

ARTICLES OF ASSOCIATION

(Adopted by a Special Resolution passed on 4th December, 2023)

OF

HONG KONG, CHINA WATERSKI ASSOCIATION LIMITED  
中國香港滑水總會有限公司

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Incorporated the 28th day of March, 2001

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Certified as a correct copy by:



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CHOW Chi Yan Michael, Member of the Executive Board,  
who is deemed to be a director under the Companies Ordinance

THE COMPANIES ORDINANCE

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Company Limited by Guarantee  
And Not Having a Share Capital

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OF  
**HONG KONG, CHINA WATERSKI ASSOCIATION LIMITED**  
中國香港滑水總會有限公司

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DEFINITIONS

1. In these Articles of Association, except where the context otherwise requires, the following terms have their respective meanings set out below: -

“Annual General Meeting”	the annual general meeting of the Members;
“Articles of Association”	the articles of association of the Association as amended, supplemented or otherwise modified from time to time;
“Association”	the company incorporated as “HONG KONG WATER SKI ASSOCIATION LIMITED 香港滑水總會有限公司” and renamed as “HONG KONG, CHINA WATERSKI ASSOCIATION LIMITED 中國香港滑水總會有限公司”;
“Auditors”	the independent auditors for the time being of the Association
“body corporate”	the person for the time being holding the office of Chairman of the Association;
“Chairman”	the person for the time being holding the office of Chairman of the Association;
“Elite Athletes”	the person for the time being holding the office of Chairman of the Association;  the athletes who are Members in good standing and satisfy at least one of the following criteria:-  a) Athletes who are actively engaged in the Association’s sanctioned tournaments, championships or competitions and competing at a level of proficiency for selection to a national water ski or towed water sports team; or  b) Athletes who have been participating in any tournament, championship or competition as a member of a national team in a regional or an international tournament, championship or competition within 5 years preceding their appointment to the Executive Board;
“Executive Board ”	the executive board for the time being of the Association

	whose members shall be deemed to be directors for the purpose of the Ordinance;
“General Meeting”	a general meeting of the Members specially summoned, not being an Annual General Meeting or its adjournment or postponement;
“Governing Body”	in the absence of the Executive Board, the governing body or the executive committee for the time being of the Association whose members shall be deemed to be directors for the purpose of the Ordinance;
“HKICPA”	The Hong Kong Institute of Certified Public Accountants;
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China;
“Honorary Secretary”	the person for the time being holding the office of Honorary Secretary of the Association;
“Honorary Treasurer”	the person for the time being holding the office of Honorary Treasurer of the Association;
“IWWF”	International Waterski & Wakeboard Federation;
“Member”	a member of the Association;
“Members’ Meeting”	the Annual General Meeting and/or the General Meeting;
“Office”	the registered office for the time being of the Association;
“Ordinance”	the Companies Ordinance, Chapter 622 of the Laws of Hong Kong, including the related subsidiary legislation, as amended, supplemented or otherwise modified from time to time;
“ordinary resolution”	has the meaning ascribed thereto under the Ordinance;
“Registrar”	the Registrar of Companies appointed under section 21(1) of the Ordinance;
“Seal”	the common seal for the time being of the Association;
“SFOC”	The Sports Federation & Olympic Committee of Hong Kong, China;
Vice Chairman”	the person for the time being holding the office of Vice Chairman of the Association;
“Voting Member”	a Member qualified to attend, speak and vote at the Members’ Meetings; and
%	per cent.

Words importing:

- (i) the singular number only shall include the plural and the converse shall also apply;  
and
- (ii) the masculine gender shall include the feminine and neuter genders.

References herein to Articles and sub-Articles are to articles and sub-articles, respectively of these Articles of Association.

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

#### **PART A: MANDATORY ARTICLES**

1. Name

The name of the Company is the "HONG KONG, CHINA WATERSKI ASSOCIATION LIMITED 中國香港滑水總會有限公司".

2. Office

The Office will be situated in Hong Kong.

3. Objects

The objects for which the Association is established (the "**Objects**") 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 then 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" is to be interpreted in the broadest of terms, including but not limited to barefoot water skiing, cable water skiing, water skiing, wakeboarding, wakesurfing, water ski racing, waterskiing for the disabled and other towed water sports.

(3) To promote and encourage good practice and observance of all safety rules, regulations and principles applicable to the sport of water skiing.

(4) To promote, hold and co-ordinate either alone or jointly with any other association, club or body of persons, water skiing events, activities, competitions, championships and tournaments in Hong Kong or elsewhere.

(5) To promote, organize, invite, finance and manage either alone or jointly with any other associations, clubs or bodies of persons, the tours or visits to places outside Hong Kong of teams or individuals to participate in water skiing competitions, tournaments, championships, exhibitions, seminars, conferences or recreational activities.

(6) To promote organize, invite, finance and manage either alone or jointly with any other water ski federation, association, club or body of persons the tours or visits to Hong Kong of teams or individuals outside Hong Kong to participate in water skiing

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 or teaching to Members or prospective Members.

(8) To establish and maintain close liaison with other water sports associations, clubs, individuals or bodies 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 IWWF and in principle and where practical abide by the rules of the above Federation in regard to the administration and conduct of water skiing.

(10) To become and remain a member of any organisation of the like Objects or concerned with the development of water sports or sport whether in Hong Kong, regionally or internationally, including SFOC.

(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 of persons, club or association, whether incorporated or not and whose objects are altogether or in part similar to those of the Association and to enter into or adopt any agreement/contract, transaction 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, club, association or federation 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 and to take or otherwise acquire and hold shares or stock in, or securities of, and to subsidise or otherwise assist, any such person, body of persons, company, club, association or federation and to sell, hold, re-issue with or without guarantee, or otherwise deal with, shares, stock 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 other persons, federations, associations, clubs, companies or bodies of persons in return for services rendered to the Association, salaries, wages, allowances, gratuities, bonuses, pensions, fees or other benefits in kind.

(14) To make representations to the Government of Hong Kong 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, economy, commerce and industry, among the Members.

(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 and to act as custodian, trustee or manager of all or any of such properties, donations, subscriptions 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, federations, companies or bodies of persons to be Members on such terms, and to confer on them such rights and privileges as the Association may seem expedient or necessary.

(19) To apply or make representations to the Government of Hong Kong 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, person or body of persons, meetings, tournaments, championships, competitions and matches for the playing of games of all kinds and to offer, give or contribute towards prizes, medals, trophies 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 Objects.

(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.

(23) To borrow or raise any money required for the Objects 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 or necessary.

(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 thought fit in the furtherance of the Objects in a proper and prudent manner 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.

(27) To do all such other lawful things as are incidental or conducive to the attainment of the 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; and

ii) the Objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

#### 4. Application of Income and Property

(1) The income and property of the Association, howsoever derived, shall be applied solely towards the promotion of the Objects as set out in this Part A: Mandatory Articles of the Articles of Association.

(2) Subject to sub-Articles (4) and (5) just 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.

(3) No member of the Executive Board or the Governing Body 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-Article (5) just below) shall be given by the Association to any member of the Executive Board 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 not being a member of the Executive Board or the Governing Body in return for any services actually rendered to the Association.

(5) Nothing herein shall prevent the payment in good faith by the Association of:-

(a) out-of-pocket expenses reasonably and properly incurred for the Association to any member of its Executive Board or Governing Body;

(b) interest on money lent by any Member or member of the Executive Board or the 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) reasonable and proper rent for premises demised or let to the Association by any Member or member of the Executive Board or the Governing Body;

(d) remuneration or other benefit in money or money's worth to a body corporate in which a Member or member of the Executive Board or the 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 registered capital / issued shares 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-Articles (4) and (5) just above.

For the avoidance of doubt, any coaching fee, judging fee or other fee which has been reasonably and properly approved by an independent committee of the Executive Board, comprising at least two-thirds of non-members of the Executive Board or the Governing Body and all members having no interest in such fee and chaired by a non-member of the Executive Board or the Governing Body, can be paid to any member(s) of the Executive Board or the Governing Body.

#### 5. Limited Liabilities of Members

The liability of the Members is limited.

#### 6. Contribution by Members.

Every Member undertakes to contribute to the assets of the Association, in the event of its being wound up or dissolved while he is a Member, or within one year after he ceases to be a Member, for payment of (i) the debts and liabilities of the Association contracted before he ceases to be a Member, and (ii) the costs, charges and expenses of winding up or dissolution, 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).

For the purpose of this Article, Honorary Members shall not be deemed to be Members.

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, but shall be given or transferred to some other institution or institutions having objects similar to the Objects and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Article 4 of this Part A: Mandatory Articles of the Articles of Association, such institution or institutions to be determined by the Members at or before the time of winding-up or dissolution, or in default thereof by such judge of the High Court of Hong Kong having jurisdiction in regard to charitable funds, and if this provision cannot be effected then to some charitable object.



The founder members (formerly known as the subscribers to the memorandum of association when registering the Association in March 2001) of the Association (the "**Founder Members**") were as follows:

Names and Descriptions of the Founder Members
<p data-bbox="624 573 967 636">YEUNG CHI LING CLEMENT BUSINESS EXECUTIVE</p> <p data-bbox="624 741 1082 804">CHRISTOPHER DOUGLAS HOWARTH FINANCE DIRECTOR</p>

## PART B: OTHER ARTICLES

### PRELIMINARY

1. The Association is established for the Objects expressed in Part A: Mandatory Articles of these Articles of Association.

The Association is committed to the fostering and implementation of good corporate governance practices and a sound ethical culture in strict compliance with the policies and procedures established or developed in the conduct of the business and activities of the Association and in the best interests of the Association and the Members as a whole so as to (i) suit the organisational structure, resource capability and operational needs of the Association; and (ii) enhance the accountability of the Executive Board and its committees and sub-committees.

### MEMBERSHIP

2. The number of Members with which the Association was registered was declared to be 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, Junior Member and Honorary Member and each class of membership shall have rights and privileges as hereinafter mentioned.
5. Any body corporate or properly organized and conducted club or body of persons or club or body of persons formed for the purpose of or involved in promoting and participating in the sport of water skiing may register as an Affiliate Member.
6. Any individual who has attained the age of 18 may register as an Ordinary Member.
7. Any person assessed by the Executive Board to have made an outstanding contribution to the sport of water skiing in Hong Kong may be offered Honorary Membership. An Honorary Member shall be entitled and without charge to all rights and privileges of an Ordinary Member.
- 7A. Any individual (other than an Honorary Member) who has attained the age of 18 may register together with his spouse and/or children (i) under the age of 18 and (ii) between the age of 18 and 23 attending day-time tertiary education as Family Members.
- 7B. Any individual (i) under the age of 18 but over the age of 5 or (ii) between the age of 18 and 23 attending day-time tertiary education may register as a Junior Member.
8. Applications for membership must be submitted to the Executive Board for approval in the prescribed forms as provided by the Association from time to time.
- 8A. In the event of deferring the consideration of, and rejecting, any application for membership of the Association, the Executive Board shall not be required to give any reason.

## RIGHTS AND PRIVILEGES

9. Save as hereinafter provided, all classes of membership shall have the right to enjoy the privileges and services of the Association.
10. Ordinary Members and Honorary Members shall have the right to vote in the Members' Meetings. Affiliate Members may nominate one person per club or body of persons to vote on their behalf at the Members' Meetings. Family Members may nominate one person (having attained the age of 18) per family to vote on their behalf at the Members' Meetings. All Members must have paid membership fees for no less than six months prior to the Members' Meeting before they are entitled to vote. Junior Members and any Member under the age of 18 shall not have any right to vote at and receive the notice of the Members' Meetings.

## SUBSCRIPTION AND OTHER FEES

11. All Members except the Honorary Members are required to pay a joining fee and such annual subscriptions to be decided by the Executive Board from time to time. The amount of these fees and subscriptions shall be determined by the Voting Members in the Members' Meetings.

## TERMINATION OF MEMBERSHIP

12. A Member shall cease to be a Member under any one of the following circumstances: -
  - (a) If by a resolution of the Executive Board passed by a majority of at least two-thirds of the members of the Executive Board 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 is resolved that his membership be terminated. Provided that at least 28 days before the Executive Board meeting at which such a resolution is considered and, if thought fit, passed, the Member shall have been sent written notice of such meeting, what is alleged against him and 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 that he fails to make payment of the said outstanding subscriptions within one month after the posting of the second written notice;
  - (c) If he becomes bankrupt / it becomes insolvent or makes any arrangement or composition with his/its creditors generally;
  - (d) If he becomes lunatic or of unsound mind;
  - (e) If he passed away or it has been wound up or dissolved;
  - (f) If he becomes prohibited from being a Member by reason of any order made under the Ordinance or if he is convicted of any indictable offence;
  - (g) If he is removed by the Association from being a Member by an ordinary resolution in any Members' Meeting;
  - (h) If his spouse or parents who are Ordinary Members cease membership with the Association (for Family Members only); or
  - (i) If he withdraws membership by giving at least seven days' notice in writing to the

Association.

A Member who is expelled from the Association shall have the right to appeal to the Members in Members' Meeting within one month of receiving notice of his termination of membership.

#### MEMBERS' MEETINGS

13. Executive Board .

Subject to the provisions of the Ordinance, an Annual General Meeting shall be held once in every financial year at such time at such place as may be determined by the Executive Board provided that it must be held within nine months after the financial year end date of the Association. The business to be conducted at the Annual General Meeting shall be:

- (a) receiving of the report of the Executive Board covering the activities of the Association during the preceding financial year;
- (b) consideration and adoption of the audited financial statements;
- (c) appointment of the members of the Executive Board;
- (d) appointment of Auditors and fixing of their remuneration; and
- (e) considering and approving any other matters properly proposed to the Annual General Meeting.

13A. The Executive Board may, if considered reasonable and proper, postpone any Members' Meeting convened but not yet held or change the form thereof.

14. All meetings of the Members other than the Annual General Meeting shall be called a General Meeting.

15. The Executive Board may, whenever it thinks fit, convene a General Meeting, and General Meetings shall also be convened on the requisition of not less than 5% of the total number of the Voting Members under sections 566 and 567 of the Ordinance, or, in default, may be convened by such requisitionists, as provided by section 568 of the Ordinance. If at any time there are not within Hong Kong sufficient members of the Executive Board capable of acting to form a quorum, any member of the Executive Board or any two Voting Members may convene a General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Executive Board.

#### NOTICE OF MEMBERS' MEETINGS

16. An Annual General Meeting shall be called by not less than 21 days' notice in writing and any 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 Members' Meeting, to such persons as are, under the Association, entitled to receive such notices from the Association. Provided that a Members' Meeting 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 an Annual General Meeting, by all the Members entitled to attend and vote at the meeting; and

(b) in the case of any General 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% 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 MEMBERS' MEETINGS

18. All business shall be deemed special that is transacted at a General Meeting, and also all that is transacted at the Annual General Meeting except for consideration of the financial statements, statement of financial position and the reports of the Executive Board and the Auditors, the election of members of the Executive Board in place of those retiring and the appointment and fixing of the remuneration of the Auditors.
- 18A. A Members' Meeting may be held by such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting should constitute presence of such.
19. No business shall be transacted at any Members' Meeting unless a quorum of Members is present or participating 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 or by proxy 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 Board 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 in person or by proxy shall be a quorum.
21. The Chairman shall preside as chairman at every Members' 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 Board 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 Board present shall choose one of their members to preside as chairman of the meeting.
22. If at any meeting no member of the Executive Board is willing to act as chairman or if no member of the Executive Board is present within 15 minutes from the time appointed for the meeting, the Voting Members present shall choose one of them to be chairman of the meeting.
23. The chairman of any Members' Meeting 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 Members' 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) by:-

(a) the chairman of the meeting; or

(b) at least 3 or not less than 5% of the total number of the Voting Members (whichever is lower) present in person or by proxy.

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, in the absence of any manifest error, be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.

The demand for a poll may be withdrawn.

25. Except as provided in Article 24 just above, 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 of the meeting or on a question of adjournment of the meeting 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 AND PROXIES

28. Every Voting Member present in person at or participating in the Members' Meeting shall have one vote.
- 28A. A Voting Member is entitled to appoint a proxy and in the case of an Affiliate Member, a corporate representative or a proxy to attend, speak and vote in his stead at any Members' Meeting. A proxy must be a Voting Member.
- 28B. Every proxy (having been appointed by a Voting Member who/which has properly lodged the form of proxy with the Association in the manner required by the Executive Board and in accordance with the provision of the Ordinance) present at or participating in a Members' Meeting 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 Members' Meeting unless all moneys outstanding and payable by him to the Association have been paid.
31. On a show of hands or a poll, votes can be cast by the Voting Members personally or by

their proxies.

#### EXECUTIVE BOARD

32. The Executive Board shall consist of not less than three and not more than 12 members, three of whom shall be the Chairman and any two of the Vice Chairman, the Honorary Secretary and the Honorary Treasurer. The Executive Board and/or the executive committee shall comprise at least one Elite Athlete and representing not less than 15% of the members of the Executive Board and/or the executive committee.
33. Members of the Executive Board shall be elected by the Voting Members in the Annual General Meeting. If there is any vacancy in the Executive Board before the next Annual General Meeting, the Executive Board may, having regard to its diversity (including various expertise required for effective governance and fair representation of the interests of the stakeholders of the Association as a whole) nominate such Ordinary Member or other Members to fill the casual vacancy or vacancies as the case may be.

#### TERMS OR OFFICE AND ELECTION TO EXECUTIVE BOARD

34. There shall be at least three office bearers of the Association, namely the Chairman and any two of the Vice Chairman, the Honorary Secretary and the Honorary Treasurer.
- 34A. The Chairman shall be elected by the Members at the Annual General Meeting and retires at the second next Annual General Meeting and is eligible for re-election. Subject to Article 36 below, any vacancy for the office of Chairman shall be elected amongst the members of the Executive Board. Anyone so elected shall hold office for the residue of the term of office of the vacating Chairman and shall then be eligible for re-election at the relevant Annual General Meeting.
- 34B. Members of the Executive Board will be elected to serve for a term of two years and are eligible for re-election. Ideally, 50% of the members of the Executive Board should retire at each Annual General Meeting and they may offer themselves for re-election.
35. The Chairman shall preside at all Members' Meetings and meetings of the Executive Board. 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 Board.
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 there is no Vice Chairman, the Hon. Secretary or the Hon. Treasurer will deputise for 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 company secretary of the Association.
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 annual financial statements and a statement of financial position to the Annual General Meeting. He shall prepare and submit financial statements at any time as the Executive Board deems expedient or necessary.

39. A member of the Executive Board shall retire at the conclusion of the Annual General Meeting held second next after the Annual General Meeting at which he is elected.
40. The Association at the meeting at which a member of the Executive Board retires in the manner aforesaid may fill the vacated office by electing a Voting Member thereto, and in default, the retiring member of the Executive Board 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 Board have been put to the meeting and lost.
41. Nomination for membership of the Executive Board shall be given in writing to the Executive Board not less than four 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 Members' Meeting appoint any person to be a member of the Executive Board other than the Chairman, either to fill a casual vacancy or as an addition to the existing members of the Executive Board, provided that the appointment does not cause the number of members of the Executive Board to exceed any number fixed in accordance with these Articles of Association. Any member of the Executive Board 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 BOARD

43. The business and affairs of the Association shall be managed by the Executive Board which may pay all expenses incurred in promoting and registering the Association.
44. The Executive Board may exercise all such powers and do all such things as are not required by the Ordinance or these Articles of Association to be exercised or done by the Association in Members' Meeting, subject nevertheless to the provisions of the Ordinance and these Articles of Association and to any regulations being not inconsistent with these provisions, as may be prescribed by the Association in Members' Meeting, provided that no such regulation shall invalidate any prior act of the Executive Board, 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 designated members of the Executive Board.
46. The Executive Board 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 Board. Every instrument to which the Seal is affixed shall be signed by a member of the Executive Board and countersigned by the Chairman / the Honorary Secretary or another member of the Executive Board.
47. The members of the Executive Board shall cause minutes to be made in books provided for the purpose of:-
  - (a) all appointments of officers made by the members of the Executive Board;
  - (b) the names of the members of the Executive Board present at or participating in each meeting of the Executive Board and those of any committee or sub-committee of the



Executive Board; and

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

#### PROCEEDINGS OF THE EXECUTIVE BOARD

48. The members of the Executive Board may meet together for the dispatch 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 of the meeting shall have a second or casting vote. An Executive Board member may, and the Honorary Secretary on the requisition of an Executive Board member shall, at any time summon a meeting of the Executive Board. Notice, agenda and discussion papers shall be sent to each member of the Executive Board three days before the meeting. It shall still be necessary to give such documents to any member of the Executive Board for the time being absent from Hong Kong.
- 48A. A meeting of the Executive Board or its committee or sub-committee may be held by such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting should constitute presence of such.
49. The quorum for a meeting of the Executive Board shall be three members of the Executive Board present or participating at the time when the meeting proceeds to business and continues to be present throughout 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 Board present or participating shall be a quorum.
50. The Executive Board members may act notwithstanding any vacancy in their body.
51. The Chairman shall preside as chairman at all Executive Board 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 of the meeting. 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 Board present or participating may choose one of them to be chairman of the meeting.
52. The Executive Board may delegate power to committees consisting of such member or members of their body as it may 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 Board and must report their decisions and discussions to the Executive Board in a timely manner for consideration and approval.
- 52A. An executive committee may be set up by the Executive Board, which comprises a maximum of 12 members who are the members of the Executive Board. Subject to the vacancies of the executive committee, there can be a maximum of 9 non-members of the Executive Board.
53. A committee or sub-committee may elect a chairman of its committee or sub-committee

(if and when not designated by the Executive Board), who will preside at all the meetings of the committee or sub-committee; 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 or sub-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 or participating, and in the case of an equality of votes, the chairman of the meeting shall have a second or casting vote.
55. All acts done at any meeting of the Executive Board or of a committee or sub-committee of the Executive Board or by any person acting as a member of the Executive Board or of a committee or sub-committee shall, notwithstanding that it may afterwards be discovered that there was some defect in the appointment of any such member of the Executive Board or person acting as aforesaid or that they or any of them were disqualified, be as if every such person had been duly appointed to be a member of the Executive Board or of a committee or sub-committee.
56. A resolution in writing signed by all members for the time being of the Executive Board shall be as effective as a resolution passed at a meeting of the Executive Board duly convened and held and may consist of several documents, each signed by one or more of the members of the Executive Board.
- 56A. Any resolution of a committee or sub-committee will be subject to the review or veto by the Executive Board.

#### DISQUALIFICATION OF MEMBERS OF THE EXECUTIVE BOARD, COMMITTEES AND SUB-COMMITTEES

57. The office of each of the Executive Board or its committees and sub-committees shall be vacated if such member:-
  - (a) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - (b) becomes lunatic or of unsound mind; or
  - (c) resigns his office by notice in writing to the Association given in accordance with section 466 of the Ordinance; or
  - (d) shall for more than six consecutive months be absent without permission of the Executive Board from meetings of the members of each of the Executive Board or its committees and sub-committees held during that period; or
  - (e) is directly or indirectly interested in any transaction, arrangement or contract (being a transaction, arrangement or contract of significance in relation to the Association's business) with the Association and, if his interest in the transaction, arrangement or contract is material, fails to declare the nature of his interest in manner required by sections 536 to 538 and section 542 of the Ordinance; or
  - (f) ceases to be a Member; or
  - (g) becomes prohibited from being a member of the Executive Board or its committees and sub-committees by reason of any order made under the Ordinance or the

Companies (Winding up and Miscellaneous Provisions) Ordinance, Chapter 32 of the Laws of Hong Kong or if he is convicted of any indictable offence; or

(h) he is removed by the Association from being a member of the Executive Board or its committees and sub-committees by an ordinary resolution in any Members' Meeting; or

(i) passed away.

58. A member of each of the Executive Board or its committees and sub-committees shall not vote in respect of any transaction, arrangement or 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(S)

59. The Executive Board may in its discretion appoint any person or persons who is/are over the age of [18] and has/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 Board.

#### ACCOUNTS

60. The Executive Board shall cause proper books of account and financial statements 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 take place;

(b) all sales and purchases of goods by the Association; and

(c) the assets and liabilities of the Association.

Proper books and financial statements shall not be deemed to be kept if there are not kept such books of account and financial statements 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 and financial statements shall be kept at the Office or subject to section 374 of the Ordinance at such other place as the Executive Board thinks fit and shall always be open to the inspection by the members of the Executive Board.
62. The Executive Board shall determine whether, to what extent, at what times and places and under what conditions or regulations the accounts, books and financial statements of the Association or any of them shall be open to the inspection by Members, not being members of the Executive Board, and no Member (not being a member of the Executive Board) 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 Board or by the Association in Members' Meeting.
63. The members of the Executive Board shall from time to time in accordance with sections 429, 431 and 610 and sections 383, 388 and 391 of the Ordinance cause to be prepared and to be laid before the Association in Members' Meeting such income and expenditure account, statement of financial position and reports as are referred to those sections of the Ordinance.
- 63A. The annual financial statements of the Association shall be made up to 31st March (or any other date as reasonably determined by the Executive Board) in each calendar year

or prepared for each accounting reference period as required by the Ordinance. The financial statements must follow the accounting standards issued or adopted by the HKICPA or its successors and adhere to all of the recommended practices of the HKICPA or its successors.

64. A copy of every statement of financial position (including every document required by law to be annexed to it) which is to be laid before the Association in Members' Meeting, together with a copy of report of the Executive Board 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 entitled to receive 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 second day following that on which the envelope 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 dispatch. 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, it shall be sufficient to prove that the facsimile number or electronic-mail address used was that of the Member being served with such notice.

#### INDEMNITY

67. (1) Subject to the provisions of section 468 of the Ordinance, every officer or servant for the time being of the Association (other than any member of the Executive Board) shall be indemnified out of assets of the Association against any liability incurred by him in the proper and reasonable discharge of his duties as such officer or servant 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 sections 903 and 904 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 and person by sentence or order of a Court of Justice.  
  
(2) (A) A current or former member of the Executive Board may be indemnified out of the Association's assets against any liability incurred by him to a person other than the Association or an associated company of the Association (the "**Associated Company**") in connection with any negligence, default, breach of duty or breach of trust in relation to the Association or the Associated Company (as the case may be).  
  
(B) Paragraph (A) just above only applies if the indemnity does not cover:
  - (a) any liability of the member of the Executive Board to pay:
    - (i) a fine imposed in criminal proceedings; or
    - (ii) a sum payable by way of a penalty in respect of non-compliance with any requirement of a regulatory nature; or
  - (b) any liability incurred by the member of the Executive Board:

- (i) in defending criminal proceedings in which the member of the Executive Board is convicted;
  - (ii) in defending civil proceedings brought by the Association, or an Associated Company in which judgment is given against the member of the Executive Board;
  - (iii) in defending civil proceedings brought on behalf of the Association by a Member or of an Associated Company in which judgment is given against the member of the Executive Board;
  - (iv) in defending civil proceedings brought on behalf of an Associated Company by a member of the Associated Company or by a member of an associated company of the Associated Company, in which judgment is given against the member of the Executive Board; or
  - (v) in connection with an application for relief under Section 903 or 904 of the Ordinance in which the Court refuses to grant the member of the Executive Board relief.
- (C) A reference in paragraph (B)(b) just above to a conviction, judgment or refusal of relief is a reference to the final decision in the proceedings.
- (D) For the purpose of paragraph (C) just above, a conviction, judgment or refusal of relief:
- (a) if not appealed against, becomes final at the end of the period for bringing an appeal; or
  - (b) if appealed against, becomes final when the appeal, or any further appeal, is disposed of.
- (E) For the purpose of paragraph (D)(b) just above, an appeal is disposed of if:
- (a) it is determined, and the period for bringing any further appeal has ended; or
  - (b) it is abandoned or otherwise ceases to have effect.
- (3) Every Member shall indemnify and keep indemnified the Association against all liabilities, costs, claims, damages and loss caused to him or any third party arising out of his participation in any activity organised by the Association.

## JURISDICTION

- 68 (1) The Association claims jurisdiction over all water skiing and its derivatives in Hong Kong and is the national authority for Hong Kong for the purposes of SFOC, the IWWF and its Asian confederation (IWWF Asia), the Hong Kong Sports Institute, the Hong Kong Home Affairs Bureau and the Hong Kong Leisure and Cultural Services Department.
- (2) In the exercise of its jurisdiction, the Association may through the Executive Board:
- (i) make rules binding on the Members 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 tournaments, championships or competitions;
  - (iii) provide for the adequate representation of Hong Kong in water skiing at regional and international events and tournaments, championships or competitions; and

(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, which conduct, is, in the collective opinion of the Association, unfair, ungame or damaging to the interests of water skiing and or the best interests of the Association.

#### DISSOLUTION

69. The provisions of Article 7 of Part A: Mandatory Articles of these Articles of Association relating to winding up or dissolution of the Association shall have effect and be observed as if the same were repeated in this Part B: Other Articles of these Articles of Association.

#### AUDITORS' INSURANCE

70. (1) In furtherance of the Objects only but not otherwise, the members of the Executive Board may decide to purchase and maintain insurance, at the expense of the Association, for an Auditor, or an auditor of an Associated Company against:

(a) any liability to any person attaching to the auditor in connection with any negligence, default, breach of duty or breach of trust (except for fraud) occurring in the course of performance of the duties of auditor in relation to the Association or any of the Associated Companies (as the case may be); or

(b) any liability incurred by the auditor in defending any proceedings (whether civil or criminal) taken against the auditor for any negligence, default, breach of duty or breach of trust (including fraud) occurring in the course of performance of the duties of auditor in relation to the Association or any of the Associated Companies (as the case may be).

(2) In this Article, a reference to the performance of the duties of an auditor includes the performance of the duties specified in sections 415(6)(a) and (b) of the Ordinance.

#### RECORD

71. The Executive Board must cause the information of the Association to be adequately recorded for future reference as required by the Ordinance.

#### NO ALTERATION CLAUSE

72. No addition, alteration or amendment shall be made to or in the Articles of Association for the time being in force, unless such addition, alteration or amendment has previously been submitted to and approved by the Registrar in writing or is made under a direction given under section 104(2)(b) or 105 of the Companies Ordinance.

#### MISCELLANEOUS

73. All matters not specially provided by these Articles of Association shall be left to the decision of the Executive Board whose ruling shall be final and conclusive.

74. Any question as to the interpretation of the Articles of Association shall be left to the Executive Board whose decision on any point shall be final and binding on all the individuals or organisations affected.

## ANTI-DOPING

75. The Anti-Doping Rules promulgated by SFOC and/or Hong Kong Anti-Doping Committee (as the case may be) from time to time shall be incorporated into these Articles of Association and any individual(s) or organization(s) (whether Members or not) taking part in any of the activities of the Association or in any activities with which the Association may be associated or affiliated, who/which act(s) in breach thereof, shall be subject to discipline as imposed by the Executive Board as it deems fit and proper.

## ANTI-CORRUPTION

76. Each of the members of the Executive Board and its committees and sub-committees, as well as the officers, staff and employees of the Association should enhance his integrity awareness and make himself familiarise with the spirit, code and legislation of the Prevention of Bribery Ordinance, Chapter 201 of the Laws of Hong Kong in relation to (i) anti-corruption; and (ii) non-acceptance from, and prohibition from offer to, persons with whom they have official dealings of advantage (other than token gifts) and entertainment. They should also safeguard their core functions against the risks of nepotism and other malpractices.

The Executive Board should from time to time make reference to and consider for adoption the appropriate recommended principles, standards and practices set out in, amongst others, the following of the “Best Practice Reference for Governance of National Sports Associations (“NSAs”)” issued by the Independent Commission Against Corruption of Hong Kong, namely (i) Sample: Code of Conduct for NSA Board Members; and (ii) Sample: Code of Conduct for Employees of NSAs.

Names and Descriptions of Founder Members

YEUNG CHI LING CLEMENT  
BUSINESS EXECUTIVE

CHRISTOPHER DOUGLAS HOWARTH  
FINANCE DIRECTOR