) If he is adjudicated a bankrupt or suspends payments or compounds with his creditors.
 - (b) If he is found lunatic or becomes of unsound mind;
 - (c) If his annual subscription is more than two months in arrear, or if he shall persistently neglect or refuse to pay any other monies which may be due from him to the Society but he may be re-admitted at any meeting of the Executive Committee by resolution, and on paying his subscription or other dues in arrear.
 - (d) If he shall neglect or refuse to comply with any Article of Association or any By-law of the Society for the time being after written notice sent to him by registered post by the Secretary on the instructions of the Executive Committee directing his attention to such neglect or refusal.
 - (e) If an Executive or Official of the Society or any member has reason to believe that any member has committed a breach of the rules of the Society or has been guilty of conduct detrimental to the interests or reputation of the Society shall report to the secretary who may give notice in writing to the member concerned informing him of the breach of the Rules or conduct alleged against him and inviting him to make written representation within 14 days. The secretary may after the

expiry of 14 days and after considering any written representation made, refer the matter to the Executive Committee of the Society who may proceed to consider the matter.

- (f) The Executive Committee may constitute one or more disciplinary committees consisting of not less than one Executive Committee member and two voting members.
 - (g) The member who has infringed any of the provisions of the Articles of Association or Rules of the Society or has been guilty of any conduct or behaviour or any act which in the opinion of the Executive Committee render him unfit for memberships of the Society or is detrimental to the interests, character or reputation of the Society, such member may be expelled from the Society.
 - (h) The conviction of any offence in any Court of Justice shall be conclusive evidence that the member charged had been guilty of the conduct, behaviour or act described.
 - (i) The member having been expelled from membership by the decision of the Executive Committee under this Article 14 shall have the right to appeal to the General Meeting of voting members of the Society. The decision of such expulsion can only be overruled by a special resolution of the General Meeting of members who are entitled to attend and vote at any general meeting of the Society.
15. Any member who shall fail to pay any moneys due from him to the Society at the time prescribed either by these Articles or by the By-laws of the Society for the time being in force, shall, *ipso facto* cease to be a member, but the Executive Committee may at their discretion if good cause shown, reinstate such member.

General Meeting

16. Subject to section 107 of Schedule 11 to and sections 611, 612 and 613 of the Ordinance, the Society must, in respect of each financial year of the Society, hold a general meeting as its annual general meeting in accordance with section 610 of the Ordinance. The annual general meeting shall be held at such time and place as the Executive Committee shall appoint.
17. All general meetings other than the annual general meeting shall be called extraordinary general meetings.
18. The Executive Committee may, whenever they think fit, convene an extraordinary general meeting and extraordinary general meetings shall also be convened on the requisition of not less than 10 affiliated unit members. Without prejudice to the foregoing provision, if the members of the Executive Committee are required to call a general meeting under section 566 of the

Ordinance, they must call it in accordance with section 567 of the Ordinance. If the members of the Executive Committee do not call a general meeting in accordance with section 567 of the Ordinance, the members who requested the meeting, or any of them representing more than one half of the total voting rights of all of them, may themselves call a general meeting in accordance with section 568 of the Ordinance.

Notice of General Meetings

19. (a) An annual general meeting must be called by notice of at least 21 days in writing.
- (b) A general meeting other than an annual general meeting must be called by notice of at least 14 days in writing.
- (c) The notice is exclusive of:
 - (i) the day on which it is served or deemed to be served; and
 - (ii) the day for which it is given.
- (d) The notice must:
 - (i) specify the date and time of the meeting;
 - (ii) specify the place of the meeting (and if the meeting is to be held in 2 or more places, the principal place of the meeting and the other place or places of the meeting);
 - (iii) state the general nature of the business to be dealt with at the meeting;
 - (iv) for a notice calling an annual general meeting, state that the meeting is an annual general meeting;
 - (v) if a resolution (whether or not a special resolution) is intended to be moved at the meeting:
 - (1) include notice of the resolution; and
 - (2) include or be accompanied by a statement containing any information or explanation that is reasonably necessary to indicate the purpose of the resolution;
 - (vi) if a special resolution is intended to be moved at the meeting, specify the intention and include the text of the special resolution; and
 - (vii) contain a statement specifying a member's right to appoint a proxy under section 596(1) of the Ordinance.
- (e) Paragraph (4)(e) above does not apply in relation to a resolution of which:
 - (i) notice has been included in the notice of the meeting under section 567(3) or 568(2) of the Ordinance; or
 - (ii) notice has been given under section 615 of the Ordinance.

- (f) Despite the fact that a general meeting is called by shorter notice than that specified in this article, it is regarded as having been duly called if it is so agreed:
 - (i) for an annual general meeting, by all the members entitled to attend and vote at the meeting; and
 - (ii) in any other case, by a majority in number of the members entitled to attend and vote at the meeting, being a majority together representing at least 95% of the total voting rights at the meeting of all the members.
20. The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any member shall not invalidate the proceedings at any meeting.

Proceeding at General Meetings

21. All business shall be deemed special that is transacted at an Extraordinary General Meeting; and all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheet, and the report of the Executive Committee and the report of the Treasurer and Auditors, the election of members of the Executive Committee and the appointment of the auditors and the fixing of their remuneration.
22. No business shall be transacted at any General Meeting unless a quorum of representative members from affiliated unit members who are entitled to vote thereat is present at the time when the meeting proceeds to business, and such quorum shall consist of not less than seven members from seven different affiliated unit members entitled to vote.
23. 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; 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 an hour from the time appointed for the meeting, the members present shall be a quorum.
24. The President or in his absence, one of the Vice-Presidents shall preside as chairman at every general meeting of the Society. If at any meeting the President or Vice-Presidents shall not be present within 15 minutes after the time appointed for holding the meeting, or if they shall have previously notified the Secretary of their intention of not being present, the Chairman of the Executive Committee, or, in his absence one of the Vice-Chairmen of the Executive Committee shall preside or, if all of them shall not be present, one of the members of the Executive Committee of the Society shall preside, or if no Executive Committee member be present or willing to take the chair, the

members present shall choose one of their members to be chairman.

25. The Chairman may with the consent of any meeting at which a quorum is present (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. 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.
26. 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 at least 2 representative members present in person, and 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, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book of the proceedings of the Society, 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.
27. If a poll is duly demanded it shall be taken in such a 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.
28. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting, at which the show of hands takes place, or at which the poll is demanded, shall be entitled to a second or casting vote.
29. A poll demanded on the election of a chairman or on a question of an adjournment shall be taken forthwith. A poll demanded on any other questions shall be taken at such time as the Chairman of the meeting directs.

Votes of Members

30. Affiliated Unit Member shall be entitled to nominate a maximum total of two representatives to personally attend the general meeting of the Society. Every person nominated by each affiliated unit member which is approved by the Executive Committee personally present shall have one vote. Each of the President, the Vice-President, the Honorary President and the Patrons and Vice-Patrons for the time being shall be entitled to three votes and the Annual Governors and Honorary Advisors shall be entitled to two votes.

Honorary Director

- 30A. Any persons who have rendered valuable service to the Society may, upon the recommendation of the Executive Committee and subject to the approval by

members in the annual general meeting, elect to be Honorary Directors of the Society. Each of the Honorary Directors may retain such position for life or until he vacates office by death or resignation.

Executive Committee

31. Until and otherwise determined by the Society at general meeting, the Society shall elect not less than 10 members or not to exceed 14 members to form an Executive Committee consisting of the following persons:-

One Chairman and 1 or 2 Vice-Chairmen

One Honorary Secretary and 1 or 2 Assistant Honorary Secretaries

One Honorary Treasurer and 1 or 2 Assistant Honorary Treasurers

One Service Committee Chairman and 1 or 2 Vice-Chairmen

And Committee Members.

The First Executive Committee shall be:-

Mr. Kwok Hon Ming (Chairman)

Mr. Francis X. Loo (Hon. Secretary)

Mr. Tam Kam Chuen (Hon. Treasurer)

Mr. Leung Tat Shing (Vice-Chairman)

Mr. Kwok Chun Hang (Vice-Chairman)

Mr. Wong Hok Yiu (Hon. Asst. Secretary)

Mr. Poon Hak Kong (Hon. Asst. Treasurer)

Mr. Law Yuk Wing (Committee Member)

Mr. Wong King Lai (Service Committee Chairman)

Mr. Leung Wah Hong (Committee Member)

Mr. Wai Kam Chiu (Committee Member)

32. The Committee members shall be elected biennially during an annual general meeting and shall hold office for two years until the next election when they shall retire, but shall be eligible for re-election.
33. The Executive Committee shall have power at any time, and from time to time, to appoint any person to be a member of the Executive Committee to fill a casual vacancy only. Any director so appointed shall hold office only until the next following annual general meeting and shall then be eligible for re-election.
34. The business of the Society shall be managed by the Executive Committee who may pay all the expenses incurred in getting up and registering the Society, and may exercise all such powers of the Society as are not by the Ordinance, or by these articles, required to be exercised by the Society in general meeting subject

nevertheless to any regulation of these Articles, to the provisions of the Ordinance, and to such regulations being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Society in general meeting; but no regulation made by the Society in a general meeting, shall invalidate any prior act of the Executive Committee which would have been valid if that regulation had not been made.

35. The Executive Committee shall cause minutes to be made in the book provided for that purposes:-
- (a) Of all appointments of Sub-Committees made by the Committee.
 - (b) Of the names of the members present at each meeting of the Executive Committee and of any Sub-Committee.
 - (c) Of all resolutions and proceedings at all meetings of the Society and of the Executive Committee, or Sub-Committees, and every Committee member at any meeting of the Committee shall sign his name in a book to be kept for that purpose.
36. The Executive Committee shall have power at any time and from time to time to appoint such Sub-Committee or Committee for such purposes as they deem fit and may determine the powers, functions and duties of any such Sub-Committee or Committee.

Proceedings of the Executive Committee

37. The Executive Committee may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Unless otherwise determined, the Executive Committee shall meet once a month and 3 days' previous notice of the meeting shall be given. Questions arising at any meeting shall be decided by the majority of hands. In case of an equality of votes, the Chairman shall have a second or casting vote. The Chairman may at any time convene an extraordinary meeting of the Executive Committee and an extraordinary meeting shall also be convened on the requisition of 5 members of the Executive Committee. In the case of such extraordinary meeting, it shall not be necessary to give the required three days' notice.
38. The quorum necessary for the transaction of the business of the Executive Committee shall be 5 members.
39. The Chairman shall preside at every meeting of the Executive Committee. In the absence of the Chairman, one of the Vice-Chairmen shall preside. If none of them be present within 15 minutes from the time appointed for the meeting, the members present shall choose some one of their number to be Chairman at such meeting.

40. A meeting of the Executive Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the regulations of the Society for the time being vested in or exercisable by the Executive Committee generally.
41. If at any meeting of the Executive Committee a quorum is not present within half an hour from the time appointed, another meeting shall be convened within 7 days. If at such further meeting a quorum is not present within half an hour from the time appointed for the meeting, the members shall proceed with the matters for which the meeting is called and pass “tentative” resolutions thereon.
42. Within 3 days from the date of such further meeting, notice of the “Tentative” resolutions passed shall be given to the members and a third meeting shall be convened. If at such third meeting a quorum is not present within half an hour from the time appointed for the meeting those members present shall be a quorum.
43. All acts done by any meeting of the members of the Executive Committee or of the members of a Sub-Committee shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of any such member or that they or any of them were disqualified, be as valid as if every such member had been duly appointed and qualified.
44. The continuing members of the Executive Committee may act notwithstanding any vacancy in that body but if and so long as their number is reduced below the number fixed by or pursuant to the regulations of the Society as the necessary quorum of members the continuing members of the Executive Committee may act for the purpose of increasing the Executive Committee to that number or of summoning a general meeting of the Society but for no other purpose.
45. The Chairman shall have power to convene an Extraordinary Executive Committee Meeting, and such Extraordinary Meeting shall be called by 10 days’ notice.
46. Agenda not previously circulated by notice in writing by the Secretary shall not be discussed in an Executive Committee Meeting unless with the approval of the Chairman and two-thirds of the Committee members personally present.

Disqualification of Members of Executive Committee

47. The office of a member of the Executive Committee shall be vacated if such member:-
 - (a) Without the consent of the Society in general meeting holds any office of profit under the Society; or

- (b) Becomes bankrupt or makes any arrangement or composition with his/her creditors generally; or
 - (c) Ceases to be a member of the Executive Committee under the Ordinance or the Companies (Winding Up and Miscellaneous Provisions) Ordinance, Cap. 32, or is prohibited from being a director by law; or
 - (d) Is found lunatic or becomes of unsound mind; or
 - (e) Resigns his office by notice in writing to the Society given in accordance with section 157D(3)(a) of the predecessor Ordinance or section 464(5) of the Ordinance (as the case may be); or
 - (f) Is directly or indirectly interested in any transaction, arrangement or contract (being a transaction, arrangement or contract of significance in relation to the Society's affairs) with the Society and, if his interest in such transaction, arrangement or contract is material, fails to declare the nature of his interest in manner required by Section 162 of the predecessor Ordinance or section 536 of the Ordinance (as the case may be); or
 - (g) Absents himself from attending Executive Committee meetings three times without prior notice in writing of such absence.
48. A member of the Executive Committee shall not vote in respect of any transaction, arrangement or contract in which he is interested or any matter arising thereout, and if he does vote, his vote shall not be counted. A reference in Article 47 and this article to a transaction, arrangement or contract includes a proposed transaction, arrangement or contract.
49. Any casual vacancies occurring in the Executive Committee shall be filled up by the Executive Committee, but the person so chosen shall be subject to retirement at the same time as if he had become a member of the Executive Committee on the date at which that member in whose place he is appointed was last elected a member.

The Seal

50. The Seal of the Society shall not be affixed to any instrument except by the authority of a resolution of the Executive Committee, and in the presence of any three of the following namely, the Chairman, the Honorary Secretary and the Honorary Treasurer, and they shall sign every instrument to which the Seal of the Society is so affixed in their presence.

Accounts

51. The Executive Committee shall cause proper books of account to be kept with respect to all sums of money received and expended by the Society and the matter in respect of which the receipt and expenditure takes place and the assets and liabilities of the Society.
52. The books of account shall be kept at the registered office of the Society, or subject to the applicable statutory requirements of the Ordinance at such other place or places as the Executive Committee think fit, and shall be opened at any time to the inspection of any member of the Executive Committee.
53. The Executive Committee shall from time to time determine whether and to what extent and at what time and places and under what conditions for regulations the accounts and books of the Society or any of them shall be opened to the inspection of members not being members of the Executive Committee and no member shall have any right of inspecting any account or books or document of the Society except as conferred by statute or authorized by the Executive Committee or by the Society in general meeting.
54. The Executive Committee shall from time to time in accordance with the applicable statutory requirements, cause to be prepared and laid before the Society in general meeting such financial statements and reports as are required by the statutes.
55. A copy of the reporting documents (as defined in section 357 of the Ordinance) for the financial year which is to be laid before the Society in the General Meeting shall, not less than 21 days before the date of the meeting, be sent to every member of the Society and all other persons entitled to receive notices of general meetings of the Society.

Audit

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

Notices

57. Notices may be served upon members either personally or by post in prepaid letters or circulars, addressed to such members at their addresses last registered with the Society or by advertisement twice in one English and one Chinese daily newspaper circulating in Hong Kong.

Validity of Proceedings

58. (a) The validity of any proceeding of the Society shall not be affected by any defect in the admission of any person to membership thereof or by

any defect in the appointment, election or by any vacancy amongst the members of the Executive Committee.

- (b) The validity of any proceeding of the Executive Committee shall not be affected by any defect in the appointment, election or co-option of any persons as a member thereof or by any vacancy amongst the members thereof.

Indemnity

- 59. Every Auditor, Secretary and officer (other than a member of the Executive Committee) for the time being of the Society shall be indemnified out of the funds of the Society against all liabilities and obligations which they, or any of them, may incur in good faith in the proper and reasonable performance or purported performance of their duties in relation to the Society other than any liability which attaches to them by law in respect of any negligence, default, breach of duty or breach of trust. Further, they shall be indemnified from the funds of the Society against any liability incurred by them in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application under section 358 of the predecessor Ordinance or section 903 or 904 of the Ordinance in which relief is granted to them by the Court. Provided that none of the funds of the Society shall be applied in payment of the whole or part of any fine or penalty imposed upon any person by sentence or order of a Court of Justice.

By-Laws

- 60. The Executive Committee shall have power from time to time to make such by-laws for the furtherance of the objects for which the Society established and for the proper conduct and management of the affairs of the Society as the Executive Committee may from time to time deem necessary or expedient or convenient, provided always that such by-laws shall not be inconsistent with the Memorandum of Association or to these Articles. The Executive Committee may also by resolution revoke or alter any by-laws at any time.

Winding-Up

- 61. The provisions of Clause 9 of the Memorandum of Association of the Society relating to the winding-up or dissolution of the Society shall have effect and be observed as if the same were required in full in these Articles.

Names, Addresses and Descriptions of Signatories.

(Signed) KWOK LAM PO
24, Macdonnell Road,
Hong Kong.
Banker

(Signed) KWOK CHAN
101, Robinson Road,
Hong Kong.
Banker

(Signed) FUNG PING FAN
14, South Bay Road,
Hong Kong.
Banker

(Signed) CHEUNG CHAN HON
94-96, Macdonnell Road,
Hong Kong.
Merchant

(Signed) TSEUNG FAT IM
7, Dragon Terrace,
Hong Kong.
Medical Practitioner

(Signed) CHOW YAU
30, Shouson Hill Road,
Hong Kong.
Merchant

(Signed) CHEUNG KAM TIM
12, New Eastern Terrace, 3rd Floor,
Hong Kong.
Merchant

Dated the 1st day of June 1963.

WITNESS to the above signatures: -

(Sd.) M. B. LEE
Public Accountant,
Room 17, Printing House
Hong Kong.