

THE COMPANIES ORDINANCE

Company Limited by Guarantee
and not having a Share Capital

MEMORANDUM OF ASSOCIATION

OF

HONG KONG WATER SKI ASSOCIATION LIMITED

香港滑水總會有限公司

1. Name

The name of the Company is the "HONG KONG WATER SKI ASSOCIATION LIMITED 香港滑水總會有限公司" (hereinafter referred to as the "Association").

2. Office

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

3. Objects

The objects for which the Association is established are:-

- (1) To acquire and undertake the properties and liabilities and to effect and carry into execution the obligations, duties and general objects of the present unincorporated body known as the "Hong Kong Water Ski Association (香港滑水總會)".
- (2) To administer, encourage and promote in every way the sport of water skiing in Hong Kong or elsewhere. The term water skiing to be interpreted in the broadest of terms including but not limited to barefoot water skiing, cable water skiing, tournament (classic) water skiing, wakeboarding, water ski racing, water skiing for the disabled and other towed water sports.
- (3) To promote and encourage good practice and observance of all safety rules, principles applicable to the sport.
- (4) To promote, hold and co-ordinate either or jointly with any other association, club or body of persons, water ski events, activities, competitions and tournaments in Hong Kong or elsewhere.
- (5) To promote, organise, finance and manage either alone or jointly with any other associations, clubs or body of persons, tours or visits to places outside Hong Kong of teams or individuals to participate in water ski competitions, tournaments, championships, exhibitions, seminars, conferences, or recreational activities.
- (6) To promote organise, invite, finance and manage either alone or jointly with any other water ski federation, association, club or body of persons the visit to Hong Kong of teams or individuals outside Hong Kong to participate in water ski competitions, tournaments, championships, exhibitions, seminars, conferences or recreational activities.

- (7) To assist with and where practical provide facilities for the development of water skiing including the provision of tuition to members or prospective members of the Association.
- (8) To establish and maintain close liaison with other water sports associations, clubs, individuals, or body of persons and promote good relations with such organisations and individuals using or responsible for the waters of Hong Kong.
- (9) To be and remain a member of the International Water Ski Federation and in principle and where practical abide by the Rules of the Federation in regard to the administration and conduct of water skiing.
- (10) To become and remain a member of any organisation of the like objectives or concerned with development of water sports or sport whether in Hong Kong or internationally including the Sports Federation & Olympic Committee of Hong Kong, China.
- (11) To establish, promote or assist in establishing or promoting and to subscribe to become a member of, and co-operate with any other body, club, or association, whether incorporated or not whose objects are altogether, or in part similar to those of the Association and to enter into or adopt any agreement or arrangement with such body, club or association.
- (12) To amalgamate, enter into partnership, union of interest, co-operation, joint-venture, reciprocal concession or otherwise with any person, body of persons, company or association carrying on or engaged in or about to carry on or engage in any business or transaction which this Association is authorised to carry on or engage in or any business or transaction which is capable of being conducted so as to directly or indirectly benefit the objects of the Association and to take or otherwise acquire and hold shares or stock in or securities of and to subsidise or otherwise assist any such company, body of persons, or association and to sell, hold, re-issue with or without guarantee, or otherwise deal with, such shares, stocks or securities.
- (13) To hire and employ administrators, assistants, secretaries, clerks, managers, coaches, instructors, servants, workmen and other staff as and when required and to pay them and to other persons, associations, companies or bodies of persons in return for services rendered to the Association, salaries, wages, allowances, gratuities and pensions, fees or other benefits in kind.
- (14) To make representations to the Government of Hong Kong Special Administrative Region and other authorities in relation to any matters affecting the interests of water skiing.
- (15) To encourage and promote mutual welfare, good fellowship, charity, education, teaching, economics, commerce and industry, among the members of the Association.
- (16) To accept and receive any gift of property, donation, subscriptions, funds and requests, whether subject to any special trust or not, for any one or more of the objects of the Association and to act as custodian, trustee or manager of all or any of such properties or funds.
- (17) To raise money by subscription or other lawful means for the purpose of any of the objects herein provided.

- (18) To admit any persons, clubs, associations, companies or bodies of persons corporate to be members of the Association on such terms, and to confer on them such rights and privileges as the Association may seem expedient.
- (19) To apply or make representations to the Government of Hong Kong Special Administrative Region and other authorities for grants of land to the Association for the purpose of promoting education, recreation, entertainment and social welfare.
- (20) To promote athletic games and other sports and hold either alone, or jointly with any other association, club or person, or body of persons, meetings, competitions and matches for the playing of games of all kinds and to offer, give or contribute towards prizes, medals and awards therefor, and to promote, give or support dinners, balls, concerts and other entertainments.
- (21) To purchase, take on lease, exchange, hire or otherwise acquire any land, buildings, easements, rights or properties whether real or personal, which the Association may think necessary or convenient for the purposes of the Association.
- (22) To grant, sell, surrender, demise, let, transfer yield up, improve, alter, develop, erect, construct, manage, lease, charge, mortgage, dispose of or otherwise deal with all or any part of the properties of the Association in furtherance of the objects of the Association.
- (23) To borrow or raise any money required for the purposes of the Association upon such terms and on such securities as may be determined.
- (24) To lend money to such persons, organisations or institutions on such terms as may seem expedient.
- (25) To administer the funds of the Association and to invest and deal with the moneys of the Association not immediately required upon such securities or otherwise as may be though fit in the furtherance of the objects of the Association and where appropriate to delegate this power to Trustees.
- (26) To draw, make, accept, endorse, discount, execute and issue cheques, bills of exchange, and other negotiable or transferable instruments in the furtherance of the objects of the Association.
- (27) To do all such other lawful things as are incidental or conducive to the attainment of the above objects provided that :-
 - i) in case the Association shall take or hold any property which may be subject to any trusts, the Association will only deal with or invest the same in such manner as allowed by law, having regard of such trusts;
 - ii) the objects of the Association shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers,
 - iii) the powers set forth in the Seventh Schedule to the Companies Ordinance are hereby excluded.

4. Application of Income and Property

- (1) The income and property of the Association, however derived, shall be applied solely towards the promotion of the objects of the Association 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 Association shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever, to the members of the Association.
- (3) No member of the Executive Committee or Governing Body of the Association shall be appointed to any salaried office of the Association, or any office of the Association paid by fees and no remuneration or other benefit in money or money's worth (except as provided in sub-clause (5) below) shall be given by the Association to any member of the Executive Committee or Governing Body.
- (4) Nothing herein shall prevent the payment, in good faith, by the Association of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association not being a member of the Executive Committee or Governing Body of the Association in return for any services actually rendered to the Association.
- (5) Nothing herein shall prevent the payment, in good faith, by the Association:-
 - (a) to any member of its Executive Committee or Governing Body of out-of-pocket expenses;
 - (b) of interest on money lent by any member of the Association 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 Hong Kong 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 Association or of its Executive Committee or Governing Body;
 - (d) of remuneration or other benefit in money or money's worth to a body corporate in which a member of the Association or of its 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. Limited Liabilities of Members

The liability of the Members is limited.

6. Contribution by Members

Every Member of the Association undertakes to contribute to the assets of the Association, in the event of its being wound up while he, she or it is a member, or within one year after he,

she or it ceases to be a Member for payment of the debts and liabilities of the Association 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 but not exceeding Ten Hong Kong Dollars (HK\$10).

7. Disposal of Assets after Winding up or Dissolution

If upon the winding-up or dissolution of the Association there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the Members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of clause 4 hereof, such institution or institutions to be determined by the Members of the Association at or before the time of dissolution, or in default thereof by such judge of the High Court of the Hong Kong Special Administrative Region having jurisdiction in regard to charitable fund, and if this provision cannot be effected then to some charitable object.

We, the several persons whose names, addresses, and descriptions are hereto subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

Names, Addresses and Descriptions of Subscribers

(Sd.) YEUNG CHI LING CLEMENT
YEUNG CHI LING CLEMENT
Flat A, 18th Floor
Yukon Heights
21 Tai Hang Road
Hong Kong
BUSINESS EXECUTIVE

(Sd.) CHRISTOPHER DOUGLAS HOWARTH
CHRISTOPHER DOUGLAS HOWARTH
Flat 2, Ground Floor
Grandview Mansion
1 Wang Fung Terrace
Tai Hang Road
Hong Kong
FINANCE DIRECTOR

Dated the 22nd day of February, 2001.
WITNESS to the above signatures:

(Sd.) LO SHEK KUI ANTHONY
Solicitor
6/F., Wai Fung Plaza,
664 Nathan Road, Mongkok,
Kowloon.

THE COMPANIES ORDINANCE (CAP.32)

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

HONG KONG WATER SKI ASSOCIATION LIMITED
香港滑水總會有限公司

DEFINITIONS

1. In these Articles, except where the context otherwise requires: -

"Association"	means the Company incorporated as "HONG KONG WATER SKI ASSOCIATION LIMITED 香港滑水總會有限公司".
"Executive Committee"	means the Executive Committee of the Association for the time being, whose members shall be deemed to be directors for the purpose of the Ordinance.
"Chairman"	means the person for the time being holding the office of Chairman of the Association.
"Vice Chairman"	means the person for the time being holding the office of Vice Chairman of the Association.
"Honorary Secretary"	means the person for the time being holding the office of Honorary Secretary of the Association.
"Honorary Treasurer"	means the person for the time being holding the office of Honorary Treasurer of the Association.
"Elite Athlete"	means athletes who are members of the Association in good standing and who satisfy at least one of the following criteria:- a) Athletes who are actively engaged in Association sanctioned competition and competing at a level of proficiency for selection to a national water ski or towed water sports team. b) Athletes who have been competing as a member of a national team in international competition within 10 years preceding appointment to the Executive Committee.
"Office"	means the registered office for the time being of the Association.
"Ordinance"	means the Companies Ordinance, Chapter 32 of the laws of Hong Kong, and any modifications thereto.

"Seal" means the common seal of the Association.

"Voting Member" means a member of the Association qualified to vote at the general meetings of the Association.

References herein to Articles are to Articles of these Articles of Association. Words importing the singular shall include the plural and vice versa. Words importing the masculine gender shall include the feminine and vice versa.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

These Articles shall be construed with reference to the provisions of the Ordinance and the terms used in these Articles shall be taken as having the same respective meaning as they have when used in the Ordinance.

The Association is established for the purpose expressed in the Memorandum of Association.

MEMBERSHIP

2. The number of members with which the Association proposes to be registered is unlimited.
3. Membership of the Association is strictly non-transferable.
4. There shall be five classes of membership, namely, Ordinary Member, Affiliate Member, Family Member, Student Member and Life Member and each class of membership shall have rights as hereinafter mentioned.
5. Any properly organised and conducted club or club formed for the purpose of promoting and participating in the sport of water skiing may register as an Affiliate Member.
6. Any individual may register either as an Ordinary Member or a Student Member.
7. Any persons assessed by the Executive Committee to have made an outstanding contribution to the sport of water skiing in Hong Kong may be offered Life Membership. A Life Member shall be entitled permanently and without charge to all privileges of an Ordinary Member.
8. Applications for membership must be submitted to the Executive Committee for approval in the prescribed forms as provided by the Association from time to time.

RIGHTS AND PRIVILEGES

9. Save as hereinafter provided, all classes of membership shall have the right to enjoy the privileges and facilities of the Association.
10. Ordinary and Life Members shall have the right to vote in the general meetings of the Association. Affiliate Members may nominate one person per club or body to vote on their behalf at the general meetings. Family Members may nominate one person per family to vote on their behalf at the general meetings. All members must have paid up membership for no

less than 6 months prior to the general meeting before they are entitled to vote. Student Members and any member under the age of 18 shall not have any right to vote at and receive the notice of the general meetings of the Association.

SUBSCRIPTION AND OTHER FEES

11. All members of the Association except the Life Members are required to pay a joining fee and such annual subscriptions to be decided by the Executive Committee from time to time. The amount of these fees shall be determined by the Voting Members in the general meetings.

TERMINATION OF MEMBERSHIP

12. A member shall cease to be member of the Association under the following circumstances : -
 - (a) If by a resolution of the Executive Committee passed by a majority of at least two-thirds of the members of the Executive Committee for the time being it is declared that his conduct has been prejudicial to the interests and the good name of the Association and it be resolved that his membership be terminated. Provided that at least 28 days before the Executive Committee meeting at which such a resolution is passed the member shall have been sent written notice of such meeting and of what is alleged against him and of the intended resolution and that he shall at such meeting have an opportunity of giving any explanation or defence he may think fit.
 - (b) If by two written notices requesting payment of outstanding subscriptions he fails to make payment of the said outstanding subscriptions within one month after the posting of the second written notice.

A member who is expelled from the Association shall have the right to appeal to the members of the Association in general meeting within one month of receiving notice of his termination of membership.

GENERAL MEETINGS

13. The Association shall hold a general meeting in each year as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notice calling it. Not more than 15 months shall elapse between the date of an annual general meeting and the date of the next annual general meeting. Provided that so long as the Association holds its first general meeting within 18 months of its incorporation, it need not hold an annual general meeting in the year of incorporation or the following year. The annual general meeting shall be held at such time and place as the Executive Committee shall appoint.
14. All general meetings other than the annual general meeting shall be called extraordinary general meetings.
15. The Executive Committee may, whenever it thinks fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by section 113 of the Ordinance. If at any time there are not within Hong Kong sufficient members of the Executive Committee capable of acting to form a quorum, any member of the Executive

Committee or any two Voting Members of the Association may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Executive Committee.

NOTICE OF GENERAL MEETINGS

16. An annual general meeting and a meeting called for the passing of a special resolution shall be called by not less than 21 days' notice in writing and any other general meeting shall be called by not less than 14 days' notice in writing. The notice period shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, date and time of the meeting and, in the case of special business, the general nature of that business and such notice shall be given in the manner specified in the Articles of the Association or in such other manner, if any, as may be prescribed by the Association in general meeting, to such persons as are, under the Articles of Association, entitled to receive such notices from the Association. Provided that a meeting of the Association 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 at the meeting; 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 a 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.
17. 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 any meeting.

PROCEEDINGS AT GENERAL MEETINGS

18. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at the annual general meeting except for consideration of the accounts, balance sheets and the reports of the Executive Committee and auditors, the election of members of the Executive Committee in place of those retiring and the appointment and fixing of the remuneration of the auditors.
19. 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 and continues to be present until the conclusion of the meeting; save as otherwise provided, 5 Voting Members present in person shall be a quorum.
20. If within 30 minutes from the time appointed for a meeting, a quorum is not present, the meeting, if convened upon the requisition of Voting Members, shall be dissolved; but in any other case, the meeting shall be adjourned to the same day in the following week at the same time and place, or to such other day, time and place as the Executive Committee may determine; and if a quorum is not present at the adjourned meeting within 30 minutes from the time appointed for the meeting, the Voting Members present shall be a quorum.
21. The Chairman shall preside as chairman at every general meeting but if at any meeting he is

not present within 15 minutes from the time appointed for the meeting, or is unwilling to preside, or is absent from Hong Kong or has given notice to the Executive Committee of his intention not to attend the meeting, the Vice Chairman shall take the chair. If the Vice Chairman is not present or is unwilling to act as chairman, the members of the Executive Committee present shall choose one of their members to preside as chairman of the meeting.

22. If at any meeting no member of the Executive Committee is willing to act as chairman or if no member of the Executive Committee is present within 15 minutes from the time appointed for the meeting, the Voting Members present shall choose one of their members to be chairman of the meeting.
23. 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 30 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.
24. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded (before or on the declaration of the result of the show of hands) : -
 - (a) by the chairman of the meeting ; or
 - (b) by at least 3 Voting Members present in person.

Unless a poll is so demanded a declaration by the chairman of the meeting 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 containing the minutes of proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

25. Except as provided in Article 24, if a poll is duly demanded, it shall be taken in such manner as the chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
26. 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.
27. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other business shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

VOTES OF MEMBERS

28. Every Voting Member shall have one vote.

29. A Voting Member of unsound mind or in respect of whom an order has been made by any court having jurisdiction in lunacy may not vote.
30. No Voting Member shall be entitled to vote at any general meeting unless all moneys outstanding and payable by him to the Association have been paid.
31. On a poll, votes can only be given personally.

EXECUTIVE COMMITTEE

32. The Executive Committee shall consist of not less than 4 and not more than 12 members, 4 of whom shall be the Chairman, the Vice Chairman, the Honorary Secretary and the Honorary Treasurer. At least one and not less than 15% of the Executive Committee shall comprise of Elite Athletes.
33. The first members of the Executive Committee shall be determined in writing by the subscribers of the Memorandum of Association and members of the Executive Committee for subsequent years shall be elected in the Annual General Meeting. If there is any vacancy in the Executive Committee before the next Annual General Meeting, the Executive Committee may nominate such member or members to fill the vacancy or vacancies as the case may be.

TERMS OF OFFICE AND ELECTION TO EXECUTIVE COMMITTEE

34. There shall be four officers of the Association, namely, the Chairman, the Vice Chairman, the Honorary Secretary and the Honorary Treasurer.
35. The Chairman shall preside at all general meetings and meetings of the Executive Committee. The Chairman shall have full executive powers in conducting the business of the Association, and shall sign or delegate signing of all papers in the name of the Association subject to approval by the Executive Committee.
36. The Vice Chairman shall deputise for the Chairman in case of the Chairman being absent from Hong Kong or for any reason unable to discharge his duties as the Chairman. If the Chairman ceases to hold office during his term, the Vice Chairman shall ipso facto become the Chairman for the remainder of the term.
37. The Honorary Secretary shall be responsible for the general correspondence of the Association, the drafting of agenda, minutes of proceedings and all meetings of the Association, circulation of notices, keeping of all documents, records and papers, and any other duties and functions of a secretary.
38. The Honorary Treasurer shall be responsible for all financial matters of the Association including but not limited to the collection of all subscriptions, donations, or other moneys due to the Association, and shall be the custodian thereof. He shall submit an annual statement of the accounts and balance sheets to the annual general meeting. He shall prepare and submit financial statements at any time as the Executive Committee deems expedient.
39. At the first annual general meeting of the Association, all members of the Executive Committee shall retire from office. Thereafter a member of the Executive Committee shall retire at the conclusion of the annual general meeting held after the annual general meeting at which he is elected.

40. The Association at the meeting at which a member of the Executive Committee retires in manner aforesaid may fill the vacated office by electing a Voting Member thereto, and in default the retiring member of the Executive Committee shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved that he shall not fill such vacated office or unless a resolution for the re-election of such member of the Executive Committee have been put to the meeting and lost.
41. Nomination shall be given in writing to the Executive Committee not less than 4 weeks before the meeting at which the election is to take place. Such nomination shall be endorsed by each such candidate by way of confirmation of his willingness to serve if elected and shall bear the name and signatures of two Voting Members supporting such candidature.
42. The Association may by ordinary resolution in general meeting appoint any person to be a member of the Executive Committee other than the Chairman, either to fill a casual vacancy or as an addition to the existing member of the Executive Committee, provided that the appointment does not cause the number of member of the Executive Committee to exceed any number fixed in accordance with these Articles. Any member of the Executive Committee so appointed shall hold office only until the next annual general meeting, and shall then be eligible for re-election.

POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE

43. The business and affairs of the Association shall be managed by the Executive Committee, who may pay all expenses incurred in promoting and registering the Association.
44. The Executive Committee may exercise all such powers and do all such things as are not required by the Ordinance or these Articles to be exercised or done by the Association in general meeting, subject nevertheless to the provisions of the Ordinance and these Articles and to any regulations being not inconsistent with these provisions, as may be prescribed by the Association in general meeting, provided that no such regulation shall invalidate any prior act of the Executive Committee which would have been valid if such regulation had not been made.
45. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Association shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by at least two members of the Executive Committee.
46. The Executive Committee shall provide for the safe custody of the Seal which shall not be affixed to any instrument except by the authority of a resolution of the Executive Committee. Every instrument to which the Seal is affixed shall be signed by a member of the Executive Committee and countersigned by the Honorary Secretary or another member of the Executive Committee.
47. The members of the Executive Committee shall cause minutes to be made in books provided for the purpose:-
 - (a) of all appointments of officers made by the members of the Executive Committee;
 - (b) of the names of the members of the Executive Committee present at each meeting of the Executive Committee and that of any committee or sub-committee of the Executive Committee;

- (c) of all resolutions and proceedings at all meetings of the Association, the Executive Committee and any committee or sub-committee of the Executive Committee, and every member of the Executive Committee present at any meeting of the Executive Committee or committee of the Executive Committee shall sign his name in a book to be kept for that purpose.

PROCEEDINGS OF THE EXECUTIVE COMMITTEE

- 48. The Executive Committee may meet together for the despatch of business, adjourn, or otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall have a second or casting vote. An Executive Committee member may, and the Honorary Secretary on the requisition of an Executive Committee member shall, at any time summon a meeting of the Executive Committee. It shall not be necessary to give notice of a meeting of the Executive Committee to any member of the Executive Committee for the time being absent from Hong Kong.
- 49. The quorum for a meeting of the Executive Committee shall be 3 members of the Executive Committee present at the time when the meeting proceeds to business provided that if, within 30 minutes from the time appointed for the meeting, a quorum is not present, the meeting shall be adjourned to such other day, time and place as those present may determine and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members of the Executive Committee present shall be a quorum.
- 50. The Executive Committee members may act notwithstanding any vacancy in their body.
- 51. The Chairman shall preside as chairman at all Executive Committee meetings. If at any meeting the Chairman is not present within 30 minutes after the time appointed for holding the same, the Vice Chairman shall be the Chairman. If both the Chairman and the Vice Chairman are not present within 30 minutes of the time appointed as aforesaid, the members of the Executive Committee present may choose one of their number to be chairman of the meeting.
- 52. The Executive Committee may delegate power to committees consisting of such member or members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Executive Committee.
- 53. A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within 30 minutes after the time appointed for holding the same, the members present may choose one of their members to be chairman of the meeting.
- 54. A committee may meet and adjourn meetings as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes, the chairman shall have a second or casting vote.
- 55. All acts done at any meeting of the Executive Committee or of a committee or sub-committee of the Executive Committee or by any person acting as a member of the Executive Committee shall, notwithstanding that it may afterwards be discovered that there was some defect in the appointment of any such member of the Executive Committee or person 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 the Executive Committee.

56. A resolution in writing signed by all members of the Executive Committee for the time being present in Hong Kong shall be as effective as a resolution passed at a meeting of the Executive Committee duly convened and held and may consist of several documents, each signed by one or more of the members of the Executive Committee.

DISQUALIFICATION OF MEMBERS OF THE EXECUTIVE COMMITTEE

57. The office of the Executive Committee shall be vacated if such member:-

- (a) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (b) becomes of unsound mind; or
- (c) resigns his office by notice in writing to the Association given in accordance with section 157D(3)(a) of the Ordinance; or
- (d) shall for more than 6 months be absent without permission of the Executive Committee from meetings of the members held during that period; or
- (e) is directly or indirectly interested in any contract (being a Contract of significance in relation to the Association's business) with the Association and, if his interest in the contract is material, fails to declare the nature of his interest in manner required by section 162 of the Ordinance; or
- (f) ceases to be a member of the Association.

58. A member of the Executive Committee shall not vote in respect of any contract in which he is interested or any matter arising therefrom, and if he does so vote his vote shall not be counted.

APPOINTMENT OF PRESIDENT AND VICE PRESIDENT

59. The Executive Committee may in their discretion appoint any person or persons who have made or may make special contribution to the Association as the President and/or Vice President(s) of the Association during the term of office of that particular Executive Committee.

ACCOUNTS

60. The Executive Committee shall cause proper books of account to be kept with respect to:-
- (a) all sums of moneys received and expended by the Association and the matters in respect of which the receipt and expenditure takes place;
 - (b) all sales and purchases of goods by the Association; and
 - (c) the assets and liabilities of the Association.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Association's affairs and to explain its transactions.

61. The books of account shall be kept at the Office or subject to section 121(3) of the Ordinance at such other place as the Executive Committee thinks fit and shall always be open to the inspection by the members of the Executive Committee.
62. The Executive Committee shall determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection by members, not being members of the Executive Committee, and no member (not being a member of the Executive Committee) shall have any right of inspection of any account, book or document of the Association except as conferred by statute or authorised by the Executive Committee or by the Association in general meeting.
63. The members of the Executive Committee shall from time to time in accordance with sections 122 and 129D of the Ordinance cause to be prepared and to be laid before the Association in general meeting such income and expenditure account, balance sheets and reports as are referred to in the Ordinance.
64. A copy of every balance sheet (including every document required by law to be annexed to it) which is to be laid before the Association in general meeting, together with a copy of report of the Executive Committee and a copy of the auditor's report, shall not less than 21 days before the date of the meeting be sent to every member of the Association. Provided that this article shall not require a copy of these documents to be sent to any person of whose address the Association is not aware.
65. Auditors shall be appointed and their duties shall be regulated in accordance with the Ordinance.

NOTICES

66. Any notice may be served by the Association upon any member by personal delivery at or by sending it through the post to the last known or usual address of the member or by facsimile transmission or electronic-mail. In the case of the service of notice by post, it shall be deemed to have been served on the third day following that on which the letter containing the same is put in the post and in the case of facsimile transmission or electronic-mail, it shall be deemed to have been served at the time of despatch. In proving such service, it shall be sufficient to prove that the envelope containing the notice was properly addressed in accordance with this Article and sent as a prepaid letter and in the case of a facsimile transmission or electronic-mail, that the facsimile or electronic-mail number used was that of the member being served with such notice.

INDEMNITY

67. Subject to the provisions of Section 165 of the Ordinance, every member of the Executive Committee, and any officer, servant or agent for the time being of the Association shall be indemnified out of assets of the Association against any liability incurred by him in the proper and reasonable discharge of his duties in relation to the Association in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which

he is acquitted or in connection with any application under section 358 of the Ordinance in which relief is granted to him by the court. Provided however that none of such assets of the Association shall be applied either directly or indirectly 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.

68. JURISDICTION

- (1) The Association claims jurisdiction over all water skiing in Hong Kong and is the national authority for Hong Kong for the purposes of the Sports Federation & Olympic Committee of Hong Kong, China, the Asian Water Ski Federation, the International Water Ski Federation and the Hong Kong Sports Development Board.
- (2) In the exercise of its jurisdiction the Association may through the Executive Committee
 - i) make rules binding on the Members of the Association and on the individual, corporate or other membership(s) of such Members and generally regulate the affairs of the Association.
 - ii) determine the eligibility of individuals to represent the Association in water ski or other events and competitions.
 - iii) provide for the adequate representation of Hong Kong in water skiing at Regional and International events and competitions.
 - iv) suspend, dismiss, disqualify, fine or otherwise deal with any Member or any officer or skier who, has transgressed against any of the Articles of the Association or any rules made thereunder or has practised, counselled, or sanctioned any conduct arising out of or in connection with the objects of the Association which conduct, is, in the collective opinion of the Association, unfair, ungamely or damaging to the interests of water skiing and or the best interests of the Association.

DISSOLUTION

69. The provisions of Clause 7 of the Memorandum of Association relating to winding up or dissolution of the Association shall have effect and be observed as if the same were repeated in these Articles.

Names, Addresses and Descriptions of Subscribers

(Sd.) YEUNG CHI LING CLEMENT
YEUNG CHI LING CLEMENT
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21 Tai Hang Road
Hong Kong
BUSINESS EXECUTIVE

(Sd.) CHRISTOPHER DOUGLAS HOWARTH
CHRISTOPHER DOUGLAS HOWARTH
Flat 2, Ground Floor
Grandview Mansion
1 Wang Fung Terrace
Tai Hang Road
Hong Kong
FINANCE DIRECTOR

Dated the 22nd day of February, 2001.
WITNESS to the above signatures:

(Sd.) LO SHEK KUI ANTHONY
Solicitor
6/F., Wai Fung Plaza,
664 Nathan Road, Mongkok,
Kowloon.