

THE COMPANIES ORDINANCE (CHAPTER 622)
Company Limited by Guarantee

ARTICLES OF ASSOCIATION
OF
HONG KONG CHINA UNDERWATER ASSOCIATION LIMITED
中國香港潛水總會有限公司
(Name changed on 26 June 2023)

Part A Mandatory Articles

1. Company Name

The name of the company is Hong Kong China Underwater Association Limited (中國香港潛水總會有限公司).

2. Members' Liabilities

The liability of the members is limited.

3. Company's objective

The main objects for which the company is established are:

- (a) to represent recreational divers, finswimmers and athletes of other underwater sports in Hong Kong;
- (b) to promote and regulate safety in recreational diving activities and underwater sports in Hong Kong;
- (c) to be and/or to continue to be a member of the "CONFEDERATION MONDIALE DES ACTIVITIES SUBAQUATIQUES", hereinafter referred to as CMAS; so as to become the sole or main official representative of all or most CMAS activities in Hong Kong;
- (d) to set and review standards and rules for recreational-diving and other underwater sports in Hong Kong;
- (e) to act as the only or main official certifying authority accredited by the Hong Kong government in respect of CMAS recreational-diving and other underwater sports.

4. Liabilities or Contributions of Members

Every member of the company undertakes to contribute to the assets of the company in the event of its being wound up while he is a member, or within 1 year afterwards, for the payment of the

debts and liabilities of the company contracted before he ceases to be a member, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding the amount specified below:

<u>Class of Members</u>	<u>The amount to be contributed by each of the members in this class</u>
(a) Club Member	HK\$1,000 per member (other than annual subscription fee)
(c) Individual Member (or Life Member)	HK\$100 per member (other than annual subscription fee)
(d) Affiliated Member	HK\$0 per member (other than annual subscription fee)

In compliance with and pursuant to the resolution passed at the Annual General Meeting held on 31 March 2025 at 2:00 p.m. ("AGM"), I, the undersigned, being the Chairman of the AGM, for and behalf of the Company, wish to adopt the aforesaid main articles and the articles of association as attached, which are to fully supersede the Articles of Association of the Company dated 29 January 2020.

Name of the Chairman of the AGM

(Sd.)



Mr. Wong Lap Kei Alex 黃立基先生

PART B Other Articles

CONTENTS

Article

**Part 1
Interpretation**

1. Interpretation

**Part 2
Directors and Company Secretary
Division 1- Directors' Powers and Responsibilities**

2. Directors' general authority
3. Club Members' reserve power
4. Directors may delegate
5. Committees or Sub-Committees

Division 2- Decision-taking by Directors

6. Directors to take decision collectively
7. Unanimous decisions of all directors
8. Calling directors' meetings
9. Participation in directors' meetings
10. Quorum for directors' meetings
11. Meetings if total number of directors less than quorum
12. Chairing of directors' meetings of Combined Board
13. Chairing of directors' meeting of Diving Board or Sports Board
14. Alternates voting at directors' meetings
15. Validity of acts of meeting of directors
16. Record of decisions or Signed minutes of directors' meetings
17. Directors' discretion to make further rules

Division 3- Appointment and Retirement of Directors

18. Appointment and retirement of directors
19. Retiring director eligible for reappointment
20. Termination of director's appointment
21. Directors' remuneration
22. Directors' expenses

Division 4- Alternate Directors

23. Appointment and removal of alternates
24. Rights and responsibilities of alternate directors
25. Termination of alternate directorship

Division 5- Company Secretary

26. Appointment and removal of company secretary

**Part 3
Members**

Division 1- Becoming and Ceasing to be Member

- 27. Classification of members
- 28. Application for membership
- 29. Termination of membership

Division 2- Organization of General Meetings

- 30. General meetings
- 31. Notice of general meetings
- 32. Persons entitled to receive notice of general meetings
- 33. Accidental omission to give notice of general meetings
- 34. Attendance and speaking at general meetings
- 35. Quorum for general meetings
- 36. Chairing general meetings
- 37. Attendance and speaking by non-members
- 38. Adjournment

Division 3- Voting at General Meetings

- 39. General rules on voting
- 40. Errors and disputes
- 41. Number of votes a Club Member has
- 42. Votes of mentally incapacitated or deceased persons
- 43. Content of Authorisation Letter
- 44. Amendments to proposed resolutions
- 45. Special Resolution & Ordinary Resolution
- 46. The business of general meeting

Part 4

Miscellaneous Provisions

Division 1- Communications to and by Company

- 47. Means of communication to be used

Division 2- Administrative Arrangements

- 48. Company seals
- 49. No right to inspect accounts and other records
- 50. Auditor's insurance

Division 3- Membership

- 51. Rules & Regulations
- 52. Register of Members
- 53. Registration Requirements for Club Members
- 53A. Registration Requirements for Affiliated Members
- 54. Registration Requirement for Individual Members
- 55. Membership Renewal
- 56. Life Members
- 57. Resignation

- 58. Respective Register of Athletes, Coaches and Officials
- 59. Annual Subscription Fees
- 60. Register of Member
- 61. Judicial Committee

Division 4- Content of the Articles

- 62. Amendment to the Articles

Division 5- Diving Board & Sports Board & Combined Board

- 63. Combined Board and its officers

Division 6- By-laws, Rules, Regulations and Laws

- 64. By-Laws and Rules
- 65. Laws and Rules governing Diving and/or Sports in Hong Kong

Division 7- Transitional Provisions

- 66. These Articles came into force
- 67. Chief Directors can vote as Club Members at a general meeting

Division 8- Directors' Indemnity and Insurance

- 68. Indemnity
- 69. Insurance

Part B Other Articles

Part 1

Interpretation

1. Interpretation

Part A

- (1) Words or expressions used in these articles have the same meaning as in the Ordinance as in force on the date these articles become binding on the company.
- (2) For the purposes of these articles, a document is authenticated if it is authenticated in any way in which section 828(5) or 829(3) of the Ordinance provides for documents or information to be authenticated for the purposes of the Ordinance.

Part B

The following definitions and abbreviations are adopted in these articles:

	<u>Abbreviation</u>	<u>Definition</u>
(1)	Activity or referred as “activity”	any activity, event, training course, clinic, exhibition, meeting, demonstration or any of other activities authorized, organized and/or held, whether solely or jointly with any other association, body or organization, by the Company or any Member or a member of a national federation affiliated to CMAS.
(2)	Affiliated Member (附屬屬會會員)	an organization, a corporate body, an association or an institution (as defined in Clause 53A hereinbelow), which has not yet been granted by the Company a full membership, whose name appears on the Register of Affiliated Members kept by the Company.
(3)	AGM	an annual general meeting of the Company being held pursuant to the Articles
(4)	“alternate” or “alternate director”	a person appointed by a director as an alternate under article 26(1)
(5)	“Articles” or referred as these “articles”	the Articles of Association of the Company and any reference to an Article(s) shall mean the provision(s) herein
(6)	associated company	Any company which is: (a) a subsidiary of the company; (b) a holding company of the company; or (c) a subsidiary of such a holding company.
(7)	Athlete(s)	a person who registers with the Company as a Registered Individual according to the Articles and whose name appears on the Register of Registered Athletes kept by the Company and whose nature, duties and rights are governed by Clause of the Articles.
(8)	Auditor	an auditing firm engaged by the Company in preparing an audited financial statement of the Company for a financial year

(9)	Business days	a day (except a Saturday or a Sunday)
(10)	By-Laws	any by-law, rule and/or regulation which has been made or shall be made by the Combined Board pursuant to the Articles.
(11)	Club Member (正式屬會會員)	<p>An organization, corporate body, association or institution (as defined in Clause 53 hereinbelow), which has been granted by the Company a full membership; and which belongs to the Diving Division and/or the Sports Division; who is required to pay annual subscription fee at such rates determined by the Company; and whose name appears in the Register of Members kept by the Company.</p> <p>Each Club Member registered with the Diving Division shall consist of at least 2 Coaches and 8 Divers and shall comply with such rules and/or terms as determined by the Diving Board from time to time.</p> <p>Each Club Member registered with the Sports Division shall consist of at least 2 Coaches, 2 athletes and 6 Finswimmers and shall comply with such rules and/or terms as determined by the Sports Board from time to time.</p>
(12)	"Company" or referred as "company"	Hong Kong China Underwater Association Ltd. 中國香港潛水總會有限公司
(13)	Coach(es)	a person who registers with the Company as a Registered Individual according to the Articles and whose name appears on the Register of Registered Coaches kept by the Company and whose nature, duties and rights are governed by Clause of the Articles.
(14)	Competitions	<ul style="list-style-type: none"> (i) any championship or competition organized or held, whether solely or jointly with any other association, body or organization, by the Company; (ii) any championship, competition, series or meeting sponsored by or concluded by or on behalf of the Company or a member of a national federation affiliated to CMAS; or (iii) any international competition, series meeting or championship at which the Company or Hong Kong is represented.

(15)	CMAS	Confederation Mondiale Des Activités Subaquatiques (“World Confederation of Underwaters Activities”) and its successor or assign
(16)	“Combined Board” or referred as “directors”	the board of directors elected by all Club Members, consisting of both the Diving Board and/or the Sports Board, where the number of directors in the Sports Board is equal to the number of directors in the Diving Board. All references formerly made to “executive committee” or “executive committee members” are equivalent to and/or superseded by “Combined Board” and “directors” respectively.
(17)	Committee(s) or referred as “committee(s)”	Committee(s) includes and/or refers to: (a) Sports division: (i) Finswimming Committee (ii) Under Water Hockey Committee (iii) Sports Science, Technique & Accreditation Committee (iv) Medical & Safety Committee (v) Administration & Discipline Committee (vi) Financial Planning & Control Committee (b) Diving division: (i) Free Diving Committee (ii) Recreational Diving Committee (iii) Marine Science Committee (iv) Education & Technical Committee (v) Diving Safety and Accident Enquiry Committee (vi) Administration & Discipline Committee (vii) Financial Planning & Control Committee
(18)	Diver	any registered individual certified by the Recreational Diving Committee
(19)	Diving Board	The board of directors elected by all Club Members who are registered with the Diving Division; and the Diving Board consists of directors who acts as: (a) Chief Director; (b) Vice Director; (c) Treasurer; (d) Administration Secretary; and (e) Membership Secretary.

(20)	Diving Division	Diving Division governing, operating and/or managing the following diving activities: (a) Free diving; (b) Recreational diving; (c) Scientific diving; and/or (d) Other disciplines of diving activities as may be developed or regulated by the Company and/or CMAS from time to time.
(21)	EGM	Any general meeting of the Company other than annual general meetings
(22)	Financial Year	The year ending on 31 st March each year
(23)	Finswimmer	An individual certified by the Finswimming Committee as finswimmer according to their ability; and whose name appears in the Register of Registered Finswimmer kept by the Company
(24)	General Meeting	A general meeting whether AGM or EGM of the Company at which, subject to the Articles, authorized representatives of the Club Members are entitled to attend, debate and/or vote at such general meeting according to Clause of the Articles
(25)	Hong Kong	Hong Kong Special Administrative Region of the People's Republic of China
(26)	Individual Member (個人會員)	An individual person granted by the Company a membership (as defined in Clause 54 hereinbelow); and who is also registered with a Club Member; and who is required to pay annual subscription fee at such rates determined by the Company; and whose name appears in the Register of Individual Members kept by the Company.
(27)	Judiciary Committee	A sub-committee established by the Diving Board, the Sports Board or the Combined Board, whose function is to receive, deal with and/or investigate into and/or determine complaints lodged by the Members relating to the Company and/or arising from a breach of any provision of the Articles.
(28)	Life Member	An individual person granted by the Company a membership for his/her lifetime; and who is not required to pay any annual subscription fee during his/her lifetime; and who may be registered with a Club Member; and whose

		name appears in the Register of Individual Members kept by the Company. Life Members fall into the category of the Individual Members.
(29)	Membership Secretary	A membership secretary of the Diving Board or the Sports Board elected pursuant to the Articles
(30)	"Member" or referred as "member"	Members can be classified into 3 categories, namely Club Members, Individual Members and Affiliated Members respectively.
(31)	mental incapacity	The mental incapacity in such meaning given by section 2(1) of the Mental Health Ordinance (Cap. 136)
(32)	mentally incapacitated person	a person who is found under the Mental Health Ordinance (Cap. 136) to be incapable, by reason of mental incapacity, of managing and administering his or her property and affairs
(33)	Official	a person who registers with the Company as a Registered Individuals according to the Articles and whose name appears on the Register of Registered Officials kept by the Company and whose nature, duties and rights are governed by Clause of the Articles. He/she normally performs as a judge and/or an officer in Activities and/or Competitions
(34)	Ordinance	the Companies Ordinance (Cap.622) of the laws of Hong Kong and any amendment thereof for the time being in force
(35)	PRC	The People's Republic of China
(36)	Register of Members	(a) the Register of Individual Members, (b) the Register of Club Members and (c) the Register of Affiliated Members maintained and kept by the Company.
(37)	Registered Individual(s)	An individual who is a finswimmer, an athlete, a diver, a coach and/or an official, whose name appears in (a) the Register of Athletes; (b) the Register of Coaches; and/or (c) the Register of Officials maintained and kept by the Company. A Registered Individual may also be registered as an Individual Member, who is registered with a Club Member.
(38)	Rules	The rules enacted by Diving Board, Sports Board and/or Combined Board

(39)	Sports Board	The board of directors elected by all Club Members who are registered with the Sports Division and the Sports Board consists of directors who acts as: (a) Chief Director; (b) Vice Director; (c) Treasurer; (d) Administration Secretary; and (e) Membership Secretary.
(40)	Sports Division	The Sports Division is governing, operating and/or managing the following sport activities: (a) Finswimming; (b) Under Water Hockey; (c) Aquathlon; (d) Sport diving; (e) Open water finswimming; and/or (f) Other disciplines of aqua-sports as may be developed or regulated by the Company and/or CMAS from time to time.
(41)	Seal	The common seal of the Company
(42)	Societies Ordinance	The Societies Ordinance (Cap.151) of the Laws of Hong Kong and any amendment thereof for the time being in force
(43)	Sub-Committee	A special committee which is from time to time established by Combined Board, Diving Board or Sports Board to perform specific task and/or duties relating to matters and affairs of the Company from time to time.

Part 2

Directors and Company Secretary

Division 1—Directors' Powers and Responsibilities

2. Directors' general authority

- (1) Subject to the Ordinance and these articles, the business and affairs of the company are managed by the Combined Board also referred as the "directors", who may exercise all the powers of the Company.
- (2) An alteration of these articles does not invalidate any prior act of the directors that would have been valid if the alteration had not been made.

- (3) The powers given by this article are not limited by any other power given to the directors by these articles.
- (4) A directors' meeting at which a quorum is present may exercise all powers exercisable by the directors.
- (5) The Combined Board consists of (a) the Diving Board and (b) the Sports Board. The Diving Board consists of no more than 5 directors and the Sports Board also consists of no more than 5 directors. The Combined Board consists of no more than 10 directors.
- (6) A resolution passed at the directors' meeting of either Diving Board or Sports Board shall not override any resolution passed at the directors' meeting of Combined Board. A resolution passed at the directors' meeting of Combined Board shall override any resolution passed at the directors' meeting of either Diving Board or Sports Board.

3. Club Members' reserve power

- (1) The Club Members may, by special resolution at AGM or EGM, direct the directors to take, or refrain from taking, specified action.
- (2) The special resolution does not invalidate anything that the directors have done before the passing of the resolution.

4. Directors may delegate

- (1) Subject to these articles, the Combined Board may, if they think fit, delegate any of the powers that are conferred on them under these articles—
 - (a) to any person or Committee or Sub-Committee;
 - (b) by any means (including by power of attorney);
 - (c) to any extent and without territorial limit;
 - (d) in relation to any matter; and
 - (e) on any terms and conditions.
- (2) If the directors so specify, the delegation may authorize further delegation of the directors' powers by any person to whom they are delegated.
- (3) The directors may—
 - (a) revoke the delegation wholly or in part; or
 - (b) revoke or alter its terms and conditions.

5. Committees or Sub-Committees

- (1) The directors may make rules providing for the conduct of business of the Committees or the Sub-Committees to which they have delegated any of their powers.
- (2) The Committees or Sub-Committees must comply with the rules.

Division 2—Decision-taking by Directors

6. Directors to take decision collectively

- (1) Each director has 1 vote at a directors' meeting.
- (2) A decision made or a resolution passed at a directors' meeting of Diving Board may only be taken by a simple majority of the directors of the Diving Board.
- (3) A decision made or a resolution passed at a directors' meeting of Sports Board may only be taken by a simple majority of the directors of the Sports Board.
- (4) A decision made or a resolution passed at a directors' meeting of Combined Board may only be taken—

- (a) by a simple majority of the directors of the Diving Board as well as a simple majority of the directors of the Sports Board; or
 - (b) in accordance with article 7.
- (5) To avoid doubt, a simple majority of directors means over 50% of directors.

7. Unanimous decisions of all directors

- (1) A decision of the directors is taken in accordance with this article when all eligible directors of the Combined Board indicate to each other (either directly or indirectly) by any means that they share a common view on any matter of the Company.
- (2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.
- (3) A reference in this article to eligible directors is a reference to directors who would have been entitled to vote on the matter if it had been proposed as a resolution at a directors' meeting of Combined Board.
- (4) A decision may not be taken in accordance with this article if the eligible directors of the Combined Board would not have formed a quorum at a directors' meeting.

8. Calling directors' meetings

- (1) Any director of either Diving Board or Sports Board may call a directors' meeting of Sports Board, Diving Board or Combined Board respectively by giving a notice of the meeting to the directors or by authorizing the company secretary to give such notice.
- (2) Notice of a directors' meeting of Diving Board, Sports Board or Combined Board respectively must indicate—
 - (a) its proposed date and time; and
 - (b) where it is to take place.
- (3) Notice of a directors' meeting must be given to each director of Diving Board, Sports Board or Combined Board respectively, as the case may be.
- (4) Notice of a directors' meeting must be given to each director no less than 72 hours prior to the date and time of the directors' meeting.
- (5) Directors' meeting of Diving Board or Sports Board respectively should be held monthly. Directors' meetings of Combined Board shall be held quarterly.

9. Participation in directors' meetings

- (1) Subject to these articles, directors participate in a directors' meeting, or part of a directors' meeting, when—
 - (a) the meeting has been called and takes place in accordance with these articles; and
 - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- (2) In determining whether directors are participating in a directors' meeting, it is irrelevant where a director is and how they communicate with each other.
- (3) If all the directors participating in a directors' meeting are not in the same place, they may regard the meeting as taking place wherever any one of them is.
- (4) A director may participate in a directors' meeting through video communication in lieu of being physically present at the place of the meeting.

10. Quorum for directors' meetings

- (1) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- (2) The quorum for a directors' meeting of Combined Board shall be six (6), and out of which at least 2 directors from the Diving Board and 2 directors from the Sports Board, unless otherwise fixed by a unanimous decision of all surviving directors sitting in the Combined Board.
- (3) The quorum for a directors' meeting of either Diving Board or Sports Board respectively shall be at least 3 directors.

11. Meetings if total number of directors less than quorum

If the total number of directors for the time being is less than the quorum required for directors' meetings, the directors must not take any decision other than a decision—

- (a) to appoint further directors for respective boards; or
- (b) to call a general meeting so as to enable the members to appoint further directors for respective board.

12. Chairing of directors' meetings of Combined Board

- (1) The directors of Combined Board may appoint a director as a permanent chairperson to chair each and every of their meetings, until he or she dies, resigns, refuses to act or ceases to have mental capacity to act or whose office is terminated by the directors.
- (2) The directors may also appoint a director as a permanent vice-chairperson to chair each and every of their meetings, in the event the chairperson dies, resigns, refuses to act or ceases to have mental capacity to act, pending appointment of a new chairperson.
- (3) The directors may terminate the appointment of the chairperson at any time pursuant to provision under this Articles.
- (4) If the chairperson or vice-chairperson is not participating in a directors' meeting within 10 minutes of the time at which it was to start or is unwilling to chair the meeting, the participating directors may appoint one of themselves to chair it.
- (5) This chairperson or vice-chairperson of Combined Board being so appointed shall also chair each and every of AGM or EGM, until he or she dies, resigns, refuses to act or ceases to have mental capacity to act or whose office is terminated by the directors.
- (6) If the numbers of votes for and against a proposal are equal, the chairperson, the vice-chairperson or other director chairing the directors' meeting has no casting or veto vote, and the directors shall not make any decision on the proposal.
- (7) To avoid doubt, the chairperson, the vice-chairperson or other director chairing the directors' meeting is always entitled to vote in his or her capacity as a director himself or herself at a directors' meeting.
- (8) In the event that the number of votes for and against a proposal are equal, the directors may vote and make a decision to call a general meeting (i.e. AGM or EGM) so as to enable the members to vote for or against the proposal.

13. Chairing of directors' meeting of Diving Board or Sports Board

- (1) The directors of Diving Board or Sports Board may appoint a director as a chairperson to chair each and every of their meetings.
- (2) The directors may terminate the appointment of the chairperson at any time pursuant to provision under this Articles.
- (3) If the chairperson is not participating in a directors' meeting within 10 minutes of the time at

which it was to start or is unwilling to chair the meeting, the participating directors may appoint one of themselves to chair it.

- (4) If the numbers of votes for and against a proposal are equal, any director chairing the directors' meeting has no casting or veto vote, and the directors shall not make any decision on the proposal.
- (5) To avoid doubt, the director chairing the directors' meeting is always entitled to vote in his or her capacity as a director himself or herself at a directors' meeting.
- (6) In the event that the number of votes for and against a proposal are equal, the directors may vote and make a decision to call a meeting of Combined Board so as to enable the members to vote for or against the proposal.

14. Alternates voting at directors' meetings

A director who is also an alternate director has an additional vote on behalf of each appointor who—

- (a) is not participating in a directors' meeting; and
- (b) would have been entitled to vote if he or she were participating in it.

15. Validity of acts of meeting of directors

The acts of any meeting of directors or the acts of any person acting as a director are as valid as if the directors or the person had been duly appointed as a director and was qualified to be a director, even if it is afterwards discovered that—

- (a) there was a defect in the appointment of any of the directors or of the person acting as a director;
- (b) any one or more of them were not qualified to be a director or were disqualified from being a director;
- (c) any one or more of them had ceased to hold office as a director; or
- (d) any one or more of them were not entitled to vote on the matter in question.

16. Record of decisions or signed minutes of directors' meetings

- (1) The directors of Diving Board, Sports Board and Combine Board respectively must ensure that the company keeps a written record and/or a signed minute of every decision taken by the directors under article 6 for at least 10 years from the date of the decision made or the resolution passed.
- (2) A signed minute of a directors' meeting of Diving Board or Sports Board, which recorded a decision made or a resolution passed, shall be submitted to the company secretary within 14 days from the date of the meeting (or within such period to be agreed by directors). Failing which, such a decision made or a resolution passed at the meeting may be void.
- (3) Any director may convene or call a meeting of Combined Board to review the content or the validity of a decision made or a resolution passed at any directors' meeting of Diving Board or Sports Board within 14 days after the minutes was submitted to the company secretary. The Combined Board may pass a resolution to invalidate or alter the said decision made or the said resolution passed at the meeting of Diving Board or Sports Board, on the ground that:
 - (a) the decision or the resolution is fundamentally contrary to and/or violating the objectives of the Company; and/or

- (b) the decision or the resolution causes harm or prejudice to any right or interest of Diving Board, Sports Board, Combined Board, any Committee and/or any Sub-Committee.
- (4) Any decision made or any resolution passed at a meeting of Diving Board or Sports Board shall be deemed valid and effective on the date of the decision made or the resolution passed, until or if the Combined Board makes a decision or passes a resolution to invalidate or alter the decision or the resolution.
- (5) Any decision made or any resolution passed at a meeting of Combined Board shall be deemed valid and effective on the date of the decision made or the resolution passed.

17. Directors' discretion to make further rules

Subject to these articles, the directors may make any rule that they think fit about—

- (a) how they take decisions; and
- (b) how the rules are to be recorded or communicated to directors.

Division 3—Appointment and Retirement of Directors

18. Appointment and retirement of directors

- (1) A person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director—
 - (a) by ordinary resolution passed at AGM or EGM; or
 - (b) by a decision of the directors of the Diving Board or the Sports Board respectively.
- (2) Unless otherwise specified in the appointment, a director appointed under paragraph (1)(a) holds office for a term of 5 years.
- (3) An appointment under paragraph (1)(b) may only be made to—
 - (a) fill a casual vacancy; or
 - (b) appoint a director as an addition to the existing directors if the total number of directors does not exceed the number fixed in accordance with these articles.
- (4) A director appointed under paragraph (1)(b) must—
 - (a) retire from office at the next annual general meeting following the appointment; or
 - (b) if the company has dispensed with the holding of annual general meetings or is not required to hold annual general meetings, retire from office at the next EGM.

19. Retiring director eligible for reappointment

A retiring director is eligible for reappointment to the office.

20. Termination of director's appointment

A person ceases to be a director if the person—

- (a) ceases to be a director under the Ordinance or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) or is prohibited from being a director by law;
- (b) becomes bankrupt or makes any arrangement or composition with the person's creditors generally;
- (c) becomes a mentally incapacitated person;
- (d) resigns the office of director by notice in writing of the resignation in accordance with

section 464(5) of the Ordinance;

- (e) for more than 6 months has been absent without the directors' permission from directors' meetings held during that period; or
- (f) is removed from the office of director by a special resolution of his/her division at any general meeting.

21. Directors' remuneration

- (1) Directors' remuneration must be determined by the company at a general meeting.
- (2) A director's remuneration may—
 - (a) take any form; and
 - (b) include any arrangements in connection with the payment of a retirement benefit to or in respect of that director.
- (3) Directors' remuneration accrues from day to day.

22. Directors' expenses

The company may pay any travelling, accommodation and other expenses properly incurred by directors in connection with—

- (a) their attendance at—
 - (i) meetings of directors or committees of directors;
 - (ii) general meetings; or
 - (iii) separate meetings of the holders of debentures of the company; or
- (b) the exercise of their powers and the discharge of their responsibilities in relation to the company.

Division 4—Alternate Directors

23. Appointment and removal of alternates

- (1) A director (**appointor**) may appoint as an alternate any other director, or any other person approved by resolution of the directors.
- (2) An alternate may exercise the powers and carry out the responsibilities of the alternate's appointor, in relation to the taking of decisions by the directors in the absence of the alternate's appointor.
- (3) An appointment or removal of an alternate by the alternate's appointor must be effected—
 - (a) by notice to the company; or
 - (b) in any other manner approved by the directors.
- (4) The notice must be authenticated by the appointor at least 24 hours before the meeting.
- (5) The notice must—
 - (a) identify the proposed alternate; and
 - (b) if it is a notice of appointment, contain a statement authenticated by the proposed alternate indicating the proposed alternate's willingness to act as the alternate of the appointor.
- (6) If an alternate is removed by resolution of the directors, the company must as soon as practicable give notice of the removal to the alternate's appointor.

24. Rights and responsibilities of alternate directors

- (1) An alternate director has the same rights as the alternate's appointor in relation to any

- decision taken by the directors under article 6.
- (2) Unless these articles specify otherwise, alternate directors—
 - (a) are deemed for all purposes to be directors;
 - (b) are liable for their own acts and omissions;
 - (c) are subject to the same restrictions as their appointors; and
 - (d) are deemed to be agents of or for their appointors.
 - (3) Subject to article 15(3), a person who is an alternate director but not a director—
 - (a) may be counted as participating for determining whether a quorum is participating (but only if that person's appointor is not participating); and
 - (b) may sign a written resolution (but only if it is not signed or to be signed by that person's appointor).
 - (4) An alternate director must not be counted or regarded as more than one director for determining whether—
 - (a) a quorum is participating; or
 - (b) a directors' written resolution is adopted.
 - (5) An alternate director is not entitled to receive any remuneration from the company for serving as an alternate director.
 - (6) But the alternate's appointor may, by notice in writing made to the company, direct that any part of the appointor's remuneration be paid to the alternate.

25. Termination of alternate directorship

- (1) An alternate director's appointment as an alternate terminates—
 - (a) if the alternate's appointor revokes the appointment by notice to the company in writing specifying when it is to terminate;
 - (b) on the occurrence in relation to the alternate of any event which, if it occurred in relation to the alternate's appointor, would result in the termination of the appointor's appointment as a director;
 - (c) on the death of the alternate's appointor; or
 - (d) when the alternate's appointor's appointment as a director terminates.
- (2) If the alternate was not a director when appointed as an alternate, the alternate's appointment as an alternate terminates if—
 - (a) the approval under article 26(1) is withdrawn or revoked; or
 - (b) the company by an ordinary resolution passed at a general meeting terminates the appointment.

Division 5—Company Secretary

26. Appointment and removal of company secretary

- (1) The directors may appoint a company secretary for a term, at a remuneration and on conditions they think fit.
- (2) The directors may remove a company secretary appointed by them.

Part 3 Members

Division 1—Becoming and Ceasing to be

Member

27. Classification of members

The company has 3 types of members, namely:

- (1) a Club Member, who has right to attend and vote at any general meeting of the company;
- (2) an Individual Member (or a Life Member), who has no right to attend and vote at any general meeting of the company; and
- (3) an Affiliated Member, who has no right to attend and vote at any general meeting of the company.

28. Application for membership

A person (whether corporate or individual) may become a member of the company (of any type) only if—

- (a) that person has completed an application for membership in a form approved by the directors; and
- (b) the directors for and on behalf of the company have approved the application in writing.

29. Termination of membership

- (1) A member may withdraw from membership of the company by giving 7 days' notice to the company in writing.
- (2) Membership is not transferable.
- (3) A person's membership terminates when that person dies or ceases to exist.

Division 2—Organization of General Meetings

30. General meetings

- (1) Subject to sections 611, 612 and 613 of the Ordinance, the company must, in respect of each financial year of the company, hold a general meeting as its annual general meeting in accordance with section 610 of the Ordinance.
- (2) The directors may, if they think fit, call a general meeting.
- (3) If the directors are required to call a general meeting under section 566 of the Ordinance, they must call it in accordance with section 567 of the Ordinance.
- (4) If the directors do not call a general meeting in accordance with section 567 of the Ordinance, the Club Member(s) representing more than 10% of the total number of votes being held by all Club Members of the company, may themselves call a general meeting in accordance with section 568 of the Ordinance.

31. Notice of general meetings

- (1) An annual general meeting must be called by notice of at least 21 days in writing.
- (2) A general meeting other than an annual general meeting must be called by notice of at least 21 days in writing.
- (3) The notice is exclusive of—
 - (a) the day on which it is served or deemed to be served; and
 - (b) the day for which it is given.
- (4) The notice must—
 - (a) specify the date and time of the meeting;
 - (b) specify the place of the meeting (and if the meeting is to be held in 2 or more places, the principal place of the meeting and the other place or places of the meeting);

- (c) state the general nature of the business to be dealt with at the meeting;
 - (d) for a notice calling an annual general meeting, state that the meeting is an annual general meeting;
 - (e) if a resolution (whether or not a special resolution) is intended to be moved at the meeting—
 - (i) include notice of the resolution; and
 - (ii) include or be accompanied by a statement containing any information or explanation that is reasonably necessary to indicate the purpose of the resolution;
 - (f) if a special resolution is intended to be moved at the meeting, specify the intention and include the text of the special resolution.
- (5) Despite the fact that a general meeting is called by shorter notice than that specified in this article, it is regarded as having been duly called if it is so agreed—
- (a) for an annual general meeting, by all the Club Members entitled to attend and vote at the meeting; and
 - (b) in any other case, by a majority in number of the Club Members entitled to attend and vote at the meeting, being a majority together representing at least 95% of the total voting rights at the meeting of all the Club Members.

32. Persons entitled to receive notice of general meetings

- (1) Notice of a general meeting must be given to—
 - (a) Every Club Member; and
 - (b) every director of the Combined Board.
- (2) If notice of a general meeting or any other document relating to the meeting is required to be given to a Club Member, the company must give a copy of it to its auditor (if more than one auditor, to every one of them) at the same time as the notice or the other document is given to the Club Member.

33. Accidental omission to give notice of general meetings

Any accidental omission to give notice of a general meeting to, or any non-receipt of notice of a general meeting by, any person entitled to receive notice does not invalidate the proceedings at the meeting.

34. Attendance and speaking at general meetings

- (1) A person is able to exercise the right to speak at a general meeting when the person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions that the person has on the business of the meeting.
- (2) A person is able to exercise the right to vote at a general meeting when—
 - (a) the person is an authorized representative of a Club Member;
 - (b) the person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
 - (c) the person's vote can be taken into account in determining whether or not those resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- (3) The directors may make whatever arrangements they consider appropriate to enable those authorized representatives of the Club Members attending a general meeting to exercise their rights to speak or vote at it.
- (4) All Club Members attending a general meeting must ensure their respective authorized

representatives to punctually attend the meeting at such time and place as stated and described in the notice of meeting.

35. Quorum for general meetings

- (1) Five (5) Club Members of the Diving Division and two (2) Club Members of the Sports Division, who are present by their authorized representatives, shall constitute a quorum at a general meeting. For avoidance of doubts, a Club Member who is registered in both Diving Division and Sports Division is counted as one (1) Club Member in the Diving Division and one (1) Club Member in the Sports Division.
- (2) No business other than the appointment of the chairperson of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

36. Chairing general meetings

- (1) If the chairperson (or alternatively vice-chairperson) appointed by Combined Board is present at a general meeting and is willing to preside as chairperson at the meeting, the meeting is to be presided over by him or her.
- (2) The directors present at a general meeting must elect one of themselves to be the chairperson if—
 - (a) there is no chairperson (or vice-chairperson) of Combined Board;
 - (b) the chairperson (or vice-chairperson) of Combined Board is not present within 30 minutes after the time appointed for holding the meeting;
 - (c) the chairperson (and vice-chairperson) of Combined Board are both unwilling to act; or
 - (d) the chairperson (and vice-chairperson) of Combined Board have both given notice to the company of the intention not to attend the meeting.
- (3) The Club Members present at a general meeting must elect one of their authorized representatives to be the chairperson if—
 - (a) no director is willing to act as chairperson; or
 - (b) no director is present within 30 minutes after the time appointed for holding the meeting.

37. Attendance and speaking by non-members

- (1) Directors (or Alternate Directors, if so appointed) may attend and speak at general meetings, whether or not they are members of the company.
- (2) The chairperson of a general meeting may permit other persons to attend and speak at a general meeting even though they are not—
 - (a) members of the company; or
 - (b) otherwise entitled to exercise the rights of members in relation to general meetings.

38. Adjournment

- (1) If a quorum is not present within half an hour from the time appointed for holding a general meeting, the meeting must—
 - (a) if called on the request of Club Members, be dissolved; or
 - (b) in any other case, be adjourned to the same day in the next week, at the same time and place, or to another day and at another time and place that the directors determine.
- (2) If at the adjourned meeting, a quorum is not present within half an hour from the time appointed for holding the meeting, the Club member or Club members present by its or their authorized representative(s) constitute a quorum.

- (3) The chairperson may adjourn a general meeting at which a quorum is present if—
 - (a) the meeting consents to an adjournment; or
 - (b) it appears to the chairperson that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- (4) The chairperson must adjourn a general meeting if directed to do so by the meeting.
- (5) When adjourning a general meeting, the chairperson must specify the date, time and place to which it is adjourned.
- (6) Only the business left unfinished at the general meeting may be transacted at the adjourned meeting.
- (7) If a general meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for an original meeting.
- (8) If a general meeting is adjourned for less than 30 days, it is not necessary to give any notice of the adjourned meeting, except it is so required under sub-clause (9) below.
- (9) If a general meeting is adjourned to another day and at another time and place under sub-clause (1)(b) above, a notice of the adjourned meeting must be given.

Division 3—Voting at General Meetings

39. General rules on voting

- (1) At any general meeting, the total number of votes being held by a Club Member in Sports Division and Diving Division respectively is calculated by reference to the formula that:
 - (a) a total number of Individual Members (or Life Members) registered with the Club Member, who have fully paid subscription fees, in the last calendar month prior to these articles become in force ("**1st Month**") plus
 - (b) a sum of a total number of the Individual Members (or Life Members) registered with the Club Member, who have fully paid subscription fees, in every calendar month, during a period from the month subsequent to the 1st Month up to the last calendar month prior to a general meeting ("**Calculation Period**"),

provided that the duration of the Calculation Period shall not exceed 60 calendar months. In the event the Calculation Period exceeds 60 calendar months, a sum of a total number of Individual Members (or Life Members) registered with the Club Member in every calendar month during a period from the 1st Month up to the last calendar month (of which the Calculation Period reaches the limit of 60 calendar months), *shall not* be taken into account for calculating the total number of votes being held by a Club Member.

- (2) At any general meeting, the number of votes held by a Club Member in Diving Division is calculated separately from the number of votes held by a Club Member in Sports Division, according to the formula set out in clause 39(1) above, regardless whether or not the Club Member is simultaneously registered with both Diving Division and Sports Division.
- (3) If an Individual Member (or a Life Member) is simultaneously registered in both Diving Division and Sports Division, this Individual Member (or this Life Member) is calculated as 1 person in Diving Division and 1 person in Sports Division, when the number of votes held by a Club Member is calculated.
- (4) Every Club Member is required to fully pay an annual subscription fee to the Company, and the Club Member who fails to fully pay the said fee shall not be entitled to vote at any general meeting.
- (5) Every Individual Member (except a Life Member) is required to fully pay an annual subscription fee to the Company, which shall be collected by its Club Member with whom

he/she has registered. The number of votes being held by a Club Member at any general meeting shall not take into account of the number of such Individual Member(s) who fail(s) to fully pay the said subscription fee(s).

- (6) The amounts of annual subscription fees payable by a Club Member or an Individual Member are determined by the directors respectively from time to time. A Club Member is entitled to charge its Individual Members such fees in a sum exceeding the minimum amount of annual subscription fees determined by the directors.
- (7) For any general meeting, the Membership Secretary(ies) shall be responsible to calculate, ascertain and verify:
 - (a) the exact number of Individual Members registered with each Club Member;
 - (b) the exact number of Individual Members who has fully paid all subscription fees;
 - (c) the exact number of valid votes being held and used by each Club Member at any general meeting.
- (8) A duly authorized representative or director of a Club Member shall attend and vote at any general meeting for and on behalf of the Club Member.
- (9) A resolution put to the vote of a general meeting must be decided on a poll.
- (10) On a vote on a resolution at a general meeting, a declaration by the chairperson that the resolution—
 - (a) has or has not been passed; or
 - (b) has passed by a particular majority,is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (11) An entry in respect of the declaration in the minutes of the meeting is also conclusive evidence of that fact without the proof.
- (12) At any general meeting:
 - (a) Club Members in Diving Division of one side and Club Members in Sports Division of another side shall vote on the same proposal separately, by special resolution or ordinary resolution, as the case may be.
 - (b) If the Club Members in both Diving Division and the Sports Division vote for a proposal (whether by special or ordinary resolution), a resolution shall be passed at the general meeting.
 - (c) If the Club Members in either Diving Division or the Sports Division vote against a proposal (whether by special or ordinary resolution), a resolution shall not be passed at the general meeting.

40. Errors and disputes

- (1) Any objection to the qualification of any person voting at a general meeting may only be raised at the meeting or adjourned meeting at which the vote objected to is tendered, and a vote not disallowed at the meeting is valid.
- (2) Any objection must be referred to the chairperson of the meeting whose decision is final.

41. Number of votes a Club Member has

At a general meeting—

- (a) the number of votes being held and used by a Club Member at any general meeting is ascertained pursuant to Clause 39(1) to (5) of the Article; and
- (b) every authorized representative present who has been duly appointed by a Club

Member entitled to vote on the resolution has such number of votes being held and used by the Club Member as ascertained pursuant to clause 39 of the Article.

42. Votes of mentally incapacitated or deceased persons

- (1) If a sole authorized representative or a sole director of a Club Member is a mentally incapacitated person, his/her committee, his/her receiver or other person appointed by the Court may vote on behalf of the Club Member at any general meeting.
- (2) If a sole authorized representative or a sole director of a Club Member died his/her legal representative, his/her administrator or a person appointed by the Court may vote on behalf of the Club Member at any general meeting.

43. Content of Authorisation Letter

- (1) An authorized representative of a Club Member may only validly be appointed by a notice in writing (**Authorisation Letter**) that—
 - (a) states the name and address of the member appointing the authorized representative;
 - (b) identifies the person appointed to be that Club Member's authorized representative and the general meeting in relation to which that person is appointed;
 - (c) is authenticated, or is signed on behalf of the Club Member appointing the authorized representative; and
 - (d) is delivered to the company in accordance with these articles and any instructions contained in the notice of the general meeting in relation to which the authorized representative is appointed.
- (2) The company may require Authorization Letters to be delivered in a particular form, and may specify different forms for different purposes.
- (3) If the company requires or allows an Authorization Letter to be delivered to it in electronic form, it may require the delivery to be properly protected by a security arrangement it specifies.
- (4) An Authorization Letter may specify how the authorized representative appointed under it is to vote on one or more resolutions dealing with any business to be transacted at a general meeting.
- (5) Unless an Authorization Letter indicates otherwise, it must be regarded as—
 - (a) allowing the person to exercise a discretion as to how to vote on any ancillary or procedural resolutions put to the general meeting; and
 - (b) appointing that person in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

44. Amendments to proposed resolutions

- (1) An ordinary or special resolution to be proposed at a general meeting may be amended by the following means:
 - (a) a notice of the proposed amendment is given to the company secretary in writing; and
 - (b) the proposed amendment does not, in the reasonable opinion of the chairperson of the meeting, materially alter the scope of the resolution.
- (2) The notice must be signed and given by at least 4 Club Members entitled to vote at the general meeting at which it is to be proposed at least 48 hours before the meeting is to take place (or a later time the chairperson of the meeting determines).
- (3) If the chairperson of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the vote on that resolution remains valid unless the Court orders otherwise.

45. Special Resolution & Ordinary Resolution

- (1) A special resolution passed at a general meeting means a resolution that is passed on a poll by:
 - (a) a majority of 75% or higher of the total number of votes being held by all Club Members belonging to the Sports Division present in person or by proxy at the general meeting; and
 - (b) a majority of 75% or higher of the total number of votes being held by all Club Members belonging to the Diving Division present in person or by proxy at the general meeting.
- (2) An ordinary resolution passed at a general meeting means a resolution that is passed on a poll by:
 - (a) a majority of 50% or higher of the total number of votes being held by all Club Members belonging to the Sports Division present in person or by proxy at the general meeting; and
 - (b) a majority of 50% or higher of the total number of votes being held by all Club Members belonging to the Diving Division present in person or by proxy at the general meeting.

46. The business of general meeting

- (1) An annual general meeting shall deal with the following businesses:
 - (a) Approval of the minutes of any previous annual general meeting and/or of any previous extraordinary general meeting, if any;
 - (b) Appointment of any director or the directors;
 - (c) Approval of a report made by the directors;
 - (d) Approval of an audited report of the Company;
 - (e) Election or re-election of any or all director(s) of the Combined Board;
 - (f) Appointment of auditors of the Company; and/or
 - (g) Other business as the Chairman deems fit and necessary.
- (2) An extraordinary general meeting shall deal with any other business which is not specified in the aforesaid clause (1) of the preceding paragraph.

Part 4

Miscellaneous Provisions

Division 1—Communications to and by Company

47. Means of communication to be used

- (1) Subject to these articles, anything sent or supplied by or to the company under these articles may be sent or supplied in any way in which Part 18 of the Ordinance provides for documents or information to be sent or supplied by or to the company for the purposes of the Ordinance.
- (2) Subject to these articles, any notice or document to be sent or supplied to a director in

connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such a notice or document for the time being.

- (3) A director may agree with the company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.
- (4) Any notice or document sent to a director or a member at his, her or its last known email registered with the company is deemed to have been received by the director or the member.

Division 2—Administrative Arrangements

48. Company seals

- (1) A common seal may only be used by the authority of the directors.
- (2) A common seal must be a metallic seal having the company's name engraved on it in legible form.
- (3) Subject to paragraph (2), the directors may decide by what means and in what form a common seal is to be used.
- (4) Unless otherwise decided by the directors, if the company has a common seal and it is affixed to a document, the document must also be signed by at least 1 director of the company and 1 authorized person.
- (5) For the purposes of this article, an authorized person is—
 - (a) any director of the company;
 - (b) any person authorized by the directors for signing documents to which the common seal is applied.

49. No right to inspect accounts and other records

A person is not entitled to inspect any of the company's accounting or other records or documents merely because of being a member, unless the person is authorized to do so by—

- (a) an enactment;
- (b) an order under section 740 of the Ordinance;
- (c) the directors; or
- (d) an ordinary resolution of the company.

50. Auditor's insurance

- (1) The directors may decide to purchase and maintain insurance, at the expense of the company, for an auditor of the company, or an auditor of an associated company of the 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 company or associated company (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 company or associated company (as the case may be).
- (2) In this article, a reference to performance of the duties of auditor includes the performance of the duties specified in section 415(6)(a) and (b) of the Ordinance.

Division 3—Membership

51. Rules & Regulations

- (1) All Members shall be subject to and bound by all rules, regulations and by-laws of the Company from time to time.
- (2) All Members is also subject to and bound by all rules, regulations and by-laws of the CMAS, unless expressed otherwise in writing by the Company. If there is conflict between rules, regulations and/or by-laws of the Company and CMAS, those of the Company shall prevail.

52. Register of Members

- (1) The total number of Club Members of the Company shall not exceed 50 members. However, the Combined Board may increase or decrease the limit of 50 members by an ordinary resolution at a board meeting.
- (2) The directors are responsible for keeping and regularly updating the Register of Club Members, the Register of Individual Members and the Register of Affiliated Members in the Diving Division and the Sports Division respectively from time to time.

53. Registration Requirements for Club Members

- (1) Effective from the date of these articles, the following person is eligible to be registered as a Club Member of the Company:
 - (a) A non-profit making organization corporate body, association or institute registered as a company limited by guarantee under the Ordinance;
 - (b) The organization, corporate body, association or institute is promoting and participating in any particular type of water sports and/or diving activities in Hong Kong, PRC or elsewhere;
 - (c) **The organization, corporate body, association or institute has completed and submitted to the directors an application for registration as a Club Member;** and
 - (d) The organization, corporate body, association or institute has fully paid the Company an annual subscription fee.
- (2) **Majority members of the Combined Board have an absolute discretion to decide whether to approve or reject an application for being registered as a Club Member of the Company.**
- (3) Diving Board shall deal with applications for being registered as **Club Members** in the Diving Division; and Sports Board shall deal with applications for being registered as **Club Members** in the Sports Division. Both boards shall respectively make their own rules, regulations and/or by-laws to govern all relevant procedures for registration and approval of their respective members.
- (4) **A Club Member may apply to register in both Diving Division and the Sports Division at the same time.**
- (5) **The requirement stated in sub-Clause (1)(a) does not affect the existing Club Members already registered prior to the date of these articles.**

53A. Registration Requirements for Affiliated Members

- (1) **Effective from the date of these articles, the following person is eligible to be registered as an Affiliated Member of the Company:**
 - (a) **a private and/or commercial business of engaging in scuba diving, underwater activities**

- and/or events that recognized by the Company, in form of either: (i) a company limited by shares (but not guarantee) incorporated under the Ordinance; or (ii) a society registered under the Society Ordinance, Cap.151 ("Society");
- (b) a non-profit making and/or non-commercial entity engaging in sport activities and/or events that recognized by the Company, in form of either a Society or a company limited by guarantee incorporated under the Ordinance;
 - (c) The aforesaid organization, corporate body, association and/or institute has completed and submitted to the directors an application for registration as an Affiliated Member; and
 - (d) The aforesaid organization, corporate body, association or institute has fully paid the Company an annual subscription fee.
- (2) Diving Board shall deal with applications for being registered as an Affiliated Members in the Diving Division; and Sports Board shall deal with applications for being registered as Affiliated Members in the Sports Division. Both boards shall respectively make their own rules, regulations and/or by-laws to govern all relevant procedures for registration and approval of their respective members.
 - (3) An Affiliated Member may apply to register in both Diving Division and the Sports Division at the same time. Majority members of the Combined Board have an absolute discretion to decide whether to approve or reject an application for being registered as an Affiliated Member.
 - (4) The requirement stated in sub-Clause (1)(a) does not affect the existing Affiliated Members already registered prior to the date of these articles.
 - (5) If an Affiliated Member fails to submit to the Company documentary proof from a relevant professional recognized by the government stating that all activates/events it has engaged are non-profitable, then it is required to pay annual fees to the Company in a sum not less than 5 times the amount payable by all existing member.
 - (6) If an Affiliated Member is able to submit to the Company documentary proof from a relevant professional recognized by the government stating that all activates/events it has engaged are non-profitable, then it is entitled to join, participate in, enjoy, use and/or book such facilities, services and/or activities held and/or arranged by the Company at ordinary rates imposed by all relevant governmental departments and/or non-governmental organization;
 - (7) An Affiliated Member shall not directly and/or indirectly use and/or refer to the name of the Company, if it is engaging in any profitable activity and/or commercial event. Failing which, the Affiliated Members may be disqualified for being registered with the Company as an Affiliated Member.
 - (8) If an Affiliated Member is able to produce documentary proof that it has engaged in non-profitable sport activities and/or events from a relevant professional recognized by the government for over 5 years and that it has also been an Affiliated Member for over 5 years, the Affiliated Members may be entitled to apply to the Company for being registered as a Club Member (as defined in Part B of Clause 1 of the Articles).

54. Registration Requirement for Individual Members

- (1) Effective from the date of these articles, the Company shall not accept any new application for being registered as a Life Member.
- (2) Effective from the date of these articles, the following person is eligible to be registered as an Individual Member of the Company:
 - (a) An individual (whether a minor or an adult) has successfully joined a Club Member of Company (which may be registered in Diving Division and/or Sports Division);

- (b) The individual has completed and submitted to the Diving Board and the Sports Board respectively an application for registration as an Individual Member; and
 - (c) The individual has fully paid the Company an annual subscription fee.
- (3) If the individual making the application is a minor, his/her parent or guardian is entitled to sign and submit the application and pay the annual subscription fee on the minor's behalf.
 - (4) An Individual Member may join both Diving Division and Sports Division at the same time.
 - (5) The Directors have absolute discretion to decide whether to approve or reject an application for being registered as an Individual Member of the Company.

55. Membership Renewal

- (1) A Club Member or an Affiliated Member shall renew its membership annually on such terms and condition as determined by the Directors from time to time.
- (2) To renew its membership annually:
 - (a) a Club Member or an Affiliated Member shall complete and submit to the Membership Secretary a renewal form as prescribed by the Directors, no less than 14 days prior to the end of the Financial Year; and
 - (b) a Club Member or an Affiliated Member shall submit to the Company an updated register of the Individual Members;
 - (c) a Club Member or an Affiliated Member shall pay its annual subscription fee to the Company; and
 - (d) a Club Member or an Affiliated Member shall cause each of its Individual Members to pay his/her annual subscription fee to the Company.
- (3) If a Club Member or an Affiliated Member fails to timely renew its membership:
 - (a) the Club Member shall have no right to attend and vote at any general meeting (whether AGM or EGM);
 - (b) both the Club Member or an Affiliated Member and all Individual Members registered with the Club Member or the Affiliated Member shall have no right to participate in and/or attend any Activity or Competition; and/or
 - (c) the membership of the Club Member or an Affiliated Member (and its Individual Members) may be suspended or terminated by the Directors.
- (4) An Individual Member (or a Life Member) shall renew its membership annually on such terms and conditions as determined by the Club Member, with whom he/she is registered.
- (5) The Directors has an absolute discretion to determine on all affairs and matters of the membership renewal of a Club Member, an Affiliated Member, an Individual Member and a Life Member respectively.
- (6) The Directors has right to convene a general meeting for terminating or suspending a membership of any Club Member, any Affiliated Member or any Individual Member. Membership of a Club Member, an Affiliated Member or an Individual Member can be terminated by a special resolution passed at any general meeting according to clause 50.

56. Life Members

- (1) A Life Member (who has not registered with any Club Member) shall complete and directly submit a renewal form to the Directors on an annual basis.
- (2) If a Life Member is registered with a Club Member, he/she shall be subject to the renewal rules and terms stated in Clause 55 of these article.
- (3) If a Life Member fails to timely renew its membership:

- (a) The Life Member shall have no right to participate in and/or attend any Activity or Competition; and/or
- (b) the membership may be suspended or terminated by the Directors.
- (4) The Directors has an absolute discretion to determine on all affairs and matters of the membership renewal.
- (5) The Directors has right to convene a general meeting for terminating or suspending a membership of a Life Member. Membership of a Life Member can be terminated by a special resolution passed at any general meeting.

57. Resignation

- (1) A Member may resign from the Company and terminate its, his or her membership upon giving written notice to the Company. The resignation shall come into effect upon receipt of the notice by the Company.
- (2) In the event a Member resigns from the Company, the Member must fulfill all its obligation owed to the Company up to and including the date of resignation.
- (3) The Company shall not make a refund of any part of the subscription fee already paid, even the Member resigns at a time prior to an end of a Financial Year.

58. Respective Register of Athletes, Coaches and Officials

- (1) Each Club Member or Affiliated Member shall keep, update and maintain registers of its own Finswimmers, Athletes, Coaches and Officials respectively, in such form and details as required by the Directors.
- (2) Each Club Member or Affiliated Member shall produce true copies of the said registers within a reasonable period, upon demand by the Directors or the Membership Secretary.
- (3) If an Individual Member or a Life Member is minded to be or has been registered as a Finswimmer, an Athlete, a Coach and/or an Official, the individual member or the Life Member shall notify the Directors in writing when he/she completes and submits the renewal form annually. Failing which, his/her name shall not appear in the said registers respectively.
- (4) The Directors (and/or the Membership Secretary) shall keep and may use the information in the said registers of all Finswimmers, Athletes, Coaches and Officials respectively, for the purpose of any Activity or Competition and/or matters and affairs of the Company.

59. Annual Subscription Fees

- (1) Every Registered Individual (including finswimmer, athlete, coach and official) has to pay to the Club Member, to which he/she belongs, an annual subscription fee for each type of Registered Individuals so registered.
- (2) If a Life Member is registered as a Registered Individual, and he/she does not belong to any Club Member, the Life Member shall directly pay to the Company an annual subscription fee for each type of Registered Individuals so registered.
- (3) If a Life Member is registered as a Registered Individual with a Club Member, the Life Member shall pay to the Club Member an annual subscription fee for each type of Registered Individuals so registered.
- (4) Every Club Member has to pay to the Company an annual subscription fee for being registered as a Club Member in Diving Division or Sports Division;
- (5) If a Club Member is registered in both Diving Division and Sports Division, the Club Member is required to pay to the Company both annual subscription fees for being registered as a

Club Member in both Diving Division and Sports Division respectively;

- (6) Every Individual Member has to pay to each and every Club Member, to which he/she belongs, an annual subscription fee for being registered as an Individual Member.
- (7) The amounts, rates and/or scales of annual subscription fees for being registered as a Club Member, an Individual Member and a Registered Individual respectively shall be fixed and determined by the Directors from time to time. If there is any alternation on the said amounts, rates and/or scales, a prior notice of 1 month shall be provided by the Directors to all members and all Registered Individuals through the Club Members.
- (8) The Directors and/or the Membership Secretary are responsible to verify such subscription fees for and on behalf of the Company.
- (9) Any Member who fails to pay an annual subscription fee within one month of the due date shall be deemed to have resigned as a member from the Company (or the Club Member to which he/she belongs, as the case may be).
- (10) Any Member who has resigned or has been deemed to have resigned may within six months of the due date apply for restoration of the membership upon full payment of all overdue annual subscription fees as well as a further payment of a new annual subscription fee if a new Financial Year has already commenced.

60. Register of Member

- (1) The Membership Secretary (and/or the Directors) shall keep the Register of Members (of each type) in the Diving Division and in the Sports Division respectively.
- (2) The Membership Secretary in the Diving Division or in the Sports Division is appointed, controlled and managed by the Directors. The Directors may request the Membership Secretary to enter such information and/or particulars in the Register of Members (of each type) as the Directors deems fit and necessary, from time to time.
- (3) The Register of Members (of each type) shall be kept at the registered office of the Company in Hong Kong. The computer and/or digital devices keeping softcopies of the Register of Members shall also be kept at the registered office of the Company in Hong Kong, unless otherwise instructed and/or approved by the Directors.

61. Judicial Committees

- (1) The Directors may refer the following matters, acts or causes for investigation or determination by a Judiciary Committee (whether in Diving Division or Sports Division) in its sole discretion:
 - (a) any breach of or any non-compliance with provision(s) of the Articles on part of a member;
 - (b) any reasonable allegation or complaint made by a member against another member on any cause, wrong, misdeed or misconduct;
 - (c) any cause or act of a member prejudicial to the interests or reputation of the Company;
 - (d) any cause or act of a member bringing the Company into disrepute; and/or
 - (e) any cause or act of a member causing harm and/or serious disruption to any Activity and/or Competition.
- (2) Upon decision and/or finding made by the Judiciary Committee, the Directors are entitled to, in its sole discretion, award sanctions against a default member as follows:
 - (a) a formal reprimand against the default member to be published to all members;
 - (b) a suspension of membership of the default member for a period of not exceeding 3 years;

- (c) a penalty in such amount being assessed according to rules and/or provisions made by CMAS; and/or
- (d) an immediate termination of membership of the default member.

Division 4—Content of the Articles

62. Amendment to the Articles

- (1) An amendment to any part of the Articles shall be made by special resolution at a general meeting, pursuant to provisions under these articles.
- (2) A proposed amendment to any part of the Article shall be sent by the Company, through the Combined Board or the Directors, to every Club Member with voting rights not less than seven (7) days prior to the general meeting being held for the purpose of amending the Articles.

Division 5— Diving Board & Sports Board & Combined Board

63. Combined Board and its officers

- (1) The term of the Diving Board, Sports Board and Combined Board shall last for 5 years.
- (2) Diving Board or Sports Board, consists of 5 directors, and each director shall be elected among the 5 directors themselves to hold an office of the following job positions respectively:
 - (a) Chief Director;
 - (b) Vice Director;
 - (c) Administration Secretary;
 - (d) Membership Secretary; and
 - (e) Honorary Treasurer.
- (3) Each director shall be an Individual Member registered with a Club Member. The Chief Director and the Vice-Director shall not be Individual Members belonging to the same Club Member.
- (4) The Honorary Treasurer shall not be held by the same Individual Member for more than 2 years, and a different director in the same division shall be elected and appointed by ordinary resolution at any general meeting.
- (5) Subject to sub-clause (6) below, a Chairman shall be elected by all directors present to preside at any meeting of the Combined Board. The Chairman has the right to appoint advisor(s) to sit with him in any meeting to advise him during the meeting. The Chairman must also be a director of the Combined Board.
- (6) A Chief Director may be elected and appointed to be a Chairman of any meeting of the Combined Board. In the absence of any Chief Director, a Vice-Directors may preside any meeting of the Combined Board.
- (7) The Vice-directors shall assist the Chief directors to carry out the management and the affairs of the company, in particular to monitor the budget and constitution of the company.
- (8) The administration Secretaries shall keep the minutes books of the Sports Board, diving board and /or Combined Board. He/She shall summon meetings, prepare agenda, record transactions at meetings, deal with the respective divisions and company's correspondence, maintain in good order and safe-keeping all records and documents and books of respective board of the company and present a report to the Annual General Meeting and may be

assisted in his/her work by such person(s) as the board of directors may approve. Any notice required in accordance with these rules to be given to any member by the administration Secretaries shall be duly given if posted to such member on or by the commencement of the relevant period of time.

- (9) The Honorary Treasurers shall keep proper books of account of all monies received or paid on behalf of the Company through the Sports Board, or Combined Board; and shall pay or receive monies in the name of the company; and keep records of all investments by the sports and/or Combined Board. He/she shall arrange for all monies and securities to be deposited at such banks as the sports and/or Combined Board may direct to the credit of an account in the name of the company on which cheques or other orders shall be signed by not less than two directors. He/she shall be responsible for the calling in and collection of all debts; and shall prepare a balance sheet of income and expenditure up to two months prior to an annual general meeting which shall cause to be audited by the company auditors and presented to the sports and/or Combined Board for submission to the annual general meeting, and may be assisted in his/her work by such person(s) as the sports and/or Combined Board may approve.

Division 6— By-laws, Rules, Regulations and Laws

64. By-Laws and Rules

- (1) The Diving Board or the Sports Board may formulate their own by-laws and rules for proper advancement, management and administration of the Company as it thinks necessary or desirable.
- (2) Such by-laws and rules must be consistent with these articles.
- (3) All by-laws and rules made under this clause shall be binding on the Company, the Members and the Registered Individuals, unless any member or individual is exempted by the Company from compliance with such by-laws and rules in writing.
- (4) Such by-laws and/or rules so formulated, including its amendments, alterations, interpretations or other changes thereto from time to time, shall be advised to the Members and Registered Individuals, by means of notices.

65. Laws and Rules governing Diving and/or Sports in Hong Kong

- (1) Rules, regulations and laws set up by CMAS is applicable and binding on Members and Registered Individuals, unless otherwise amended, varied and/or altered by the directors in writing.
- (2) The technical laws of CMAS as set out in the handbook of CMAS as amended from time to time with regard to diving and/or sports shall (where practicable) be binding on all activities/ courses/ Competitions, unless otherwise amended, varied and/or altered by the directors in writing.
- (3) Any alterations or amendments to the technical laws of CMAS would be notified regularly to Members and Registered Individuals by the Company and shall become operative and effective on such a date fixed and announced by the Company.

Division 7— Transitional Provisions

66. These Articles came into force

- (1) Before these articles came into force, an EGM shall be called to pass an intended resolution on variation of rights and interests of all members of the company to such

extent and/or in such terms as per these articles.

- (2) If the resolution was passed at the EGM (as referred in sub-clause (1) above), an AGM shall be immediately called to pass an intended resolution to bring these articles into force.

67. Chief Directors can vote as Club Members at a general meeting

- (1) All Life Members are encouraged to join a Club Member within 6 months after the date of these articles come into force.
- (2) The total number of all Life Members, who fail to join any Club Member upon expiry of the period of 6 months after the date of these articles came into force, shall be calculated as the number of votes, being held by the Chief Directors as if they are authorized representatives of default Club Members in the Diving Board and the Sports Board respectively at a general meeting.
- (3) The limit of the Calculation Period (i.e. 60 calendar months) referred in clause 39(1) of these articles does not affect the calculation of the number of votes being held by a Chief Director pursuant to clause 67(2) of these articles.
- (4) A Chief Director shall be empowered to vote at a general meeting (whether AGM or EGM) as if he/she is an authorized representative of a default Club Member in Diving Division or Sports Division, as the case may be, regardless the fact that such a default Club Member does not appear in the Register of Members.

Division 8—Directors’ Indemnity and Insurance

68. Indemnity

- (1) A director or former director of the company may be indemnified out of the company’s assets against any liability incurred by the director to a person other than the company or an associated company of the company in connection with any negligence, default, breach of duty or breach of trust in relation to the company or associated company (as the case may be).
- (2) Paragraph (1) only applies if the indemnity does not cover—
 - (a) any liability of the director 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 director—
 - (i) in defending criminal proceedings in which the director is convicted;
 - (ii) in defending civil proceedings brought by the company, or an associated company of the company, in which judgment is given against the director;
 - (iii) in defending civil proceedings brought on behalf of the company by a member of the company or of an associated company of the company, in which judgment is given against the director;
 - (iv) in defending civil proceedings brought on behalf of an associated company of the 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 director; 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 director relief.

- (3) A reference in paragraph (2)(b) to a conviction, judgment or refusal of relief is a reference to the final decision in the proceedings.
- (4) For the purposes of paragraph (3), 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.
- (5) For the purposes of paragraph (4)(b), 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.

69. Insurance

The directors may decide to purchase and maintain insurance, at the expense of the company, for a director of the company, or a director of an associated company of the company, against—

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