

**ARTICLES OF ASSOCIATION**  
**OF**  
**THE EQUESTRIAN FEDERATION OF HONG KONG, CHINA**

中國香港馬術總會

(As adopted by a special resolution passed on 22nd May, 2023)

Incorporated on the 29th day of August, 1973

No. 35123

編號

COMPANIES ORDINANCE

(CHAPTER 32)

香港法例第 32 章

公司條例

CERTIFICATE OF INCORPORATION

ON CHANGE OF NAME

公司更改名稱

註冊證書

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I hereby certify that

本人謹此證明

THE HONG KONG HORSE SOCIETY

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

incorporated under the name of

公司，其現在的註冊名稱為

HONG KONG EQUESTRIAN FEDERATION

香港馬術總會

Issued by the undersigned on 11 June 1999.

本證書於一九九九年六月十一日簽發。

Miss R. CHEUNG

for *Registrar of Companies*

*Hong Kong*

香港公司註冊處處長

(公司註冊主任 張潔心 代行)

COMPANIES ORDINANCE

SPECIAL RESOLUTION  
OF

THE HONG KONG HORSE SOCIETY

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Passed on 24th day of May, 1999

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At an Extraordinary General Meeting of the Company held on 24th May, 1999 at the China Club, 13th Floor, Old Bank of China Building, Bank Street, Central, Hong Kong the following resolution was passed as a Special Resolution :-

“THAT the name of the Society be changed to ‘Hong Kong Equestrian Federation 香港馬術總會’.”

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Lau Shu Ying, Connie  
Secretary

THE COMPANIES ORDINANCE

SPECIAL RESOLUTION

OF

THE HONG KONG HORSE SOCIETY

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Passed on the 15th day of April 1994

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The following resolution was passed as a Special Resolution at an Extraordinary General Meeting of the Society held on 15th April 1994 at the Chater Rooms, 2nd Floor, The Royal Hong Kong Jockey Club Clubhouse, Shan Kwong Road, Happy Valley, Hong Kong at 5:45 p.m.:-

**“THAT** the Articles of Association of the Society be amended as follows:-

(a) That Articles 82, 83 and 84 be deleted and substituted by the following Articles:-

82. (i) The Stewards of The Royal Hong Kong Jockey Club, from time to time, (hereinafter “the Stewards” and “the Club”, respectively,) in their unfettered discretion and without obligation to ascribe a reason therefor, shall appoint and shall have the right to remove and substitute one (1) of their number and one (1) employee of the Club to serve as members of the Executive Committee (hereinafter, individually, “an Appointee” or, collectively, “the Appointees”) and each Appointee shall serve as a member of the Executive Committee until his appointment is revoked by them. The appointment, removal and/ or substitution of an Appointee shall be effected by resolution of the Stewards and a copy of an extract from the minutes of their meeting at which such appointment, removal and/ or substitution was resolved, certified under the hand of The Secretary, from time to time, of the Club as a true and correct extract shall, in the absence of any manifest error, constitute verification of the appointment, removal and/ or substitution so resolved.

(ii) The Executive Committee shall consist of no more than seven (7) nor less three (3) elected Members (hereinafter “the Elected Member”) together with the Appointees.

83. At the Ordinary Yearly Meeting one-third of the Elected Members shall retire from office. If the Elected Members shall retire from office. If the number of such retirees is not three (3) or a multiple of three (3), then the number to retire shall be the number nearest to one-third of the total number of Elected Members.

84. Those Elected Members who are to retire at an Ordinary Yearly Meeting pursuant to Article 83 shall be those who have been longest in office since their last election but as between those who became Elected Members on the same day those to retire, unless it shall be otherwise agreed, shall be determined by lot.”

(b) That Article 90 be amended by the addition of a new sub-clause, to be numbered (g) reading:-

“(g) If his membership of the Executive Committee was effected pursuant to Article 82 (i) and his appointment is revoked by resolution of the Stewards of the Club.”

(c) That Article 94 be deleted and substituted by the following: -

94. “Three (3) members of the Executive Committee personally present shall constitute a quorum. A meeting of the Executive Committee at which it is proposed to consider a proposal to amend, delete or substitute all or any part or parts of Article 82 and/ or Article 83 and/ or Article 90 (g) and/ or this Article 94 and/ or Article 97 shall require that the Appointees are given not less than 30 days notice of such a meeting.”

(d) That Article 97 be amended by the addition thereto of the following sentence: -

“Any such resolution purporting to recommend the amendment, deletion or substitution of all or any part or parts of Article 82 and/ or Article 83 and/ or Article 90 (g) and/ or Article 94 and/ or this Article 97 shall require the affirmative signature of both Appointees, and notwithstanding they are for the time being absent from Hong Kong, and in default thereof any such proposed resolution shall be deemed not to have been approved.””

Signed: Alison Pauline King

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Executive Committee Member and  
Honorary Secretary

THE COMPANIES ORDINANCE (CHAPTER 32)

**THE HONG KONG HORSE SOCIETY**

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Passed on the 29th day of January, 1991.

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At an Extraordinary General Meeting of THE HONG KONG HORSE SOCIETY held at The Chater Rooms, 5th Floor, Royal Hong Kong Jockey Club Building, 2 Sports Road, Happy Valley, Hong Kong on the 29th day of January, 1991, the following resolution was duly passed as a Special Resolution: -

“THAT the regulations contained in the printed document submitted to this Meeting (which for the purpose of identification has been subscribed by the President of the Society) be and is hereby approved and adopted as the new Articles of Association of the Society in substitution for and to the exclusion of the existing Articles of Association of the Society.”

(Sd.) Alan Li  
Chairman

## THE HONG KONG HORSE SOCIETY

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### SPECIAL RESOLUTION

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Passed on the 8<sup>th</sup> day of November 1987

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At an Extraordinary General Meeting of the members of the above-named Society duly held and convened on the 8th day of November 1987 at the Royal Hong Kong Jockey Club, Beas River, Sheung Shui, New Territories at 6:00 p.m. the following resolution was passed as Special Resolution: -

1. That the Articles of Association of the Society be and are hereby altered by: -
  - (i) deleting Article 6A (vii);
  - (ii) deleting in Article 6B “1,500 at one time” and substituting “an amount at one time as shall from time to time be determined by the Society in General Meeting”;
  - (iii) deleting in Article 6C “an entrance fee of \$100 and annual subscription of \$60” and substituting “such entrance fee and annual subscription as shall from time to time be determined by the Society in General Meeting”;
  - (iv) deleting in Article 6E(i) “of \$30 for a period of 6 months” and substituting “for a period of 6 months as shall from time to time be determined by the Society in General Meeting”;
  - (v) deleting in Article 6E(ii) “of \$30” and substituting “as shall from time to time be determined by the Society in General Meeting”;
  - (vi) deleting in Article 6F “an entrance of \$50 and annual subscription of \$30” and substituting “such entrance fee and annual subscription is shall from time to time be determined by the Society in General Meeting”;
  - (vii) deleting Article 6G(ii)a.

(Sd.) HELEN A. GRIFFITHS

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PRESIDENT

No. 35123

**CERTIFICATE OF INCORPORATION ON CHANGE OF NAME**

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**WHEREAS** The Hong Kong Horse Society (the word “Limited” being omitted by License granted under Section 21) was incorporated as a limited company under the Companies Ordinance on the Twenty-ninth day of August, 1973;

**AND WHEREAS** by special resolution of the Company and with the approval of His Excellency the Governor given on his behalf under delegated powers, it changed its name to The Hong Kong Horse Society and Pony Club on the Thirty-first day of December, 1974;

**AND WEREAS** by a further special resolution of the Company and with the approval of the Registrar of Companies, it has changed its name to The Hong Kong Horse Society;

**NOW THEREFORE** I hereby certify that the Company is a limited company incorporated under the name of The Hong Kong Horse Society.

**GIVEN** under my hand this Ninth day of September One Thousand Nine Hundred and Seventy-seven.

(Sd.) Leslie FOO

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for *Registrar of Companies*,  
*Hong Kong*.



The Hong Kong Horse Society And Pony Club

Special Resolution

Passed on the 20th day of February, 1977.

At an Extraordinary General Meeting of the members of the abovenamed Society duly held and convened on the 20th day of February, 1977 at the Royal Hong Kong Jockey Club, Beas River, Sheung Shui, New Territories at 12.45 p.m., the following resolution was passed as Special Resolution: -

“That the name of the Society be changed to The Hong Kong Horse Society, subject to the consent of the Registrar General being obtained, and with effect as from the date of the amended Certificate of Incorporation.”

(Sd.) Joseph James Morrin  
President

THE COMPANIES ORDINANCE (CHAPTER 32)

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*Private Company Limited by Shares*

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SPECIAL RESOLUTION  
OF

THE HONG KONG HORSE SOCIETY  
AND PONY CLUB

Passed on the 21st day of March 1975

At an Extraordinary General Meeting of the above-named Society held at The Royal Hong Kong Jockey Club, Bea's River, on Friday the 21st day of March 1975 the following Special Resolution was duly passed: -

That the Articles of Association of the Society be altered by amending in Article 6 (F) the figures "17" to "21"

(Sd.) A.R. Grimshaw

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Chairman

DATED this 2nd day of April, 1975

No. 35123

CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

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**WHEREAS** The Hong Kong Horse Society (the word “Limited” being omitted by Licence granted under Section 21) was incorporated as a limited company under the Companies Ordinance on the Twenty-ninth day of August, 1973;

**AND WHEREAS** by special resolution of the Company and with the approval of His Excellency the Governor duly given on his behalf under delegated powers, it has changed its name;

**NOW THEREFORE** I hereby certify that the Company is a limited company incorporated under the name of The Hong Kong Horse Society and Pony Club.

**GIVEN** under my hand this Thirty-first day of December One Thousand Nine Hundred and Seventy-four.

(Sd.) SHAM Fai

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*for Registrar of Companies,  
Hong Kong.*

THE COMPANIES ORDINANCE (CHAPTER 32)

PRIVATE COMPANY LIMITED BY SHARES

**THE HONG KONG HORSE SOCIETY**

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SPECIAL RESOLUTIONS  
OF  
THE HONG KONG HORSE SOCIETY

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Passed on the 3rd day of December, 1974

At an Extraordinary General Meeting of the abovenamed Society held at The Royal Hong Kong Jockey Club, Beas River, Sheung Shui, New Territories on the 3rd December, 1974 the following Special Resolutions were duly passed:

1. That with the approval of the Governor signified in writing the name of the Society be changed to “The Hong Kong Horse Society and Pony Club”;
2. That with the approval of the Governor signified in writing the Articles of Association of the Society be amended as follows: -
  - a) By inserting after Article 6 (A) (vi) the following: “(vii) Forces’ Junior Members.”
  - b) By adding after paragraph G sub-paragraph (ii) of Article 6 the following paragraph to be numbered (G) (a) viz: “Forces’ Junior Members shall be such children of members of Her Majesty’s Forces serving in Hong Kong as the Executive Committee shall admit to Forces’ Junior Membership on payment of an entrance fee of \$25.00 and an annual subscription of \$15.00. A person shall be disqualified for Forces’ Junior Membership and shall cease to be a Forces’ Junior Member accordingly either on his parent ceasing to be a member of Her Majesty’s Forces in Hong Kong or on the 1st January next following the date on which he attains the age of 17 years or if he was born on 1st January then on the 1st January on which he attains that age.”

(Sd.) A.R Grimshaw

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Chairman

No. 35123

CERTIFICATE OF INCORPORATION

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I HEREBY CERTIFY that

THE HONG KONG HORSE SOCIETY

(the word “Limited” being omitted by licence granted by me under delegated powers) is this day incorporated in Hong Kong under the Companies Ordinance, and that this company is limited.

**GIVEN** under my hand this Twenty-ninth day of August, One Thousand Nine Hundred and Seventy-three.

(Sd.) SHAM Fai

*for Registrar of Companies,*

Hong Kong.

THE COMPANIES ORDINANCE  
(Chapter 32 of the Laws of Hong Kong,  
Revised Edition, 1964)  
SECTION 21

**WHEREAS** His Excellency the Governor of Hong Kong has in exercise of the powers conferred on him by Section 63 of the Interpretation and General Clauses Ordinance deputed, among others, the person holding the office of Registrar General to exercise or perform on his behalf such powers or duties as are conferred or imposed upon him by Section 21 of the Companies Ordinance;

**AND WHEREAS** it has been proved to my satisfaction that **THE HONG KONG HORSE SOCIETY**, which is about to be registered under the said Companies Ordinance as a company limited by guarantee, is formed for the purpose of promoting objects of the nature contemplated by Section 21 of the said Ordinance and that it is the intention of the said Society that the income and property of the Society, whencesoever derived, shall be applied solely towards the promotion of the objects of the Society, and that no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend or bonus or otherwise howsoever by way of profit, to the persons who are members of the Society;

**NOW THEREFORE I, PIERS JACOBS** Acting Registrar General of the Colony of Hong Kong, in exercise of the said powers delegated to me as aforesaid, and in consideration of the provisions and subject to the conditions contained in the Memorandum of Association of the said Society as subscribed by seven members thereof on the 16th day of August, 1973, do on behalf of His Excellency the Governor by this my licence direct **THE HONG KONG HORSE SOCIETY** to be registered with limited liability without the addition of the word "Limited" to its name.

GIVEN under my hand at Victoria in the Colony of Hong Kong this Twenty-fifth day of August One Thousand Nine Hundred and Seventy-Three.

(Sd.) **P. Jacobs**  
Acting Registrar General  
Hong Kong.

THE COMPANIES ORDINANCE (CHAPTER 622)

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**Company Limited by Guarantee  
and Not Having a Share Capital**

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**ARTICLES OF ASSOCIATION**

OF

**HONG KONG EQUESTRIAN FEDERATION 香港馬術總會**

(As adopted by a special resolution passed on 22nd May, 2023)

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**DEFINITIONS**

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

“Affiliated Federation” means a federation or club or an association with which the Federation has reciprocal arrangements and whose name and other particulars are entered in the list of Affiliated Federation maintained under Article 57;

“Annual General Meeting” means the annual general meeting of the Members;

“Article 9” means article 9 of Part A of these Articles;

“Articles” means the articles of association of the Federation as amended, supplemented or otherwise modified from time to time;

“Board of Directors” means the board of Directors for the time being;

“body corporate” has the meaning ascribed thereto under the Companies Ordinance;

“Byelaws” means the byelaws of the Federation for the time being;

“Companies Ordinance” means the Companies Ordinance, Chapter 622 of the Laws of Hong

Kong and its related subsidiary legislation. When any provision of the Companies Ordinance is referred to, the reference shall be made to such provision as amended, modified or reenacted by any ordinance from time to time in force. Words or expressions in these Articles bear the same respective meanings as in the Companies Ordinance;

“Directors” means the directors of the Federation for the time being;

“Federation” means the company registered on 29 August 1973 as “The Hong Kong Horse Society” with company number 35123 and presently known as “Hong Kong Equestrian Federation 香港馬術總會” ;

“General Meeting” means a general meeting of the Members specially summoned under these Articles, not being the Annual General Meeting or its postponement or adjournment;

“Member”:-

(a) means a member of the Federation duly elected under Article 17 or admitted under Article 42,

(b) includes, except for such of these Articles as relate to ballot, persons who are deemed to be Members under Article 38, and

(c) includes, for the purpose of Article 56, Articles 62 to 65, both inclusive, Articles 70 to 73, both inclusive, and Article 80, the Honorary Members, Associate Members, Junior Members and Absent Members, whose names are entered in the lists maintained under Article 57;

“Members’ Meeting” means a General Meeting or the Annual General Meeting (as the case may be);

“Membership, Sponsorship & Communication Sub-Committee” means the membership, sponsorship & communication sub-committee of the Board of Directors;

“ordinary resolution” has the meaning ascribed thereto under the Companies Ordinance;

“predecessor Ordinance” has the meaning ascribed thereto under the Companies Ordinance;

“President” means the president of the Federation for the time being or during his absence from Hong Kong, the Vice-President elected under Article 89;

“Registered Address” means the address entered on the lists maintained under Article 57, being



the address to which notices of Members' Meetings and other notices, accounts payable, circulars and other Federation's notifications are to be mailed;

"Registrar" means the Registrar of Companies appointed under Section 21(1) of the Companies Ordinance;

"Rules" means these Articles together with all the Byelaws presently in force or hereafter to be brought into force under Article 114;

"Secretariat" means the secretariat of the Federation for the time being;

"Seal" means the common seal of the Federation for the time being;

"Secretary" means any person or body corporate appointed by the Board of Directors to perform the duties of the company secretary of the Federation from time to time;

"special resolution" has the meaning ascribed thereto under the Companies Ordinance;

"these Articles" means the articles of association of the Federation for the time being in force;

"Vice-President" means the vice-president of the Federation for the time being;

"Website" means the website of the Federation for the time being for the publication of the notices and other notifications under these Articles; and

"written consent of the Board of Directors" includes a notification to that effect signed by the Secretary.

Unless the context otherwise states, references to a particular Article or particular Articles herein shall be construed as references to that particular Article or those particular Articles of Part B of these Articles.

Words or expressions:

(a) referred to in writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes or representing or reproducing words in a visible form;

(b) importing the masculine gender include the feminine and neuter genders and vice versa; and

(c) importing the singular number include the plural and vice versa.

For the purpose of these Articles, a person is “ordinarily resident in Hong Kong” notwithstanding absences for vacations, business purpose or other temporary absences.

Headings and notes in these Articles and the index, if any, annexed hereto shall not be taken as part thereof or in any manner affect the interpretation or construction of the same.

## **PART A: MANDATORY ARTICLES**

1. The name of the company is “HONG KONG EQUESTRIAN FEDERATION 香港馬術總會”.
2. The registered office of the Federation will be situated in Hong Kong.
3. The objects for which the Federation is established are: -
  - (a) To promote the art of equitation in all its branches and to encourage the use and protection of horses and ponies.
  - (b) To promote and facilitate the acquisition and distribution of the knowledge of the various arts and sciences connected with horses and ponies and the use and management thereof.
  - (c) As ancillary to the objects set out in the two preceding sub-articles of this Article (hereinafter “the “**primary objects**”) but not further or otherwise to exercise all or any of the powers contained in the following paragraphs, but to the extent only that such powers may properly be exercised by a body having exclusively charitable objects: -
    - (i) To hold or assist in holding exhibitions, conferences, forums, competitions, championships, events and shows for the purpose of promoting the primary objects.
    - (ii) To print, publish, produce and sell periodicals, books or leaflets, broadcasting materials, films or audio / videotapes, the contents of which are designed to promote the primary objects and to carry on courses of instruction, lectures, workshops, seminars, webinars or discussion for the purpose of promoting the primary objects.

- (iii) To purchase, acquire, import, sell and deal in horses and ponies for the purpose of promoting the primary objects.
- (iv) Subject to Section 115 of the Companies Ordinance, to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Federation may think necessary, expedient or convenient for the promotion of the primary objects, and to construct, maintain and alter any buildings or erections necessary, expedient or convenient for the work of the Federation.
- (v) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Federation as may be thought necessary, expedient or convenient with a view to the promotion of the primary objects.
- (vi) To undertake and execute any trusts which may lawfully be undertaken by the Federation and may be incidental or conducive to the attainment of the primary objects.
- (vii) To borrow or raise money for the purpose of furthering the primary objects of the Federation on such terms and on such security as may be thought fit.
- (viii) To invest the moneys of the Federation not immediately required for its primary objects in or upon such investments, securities or property as may be thought fit and in a proper and prudent manner.
- (ix) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purpose in any way connected with the primary objects of the Federation or calculated to further the primary objects.
- (x) To promote and obtain any charter or licence which may appear desirable for regulating or amending the constitution of the Federation, but so that nothing in this paragraph shall authorise any regulation or amendment which would authorise the Federation to pursue objects not exclusively charitable.

- (xi) To promote, foster, hold, organise, arrange, provide or sponsor training or coaching class, programme or activity in relation to equestrian for or to the Members.
  - (xii) To do all such other lawful things, deeds and acts as are incidental or conducive to the attainment of the primary objects Provided that:
    - (aa) in case the Federation shall take or hold any property which may be subject to any trusts, the Federation will only deal with or invest the same in such manner as allowed by law, having regard to such trusts; and
    - (bb) the objects of the Federation shall not extend to the regulation of relations between workers and employers or organisations of workers and those of employers.
4. (i) The income and property of the Federation shall be applied solely towards the promotion of the objects of the Federation as set forth in Part A of these Articles.
- (ii) Subject to sub-article (3) just above, none of the income or property of the Federation may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever to any Members.
- (iii) The requirement under sub-article (ii) just above does not prevent the payment by the Federation of:
- (a) reasonable and proper remuneration to any employee, officer or servant of the Federation, or to any Member, for any services supplied by him to the Federation, ;
  - (b) reimbursement to a Member for out-of-pocket expenses properly incurred by him for the Federation;
  - (c) interest on money lent by a Member to the Federation at a reasonable and proper rate which must not exceed two (2) per cent per annum above the prime rate prescribed for the time being by The Hongkong and Shanghai Banking Corporation Limited for HK\$ loans ;
  - (d) rent to a Member for premises let by him to the Federation: Provided that the amount of the rent and the other terms of the lease must be reasonable and proper, and such Member must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion; and
  - (e) remuneration or other benefit in money or money's worth to a body corporate in which a Member is interested solely by virtue of being a member of that body corporate by holding not more than one-hundredth part of its capital or controlling not more than a hundredth part of its votes.

Except that any and all reasonable and proper coaching fees, helper fees, examiner fees, referee fees or any other fees can be paid to the Directors only if and when they have been:

- (i) reasonably and properly approved by an independent committee set up by the Board of Directors, comprising at least two-thirds of non-Directors with all members having no interest in such fees and chaired by a non-Director; and
  - (ii) approved by Members in an Annual General Meeting by way of a general mandate renewable annually for the period from the date of the Annual General Meeting to the date of the next following Annual General Meeting.
5. No addition, alteration or amendment shall be made to or in these Articles 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.
6. The fourth and fifth Articles of Part A of these Articles contain the conditions on which a licence was granted in pursuance of Section 21 of the predecessor Ordinance and pursuant to Section 5 of Schedule 11 to the Companies Ordinance, such licence is regarded as a licence granted under Section 103 for the purposes of that ordinance.
7. The liability of the Members is limited.
8. Every Member undertakes to contribute to the assets of the Federation 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 the debts and liabilities of the Federation contracted before he ceases to be a Member, and of the costs, charges and expenses of winding-up or dissolution, and for the adjustment of the rights and privileges of the contributories among themselves, such amount as may be required not exceeding HK\$100.00
9. If upon the winding-up or dissolution of the Federation there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members, but shall be given or transferred to some other institution or institutions, having objects similar to those of the Federation, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Federation under or by virtue of Article 4 of Part A of these Articles and this Article, such institution or institutions to be determined by a resolution of the Members at or before the time of winding-up or dissolution, and in default thereof by a Judge of the High Court of Hong Kong having jurisdiction in the matter (the “**Judge**”). If and so far as effect

cannot be given to the aforesaid provision, then to some charitable purposes as directed by the Judge.

10. Proper and sufficient accounts shall be kept of the sums of money received and expended by the Federation and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Federation, and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Federation for the time being in force, such accounts shall be open to inspection of the Members. Once at least in every year the financial statements of the Federation shall be examined and the correctness of the statement of financial position ascertained by one or more properly qualified auditor or auditors.

The several persons whose names and descriptions are appended below (the “**Founder Members**”) were desirous of being formed into an association in August 1973 in pursuance of the then memorandum of association: -

<b>Names and Descriptions of Founder Members</b>
<p>(<i>Sd.</i>) A. R. GRIMSHAW Senior Racing Official</p>
<p>(<i>Sd.</i>) A. M. CAPPON Company Director</p>
<p>(<i>Sd.</i>) E.L. BARRETT, CAPTAIN RCT. Army Officer</p>
<p>(<i>Sd.</i>) GILLIAN AGAR Married Woman</p>

<b>Names and Descriptions of Founder Members</b>
<p>(<i>Sd.</i>) HELEN A. LO Solicitor</p> <p>(<i>Sd.</i>) DELLA P.H. CHAN Solicitor</p> <p>(<i>Sd.</i>) ROYCE BEYNON Merchant</p>

## **PART B: OTHER ARTICLES**

### **PRELIMINARY**

1. In the conduct of its business and activities, the Federation is committed to the fostering and implementation of good corporate governance practices with a sound ethical foundation in strict compliance with its policies and procedures and in the best interests of the Federation and the Members as a whole.

### **NUMBERS**

2. (a) For the purpose of registration as a company limited by guarantee, the Federation was declared to consist of two thousand (2,000) Members but the Board of Directors may register an increase of Members when it deems it fit so to do.  
  
(b) Notwithstanding the foregoing, the Board of Directors shall have power from time to time to fix a limit to the number of Members if the Board of Directors deems it necessary or expedient so to do having regard to the services of the Federation available to the Members and accordingly, to declare that applicants for membership will not be accepted.

### **SAVINGS**

3. Each person who on the day prior to the day when these Articles came into force was a Life Member, Ordinary Member, Honorary Member, Associate Member, Affiliated Member or Junior Member shall continue as a Life Member, Member, Honorary Member, Associate Member, Affiliated Member or Junior Member, respectively, subject to these Articles.

### **RIGHTS PERSONAL TO MEMBER**

4. The rights and privileges of a Member pursuant to these Articles are personal to each Member; they shall not be transferable by a Member's act or deed or by operation of law and shall cease upon his death or upon his ceasing from any cause to be a Member.

### **PATRONS AND VICE-PATRONS**

5. The Board of Directors may invite any Hong Kong or other distinguished personages who may



be pleased to honour the Federation by their patronage to become Patrons or Vice-Patrons of the Federation. The office of Patron or Vice-Patron shall not of itself constitute the holder a Member unless the holder shall have signified his pleasure to become a Member. The late Lady Margaret Macle hose, the widow of Murray Macle hose who was the longest-serving governor of Hong Kong, was the first Patron of the Federation.

## **MEMBERSHIP**

6. The Board of Directors may from time to time prescribe the qualifications for Members who wish to propose or second candidates for membership of the Federation. The Board of Directors may also from time to time prescribe the minimum requirements for eligibility of candidates for membership. Without limiting the generality of the foregoing, the Board of Directors may prescribe a minimum age limit for candidates for Junior Membership. The proposer and the seconder shall furnish such information regarding a candidate as the Board of Directors may require, including the length of the candidate's residence in Hong Kong and the period during which he is expected to continue resident in Hong Kong. The qualifications for Members to propose or second candidates and the requirements for eligibility of candidates for membership prescribed by the Board of Directors from time to time under this Article shall be in writing and a copy thereof shall be kept by the Secretary and available for inspection.

7. Any Member who wishes to propose or second a candidate for membership of the Federation must personally know the candidate. The candidate must comply with such requirements for eligibility for membership as may from time to time be prescribed by the Board of Directors under Article 6. Unless otherwise prescribed by the Board of Directors under Article 6, no Member shall propose or second a candidate unless he shall have been a Member for not less than one (1) year immediately preceding the submission of the application for membership.

8. Every application for membership shall be made in writing in such form as the Board of Directors may from time to time prescribe and shall be signed by the candidate and by the proposer and the seconder.

9. If the proposer or seconder of any candidate shall cease to be a Member or cease to be ordinarily resident in Hong Kong before the candidate comes up for election, the candidate shall notify the Secretary in writing of the name of a duly qualified Member willing to act as proposer or seconder in the place of the Member originally so acting accompanied by the written consent of such Member and such substituted proposer or seconder shall assume all the obligations and liabilities which are attached to the original proposer or seconder in connection with the nomination of such candidate.

10. After receipt by the Federation of an application for membership, the candidate shall be

furnished with a copy of these Articles and his application will be referred to the Board of Directors for consideration in accordance with the ballot procedures stated below.

### **BALLOT**

11. Pursuant to Article 114(o), the Board of Directors may make, from time to time, the Byelaws to regulate the election of candidates for membership of the Federation. On each occasion when there are no such Byelaws and there are candidates for membership of the Federation, the provisions of Articles 12 to 23, both inclusive, shall have application.

12. Upon receipt of new applications for the Federation's membership, the Secretariat will verify that all necessary documents have been submitted by the candidates.

13. Every candidate should submit a duly completed application form with his authentic signature, his photograph, a copy of his Hong Kong identity card and proof of his Registered Address within three (3) months from the date of application.

14. All new membership applications are required to be signed by a single proposer and a single seconder.

15. The Secretariat will circulate all new membership applications to the Membership, Sponsorship & Communication Sub-Committee for comment and consideration at least one week before the next meeting of the Board of Directors.

16. After the receipt of the Membership, Sponsorship & Communication Sub-Committee's approval, the Secretariat will arrange for all new membership applications to be tabled at the next meeting of the Board of Directors for endorsement.

17. The new membership applications must, if considered appropriate, be endorsed by at least a simple majority of the Directors present at or participating in their meeting.

18. The Board of Directors may, at its absolute discretion, defer the consideration of the membership applications at its meeting and is not required to give any explanation to the candidates, proposers or seconders.

19. Promptly after the decision of the Board of Directors, the Secretariat will be instructed to notify the candidates of the outcome of the applications as stated in the following Articles.

20. The Secretariat shall notify in writing the fact of election to a candidate who is elected to membership informing him of the amount of his entrance fee and his subscription, on payment of

which (but not before) he shall be entitled to all the rights and privileges of membership.

21. The entrance fee and the subscription of a Member shall be payable within twenty-one (21) days from, but excluding, the day on which notification of his election to membership was posted to him. If a candidate liable to pay an entrance fee and/or subscription shall fail to pay the entrance fee and/or the subscription within twenty-one (21) days of being notified of his election to membership, he shall be deemed to have declined to accept membership PROVIDED THAT the Board of Directors may extend the period of twenty-one (21) days for good cause shown if it deems fit.

22. Notice shall also be given in writing by the Secretariat to the candidate who has failed to be elected as a Member.

23. A candidate or his proposer or seconder shall not be provided with any reason or explanation as to why the candidate was not elected to membership unless he makes a written request for the same within seven (7) days from the Secretariat's notification of his failure in membership application. In the latter event, the Secretariat will provide in writing such reason or explanation within fourteen (14) days after receipt of the request.

23A. A candidate who has failed to be elected as a Member may, upon paying an administrative fee as reasonably determined by the Board of Directors from time to time, lodge an appeal in writing against the decision of his membership application not being (i) approved by the Membership, Sponsorship & Communication Sub-Committee and (ii) endorsed by the Board of Directors to the Secretariat within fourteen (14) days from the Secretariat's (a) notification of his failure in membership application or (b) provision of the reason or explanation for his failure in membership application. An Appeal Committee appointed by the Board of Directors comprising non-Directors and non-members of the Membership, Sponsorship & Communication Committee, who have not made the refusal decision on the subject membership application, shall determine the procedures for dealing with the appeal and decide the appeal within one (1) month from its receipt of the appeal. The Appeal Committee's decision shall be final and conclusive.

24. If at any time after the election of a Member the Board of Directors shall be of the opinion that he has been elected as a result of any misrepresentation or that any material information concerning him has been incorrectly provided or withheld, the Board of Directors, upon being satisfied that there was such misrepresentation or that such material information was incorrectly provided or withheld, may delete the name of such Member from the list of Members maintained under Article 57 and he shall thereupon cease to be a Member and shall forfeit all rights and privileges of membership and all right to or claim upon the Federation or its property or funds.

## **ABSENT MEMBERS**

25. A Member who intends to cease to be ordinarily resident in Hong Kong may be transferred from the list of Members to the list of Absent Members maintained under Article 57 and shall thereupon pay such qualification fee as, from time to time, shall have been approved by the Members in Members' Meeting pursuant to Article 67. A Member who is about to cease to be ordinarily resident in Hong Kong may give notice in writing to the Secretary of his wish to be transferred from the list of Members to the list of Absent Members and of his intended date of departure from Hong Kong and such Member shall be transferred to the list of Absent Members on the last day of the calendar month in which he ceases to be ordinarily resident in Hong Kong.

26. If an Absent Member again becomes ordinarily resident in Hong Kong, upon giving notice thereof in writing to the Secretary and with the written consent of the Board of Directors, he may be restored to the list of Members maintained under Article 57 without paying any entrance fee and thereupon, he shall pay the subscription payable by a Member within twenty-one (21) days from, but including, the day on which his name is restored to the list of Members.

27. An Absent Member who temporarily visits Hong Kong and wishes to use the services of the Federation shall give notice thereof in writing to the Secretary and may thereupon use the services of the Federation .

28. An Absent Member who temporarily visits Hong Kong for a total period not exceeding sixty (60) days in a calendar year may, with the consent of the Board of Directors, use the services of the Federation during his visit and he shall not be liable to pay the subscription payable by a Member.

29. An Absent Member who temporarily visits Hong Kong for a total period exceeding sixty (60) days in a calendar year and uses the services of the Federation during any one or more visits shall pay the subscription payable by a Member.

30. An Absent Member entitled to use the services of the Federation under Article 27 shall be deemed to continue as an Absent Member notwithstanding his temporary presence in Hong Kong and the payment of any subscription.

31. An Absent Member, and whether or not in Hong Kong at the time of posting of a notice of a Members' Meeting, shall not be entitled to receive notice of Members' Meetings or to attend thereat and vote.

32. The Board of Directors may cause to be sent by post to any Absent Member a notice addressed to such Absent Member at his Registered Address requesting him to sign and return an acknowledgement confirming his address and if such acknowledgement is not returned within six (6)

months from the date of posting of such notice, the Absent Member shall cease, at the expiration of the said period of six (6) months, to be an Absent Member but shall be eligible for reinstatement as an Absent Member without paying any entrance fee if the Board of Directors, in its absolute discretion, shall so determine.

### **HONORARY MEMBERS**

33. The Chief Executive of Hong Kong and such other distinguished persons as the Board of Directors may deem fit may be invited by the Board of Directors to become Honorary Members and upon accepting such invitation shall be entitled to all rights and privileges of membership without paying any entrance fee or subscription.

34. An Honorary Member shall not be a Member for the purpose of the Companies Ordinance or Article 9 and he shall not be entitled to receive notice of or attend, speak or vote at Members' Meeting or to take part in the election of or be qualified to be a Director. Subject thereto, he shall be entitled to all the rights and privileges of membership and he shall be subject to all the Rules.

### **LIFE MEMBERS**

35. The Board of Directors may invite a distinguished Member or any Member of long standing to be a Life Member, who upon accepting such invitation shall continue to enjoy all the rights and privileges of membership during his life with a subscription determined by Board of Directors.

36. This Article is deleted in its entirety.

37. In the construction of these Articles, except such of them as provide for the payment of a subscription and the consequences of non-payment thereof, the term "Member" includes "Life Member".

### **MEMBERS WITHOUT BALLOT**

38. The Chief Justice, the Chief Secretary for Administration and such other persons as the Board of Directors may deem fit may be invited by the Board of Directors to become Members without ballot and upon accepting such invitation shall be deemed to be Members duly elected by ballot with all the rights, privileges and obligations of a Member, including payment of the entrance fee and subscription and shall be subject to all the Rules.

### **ASSOCIATE MEMBERS**

39. Associate Members shall be such persons as the Board of Directors may admit to Associate Membership, such persons being either:-

- (i) temporarily resident in Hong Kong for a period not exceeding six (6) months; or
- (ii) overseas or foreign residents who are not ordinarily resident in Hong Kong.

40. Associate Members shall not be liable to pay any entrance or qualification fee but shall pay such subscription as, from time to time, the Board of Directors shall determine.

41. An Associate Member shall not be a Member for the purpose of the Companies Ordinance or Article 9 and he shall not be entitled to receive notice of or attend or vote at any Members' Meeting or to take part in the election of or be qualified to be a Director. Subject thereto, he shall be entitled to all the rights and privileges of membership and he shall be subject to all the Rules.

### **AFFILIATED MEMBERS**

42. Affiliated Members shall be such associations or bodies of persons, whether incorporated or unincorporated, as the Board of Directors shall admit to Affiliated Membership.

43. An Affiliated Member shall pay such entrance fee and subscription as, from time to time, the Board of Directors shall determine.

44. An Affiliated Member shall not as such be a Member but shall enjoy the rights and privileges of membership through the medium of a representative nominated by it on that behalf and such representative shall by virtue of such nomination, but subject to his consent, be deemed a Member and shall, on behalf of the Affiliated Member, be entitled to all the rights and privileges and subject to all the obligations of membership.

45. Subject to Article 46, the nomination of such representative shall be effected by an instrument in writing signed by or on behalf of the Affiliated Member and delivered to the Federation. The Affiliated Member may at any time in like manner remove its representative and make a new appointment.

46. Every appointment of a representative shall be subject to the approval of the Board of Directors which, in its absolute discretion and without obligation to give any reason, may decline to accept the nomination of the individual nominated.

47. If and so often as any Affiliated Member has not nominated a representative or its nominated representative has not been approved by the Board of Directors, the Board of Directors may treat the secretary or such other officer of the Affiliated Member as the Board of Directors considers appropriate, as being the representative of the Affiliated Member and such secretary or other officer

shall thereupon be deemed to have been duly nominated by the Affiliated Member as its representative until one shall have been nominated by it and approved by the Board of Directors.

48. An Affiliated Member shall be liable to pay all accounts of its representative.

49. Upon an Affiliated Member's representative being expelled from the Federation pursuant to these Articles, the Board of Directors, in its absolute discretion and without obligation to account for its decision, may determine the membership of the Affiliated Member.

### **JUNIOR MEMBERS**

50. The child of any person ordinarily resident in Hong Kong may be proposed and seconded for Junior Membership of the Federation.

51. The procedures for proposal and for election shall be those set out in Articles 6 to 23, both inclusive. By proposing and seconding a candidate as a Junior Member, the proposer and the seconder shall pay the qualification fee (which expression, for the purpose of the application of Article 20, shall be synonymous with the expression "entrance fee"). Upon the election of their candidate and payment of the subscription for so long as they remain as Members, the Junior Member shall continue as a Junior Member.

52. A Junior Member shall cease to be eligible to be a Junior Member on the 1st day of January next following the date on which he attains the age of eighteen (18) years, or, if he was born on the 1st January, then on the 1st January on which he attains that age.

53. On ceasing to be eligible for Junior Membership, a Junior Member, in the absolute discretion of the Board of Directors, may be invited to become a Member without payment of a qualification fee but on payment of the subscription from the date of his admission as a Member.

54. A Junior Member shall not be a Member for the purpose of the Companies Ordinance or Article 9 and, accordingly, he shall not be entitled to receive notice of any Members' Meeting and shall not be entitled to attend any Members' Meeting or vote thereat. Notwithstanding the foregoing, the Board of Directors may invite any particular Junior Member or all Junior Members to attend a Members' Meeting and the chairman of a Members' Meeting may invite the Junior Member(s) present or participating to speak. Subject thereto, a Junior Member shall be entitled to all the rights and privileges of membership and he shall be subject to all the Rules.

### **SPOUSES**

55. The spouse of a Member, unless also a Member, shall not be entitled to enjoy the rights and

privileges of membership.

### **ADDITIONAL RIGHTS AND PRIVILEGES**

56. From time to time, the Board of Directors may prescribe that a particular category of Members may be entitled to rights and privileges additional to those to which that category is entitled and whether in common with one or more other categories of membership, or exclusively PROVIDED THAT the Board of Directors, in purported reliance on this Article, may not constitute a category of Members not eligible to (a) vote at Members' Meetings or (b) stand for election to the Board of Directors, which is eligible so to do.

### **LISTS OF MEMBERS ETC.**

57. The Board of Directors shall cause the Secretary to maintain the lists hereinafter set out:-

- A list of Life Members;
- A list of Members;
- A list of Honorary Members;
- A list of Associate Members;
- A list of Affiliated Members;
- A list of Junior Members;
- A list of Absent Members; and
- A list of Affiliated Federations.

A person or federation whose name is entered in any such list shall furnish the Secretary with an address within Hong Kong or elsewhere to which notices of Members' Meetings and other notices, account payable, circulars and other notifications of the Federation are to be posted. The person or federation may also furnish the Secretary with an email address to which the above documents are to be sent or transmitted. He shall advise the Federation of any change thereto in a timely manner. Such lists shall contain such other particulars and be in such form as the Board of Directors may from time to time prescribe and/or as the law may from time to time require.

58. The lists maintained under Article 57 shall be conclusive evidence of the relationship, if any, of each person or federation entered therein with the Federation. Any person or federation whose name is not entered in a list may by notice addressed to the President and delivered to the Secretary apply to the Board of Directors to consider his application to be entered in a specific list. The decision of the Board of Directors as to any such application shall be conclusive and binding on any such application.

59. The lists maintained under Article 57 shall be available for inspection by the Members upon



written application being made to the Secretary who, in accordance with the directions of the President, may appoint the day and time at which any or all of such lists may be inspected. The Board of Directors may determine the charge, if any, to be levied for any such inspection PROVIDED THAT any such charge shall not exceed that permitted by the Companies Ordinance.

### **RESIGNATION OF MEMBERSHIP**

60. A Member wishing to resign may resign on the last day of a calendar month and must give notice thereof in writing to the Secretary in the calendar month preceding the calendar month on the last day of which his resignation is to take effect.

61. A Member who resigns shall not be entitled to a refund in whole or in part of any subscription and/or other moneys already paid by him to the Federation and he shall remain liable for payment of all subscriptions and/or other moneys due by him to the Federation at the date on which his resignation takes effect.

### **EXPULSION OF MEMBERS**

62. If any Member offends against the Rules, or if his conduct or behavior or any act done by him, whether inside or outside the premises of the Federation, shall in the opinion of the Board of Directors or of any twenty (20) Members (who shall certify the same in writing to the Board of Directors) be injurious or detrimental to the character or reputation of the Federation, or to the interests of the Federation or the Members, or be derogatory of such Member's status in society, a meeting of the Board of Directors shall be specifically convened to conduct an inquiry into the matter. At least fourteen (14) days before such meeting, the Secretary shall give the Member a written notice thereof and of the complaint made against him and the Member, before the date of such meeting, may give a written explanation, justification or defence to the Board of Directors, and/or at such meeting he shall have an opportunity of giving orally or in writing any explanation, justification or defence he may think fit. It shall be in the power of the Board of Directors to exclude such Member from the use of the services of the Federation until such specifically convened meeting of the Board of Directors shall be held.

63. If the Board of Directors is of the opinion that the Member has been guilty of the complaint made against him and that he has failed to explain or justify it satisfactorily or give a good or any defence, the Board of Directors may call upon the Member to resign and if he does not resign within seven (7) days of the call, the Board of Directors shall expel him and he shall cease to be a Member. A Member expelled under this Article shall have a right of appeal by giving a written notice of appeal, supported in writing by at least twenty (20) Members, to the Secretary within fourteen (14) days of the date of expulsion. Thereupon, a General Meeting shall be convened for the purpose of considering and, if thought fit, passing an ordinary resolution rescinding the expulsion and if such

meeting shall pass such resolution, then the Member shall be reinstated as from the date of such resolution.

64. At all such specially convened meetings of the Board of Directors and the General Meetings held under Articles 62 and 63, both the Federation and the Member whose conduct is complained of may be legally represented or advised and may adduce such evidence as may be relevant.

65. If the Board of Directors, after conducting an enquiry under Article 62, is of the opinion that the Member was guilty of the complaint made against him and that he has failed to explain or justify it satisfactorily and give a good or any defence, the Board of Directors, instead of calling upon the Member to resign, may suspend the Member from the use of the premise of the Federation and its facilities and from all or any of the rights and privileges of membership for a period not exceeding six (6) calendar months.

### **TERMINATION OF MEMBERSHIP AND PRIVILEGES**

66. In addition to the causes mentioned above for the cessation of membership of the Federation, any Life Member, Member, Honorary Member, Associate Member, representative of an Affiliated Member, Junior Member or Absent Member who:

- (a) is adjudged a bankrupt;
- (b) makes a composition or arrangement with his creditors generally under the provisions of any ordinance;
- (c) being engaged in any profession, shall be permanently prohibited by the disciplinary body of that profession from continuing to practices;
- (d) shall be sentenced to a custodial sentence for a criminal offence (whether such sentence is directed to take immediate effect or to be suspended);
- (e) is found or becomes of unsound mind or mentally incapacitated;
- (f) passed away; or
- (g) is removed by an ordinary resolution duly passed by the Members at a Members' Meeting;

shall, ipso facto, cease to be a Life Member, Member, Honorary Member, Associate Member, Affiliated Member, Junior Member or Absent Member, as the case may be, and he shall forfeit all right to or claim upon the Federation or its property or funds; but the Board of Directors shall have power, in its absolute discretion, on the written application of such person to reinstate him and restore his name to the relevant list without payment of any entrance fee or qualification fee, as the case may be.

### **ENTRANCE AND OTHER FEES AND SUBSCRIPTION**

67. Upon election, each Member shall pay such entrance fee and, thereafter, such subscription and

each Absent Member shall pay such qualification fee as, from time to time, shall be determined by the Members in Members' Meeting.

68. This Article is deleted in its entirety.

69. Upon the election of a Junior Member, his proposer or seconder shall pay such qualification fee and, thereafter, such subscription as, from time to time, shall be determined by the Members in Members' Meeting.

70. The subscription payable by each category of Members shall be payable in advance and, in the case of an annual or quarterly subscription, the Members in Members' Meeting may determine the commencement date of each subscription year or quarter.

71. If a candidate is elected a Member during a subscription year or quarter, the full subscription shall be payable. If the subscription is monthly, the subscription for the month in which the candidate is elected will be payable.

72. The Board of Directors may direct that, and in lieu of a demand for payment of the subscription by the dispatch of accounts to the Members, a demand shall be made by publication of a notice on the Website and/or by inclusion of an announcement in any publication issued by or on behalf of or with the approval of the Federation and the publication of such notice and/or the inclusion of such announcement as aforesaid shall constitute due and adequate demand by the Federation to all Members for payment of the subscription.

### **ACCOUNTS OF MEMBERS AND OTHERS**

73. Accounts of all Members and of any Absent Members temporarily visiting Hong Kong shall be made up to the last day of each calendar month and presented for payment on or before the fifteenth (15th) day of the ensuing calendar month and shall be paid by the person concerned not later than the twenty-fifth (25th) day of such ensuing calendar month and in the case of Absent Members temporarily visiting Hong Kong who are about to depart from Hong Kong, such accounts shall be made up, presented for payment and paid before the date of departure.

### **UNPAID ACCOUNTS**

74. If any account of a Member remains unpaid at the end of the calendar month in which it is presented or if an annual or quarterly subscription is not paid within thirty (30) days of the commencement of the subscription year or quarter, the Board of Directors shall have power to direct the Secretary to post the name of any person whose account remains so unpaid on the Website and notice of such posting shall be delivered to such person personally or mailed by registered post to his

Registered Address. If at the expiration of fourteen (14) days from the date on which his name is so posted the relevant account remains unpaid, he shall cease, ipso facto, to be a Life Member, Member, Honorary Member, Associate Member, Affiliated Member, Junior Member or Absent Member, as the case may be.

75. Notwithstanding anything contained in Article 73, the Board of Directors may at any time it sees fit present for payment to any Life Member, Member, Honorary Member, Associate Member, Affiliated Member, Junior Member or Absent Member his outstanding account and if the person concerned fails to pay such account within twenty four (24) hours of presentation of such account, he shall cease, ipso facto, to be a Life Member, Member, Honorary Member, Associate Member, Affiliated Member, Junior Member or Absent Member, as the case may be.

76. The Board of Directors, at any time it deems fit, may decide that the account of a Life Member, Member, Honorary Member, Associate Member, Affiliated Member, Junior Member or Absent Member shall be collected weekly and if any such weekly account remains unpaid for a period of three (3) days after presentment thereof, the use of the services of the Federation shall be withdrawn, ipso facto, from the person concerned until he shall have paid what is due by him and should any such account remain unpaid for a period of fourteen (14) days after the date of presentment, then the person concerned shall, ipso facto, cease to be a Life Member, Member, Honorary Member, Associate Member, Affiliated Member, Junior Member or Absent Member, as the case may be.

77. Upon the posting of the name of any person pursuant to Article 74, or upon the Board of Directors, pursuant to Article 75, determining to present for payment to such person as is therein mentioned his outstanding account or upon any determination by the Board of Directors, pursuant to Article 76, that the account of any such person as is therein mentioned shall be collected weekly, the right and privilege of such person using the services of the Federation shall, unless otherwise directed by the Board of Directors, be suspended forthwith, and notwithstanding payment of an account within the prescribed period, such suspension shall only be withdrawn upon delivery by the person so suspended of a direct debit authorisation on a bank in an amount equivalent to one-sixth of the aggregate of his accounts with the Federation in the previous twelve (12) complete calendar months or if such person has not been a Life Member, Member, Honorary Member, Associate Member, Affiliated Member or Junior Member, as the case may be, for a period of twelve (12) months the equivalent to the aggregate of the two (2) highest monthly accounts incurred by him with the Federation since he becomes a Life Member, Member, Honorary Member, Associate Member, Affiliated Member or Junior Member, as the case may be.

### **PRESENTMENT OF ACCOUNTS**

78. Presentment of any account may be made by:-

- (a) presenting the account to the person concerned personally; and/or

- (b) leaving the account at or posting the same to his Registered Address or last known place of residence or business in Hong Kong PROVIDED THAT where presentment is being made for the purpose of Article 76 or 77, posting of the account shall be effected by registered post.

79. In each case, presentment of an account shall be completed on the day when such account is so personally presented or left. Where the account is sent by post, presentment shall be completed at the expiration of twenty-four (24) hours from the time of such posting.

#### **EFFECT OF, AND LIABILITIES ON, EXPULSION ETC.**

80. Any Member expelled under these Articles or otherwise ceasing to be a Member shall forfeit all his rights to or claim upon the Federation or its property or funds. Any Member expelled under these Articles or otherwise ceasing to be a Member and any person from whom the use of the services of the Federation has been withdrawn or suspended under these Articles shall not be discharged from his liabilities to the Federation and shall remain liable for payment of all monies that may be due by him to the Federation.

#### **REINSTATEMENT AND RESTORATION OF RIGHTS AND PRIVILEGES**

81. (a) The Board of Directors may, in its absolute discretion and for good cause shown:-

- (i) reinstate any person who, under these Articles, has been expelled or suspended or ceased to be a Life Member, Member, Honorary Member, Associate Member, Affiliated Member, Junior Member or Absent Member; or
- (ii) restore to any person any rights and privileges that have been suspended or withdrawn under these Articles.

(b) Any determination by the Board of Directors pursuant to Article 81 (a) may, in the absolute discretion of the Board of Directors, be made subject to such person undertaking to conform to such pre-conditions (including, without prejudice to the generality of the foregoing, the execution of a direct debit authorisation on a bank with respect to his monthly accounts with the Federation in such amount as the Board of Directors at such time, in the absolute discretion, may determine) and notwithstanding any immediate compliance with such pre-conditions upon any subsequent breach of any one or more of such pre-conditions, he shall

cease, ipso facto, to be a Life Member, Member, Honorary Member, Associate Member, Affiliated Member, Junior Member or Absent Member, as the case may be.

## **BOARD OF DIRECTORS**

82. (i) The stewards of The Hong Kong Jockey Club ( the “**Club**” and the “**Stewards**”, respectively) from time to time, in their unfettered discretion and without obligation to ascribe a reason therefor, shall appoint and shall have the right to remove and substitute one (1) of their number and one (1) employee of the Club to serve as Directors (hereinafter, individually, an “**Appointee**” or, collectively, the “**Appointees**”) and each Appointee shall serve as a Director until his appointment is revoked by the Stewards. The appointment, removal and/or substitution of an Appointee shall be effected by resolution of the Stewards and a copy of an extract from the minutes of their meeting at which such appointment, removal and/or substitution was resolved, certified under the hand of the Secretary, from time to time, as a true and correct extract shall, in the absence of any manifest error, constitute verification of the appointment, removal and/or substitution so resolved.

(ii) The Board of Directors shall consist of no more than seven (7) nor less than three (3) elected members (the “**Elected Directors**” and each “an **Elected Director**”) together with the Appointees.

83. At the Annual General Meeting, one-third of the Elected Directors shall retire from office. If the number of such Elected Directors who retire(s) is not three (3) or a multiple of three (3), then the number to retire shall be the number nearest to one-third of the total number of the Elected Directors.

84. Those Elected Directors who are to retire at an Annual General Meeting pursuant to Article 83 shall be those who have been the longest in office since their last election but as between those who became Elected Directors on the same day, those to retire, unless it shall be otherwise agreed, shall be determined by lot.

85. A retiring Director shall be eligible for re-election.

86. Any two (2) Members at least seven (7) days prior to the holding of the Annual General Meeting may nominate Members (having previously received their assent) to serve on the Board of Directors, such nominations to be in writing and delivered to the Secretary who shall cause the same to be published on the Website .

87. If the number of Members nominated does not exceed the number of vacancies, those nominated may be elected by ordinary resolution at the Annual General Meeting. If the number of Members nominated exceeds the number of vacancies, then balloting lists of the names of the Members so nominated shall be circulated at the meeting and each Member present at or participating in the

meeting shall hand in his list with the number of names equal to or less than the number of vacancies unerased.

88. Having regard to its diversity, the Board of Directors shall have power to nominate additional members to bring the number of those nominated to the number of vacancies and, from time to time during a year, to appoint a Member to fill any casual vacancy on the Board of Directors until the next Annual General Meeting.

89. The Board of Directors shall elect the President and the Vice-President from amongst its number.

90. The office of a Director shall, ipso facto, be vacated if:-

- (a) for any reason he ceases to be a Member;
- (b) he becomes bankrupt or suspends payment or compounds with his creditors generally;
- (c) he is found or becomes of unsound mind or mentally incapacitated;
- (d) by notice in writing to the Federation that he resigns his office;
- (e) he becomes prohibited from being a Director by reason of any disqualification order made under Part IVA of the Companies (Winding Up and Miscellaneous Provisions) Ordinance, Chapter 32 of the Laws of Hong Kong;
- (f) he is removed from office by a resolution duly passed by a three-quarters majority of the Directors present at or participating in a meeting of the Board of Directors;
- (g) he is removed from office by an ordinary resolution duly passed by the Members at a Members' Meeting;
- (h) his directorship was effected pursuant to Article 82(i) and his appointment is revoked by resolution of the Stewards; or
- (i) he passed away.

## **MEETINGS OF THE BOARD OF DIRECTORS**

91. The Board of Directors shall meet regularly and meetings of the Board of Directors should be held at least four times a year at approximately quarterly intervals.

91(A). A meeting of the Board of Directors may be held by means of 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 at such meeting.

92. Meetings of the Board of Directors may be convened by the President or by any two (2) Directors.

93. The Secretary on the requisition of the President or any two (2) Directors at any time shall summon a meeting of the Board of Directors by giving not less than seven (7) days' notice in writing to all the Directors for the time being and specifying the agenda. Notice of such a meeting need not be in writing. The accidental failure or omission to give notice to, or the non-receipt of notice by, any Director in Hong Kong at the time of the meeting, and whether or not in Hong Kong at the time of dispatch of the notice, shall not invalidate the proceedings at the meeting. The agenda and meeting papers should be sent to all the Directors at least three (3) days before the meeting.

93A. An ad hoc or urgent meeting of the Board of Directors can be summoned. The relevant notice can be given to each Director less than the number of days set out in Article 93 and the agenda and meeting papers can be dispensed with if circumstances require.

94. Three (3) Directors personally present at or participating in a meeting shall constitute a quorum. A meeting of the Board of Directors at which it is proposed to consider a proposal to amend, delete or substitute all or any part or parts of Article 82 and/or Article 83 and/or Article 90(g) and/or Article 97 and/or this Article 94 shall require that the Appointees are given not less than 30 days' notice of such a meeting.

95. The President, and failing him the Vice-President, shall preside as chairman of the meetings of the Board of Directors and in their absence, the Board of Directors may appoint some or other Director to act as chairman of such meeting.

96. If the votes on any resolution before a meeting of the Board of Directors shall be equal, the chairman of the meeting shall have a second or casting vote.

97. A resolution in writing signed by all the Directors for the time being in Hong Kong (not being less than the number required to constitute a quorum) shall be valid and effectual as if it had been passed at a meeting of the Board of Directors duly convened and held. Any such resolution purporting to recommend the amendment, deletion or substitution of all or any part or parts of Article 82 and/or Article 83 and/or Article 90(g) and/or Article 94 and/or this Article 97 shall require the affirmative



signature of both Appointees, and notwithstanding that they are for the time being absent from Hong Kong, and in default thereof, any such proposed resolution shall be deemed not to have been approved.

98. A Director shall not act in such capacity at the applicable part of any meeting of the Board of Directors at which a transaction, arrangement or contract proposed to be entered into by the Federation (in which such Director is interested notwithstanding that the nature and extent of his interest has been declared in accordance with Sections 536 of the Companies Ordinance) will be considered, his own conduct is the subject matter of an inquiry, or any case will be inquired, in which he is a complainant.

99. The continuing Directors may act notwithstanding any vacancy in their body but if and if so long their number is reduced below the number fixed by or pursuant to the regulations of the Federation as the necessary quorum of Directors at their meeting, the continuing Directors may act for the purpose of filling vacancies or of convening a Members' Meeting, but for no other purpose.

100. Subject to Article 4 of Part A of these Articles, a Director may not receive any salary or remuneration but he shall be indemnified out of the funds of the Federation in respect of travelling and other expenses reasonably and properly incurred in and about the affairs of the Federation. The Board of Directors may also make out of the funds of the Federation a payment to a Member or other person who undertakes voluntary services, duties or work for and/ or on behalf of the Federation in reimbursement of his time and all costs and/or expenses incurred by such Member or person and without any need for such Member or person to justify the quantum of any costs, charges and/or expenses allegedly incurred.

101. All things, deeds and acts done by any meeting of the Board of Directors, the Board of Directors or any committee and sub-committee made by it (the "**Committee**" and the "**Sub-Committee**", respectively), or by any person acting as a member thereof shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any Director, the Board of Directors or such Committee or Sub-Committee or such person acting as aforesaid, or that they or any of them were disqualified, be as if every such person had been duly appointed and was qualified to be a Director, the Board of Directors or such Committee or Sub-Committee.

102. The Board of Directors shall cause proper minutes to be made and books provided for the purpose of:-

- (a) all appointments of the Committees or the Sub-Committees;
- (b) the names of the members present at or participating in each meeting of the Board of Directors and any Committee or Sub-Committee; and

- (c) all resolutions, dissenting views and proceedings at all meetings of the Federation and of the Board of Directors and the Committees and the Sub-Committees.

### **POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

103. The Board of Directors shall have power to effect and carry out any of the objects set forth in Part A of these Articles.

104. The management of the affairs of the Federation and the funds and the property belonging to the Federation or under its control shall be vested in the Board of Directors. All mandates issued to the Federation's bankers shall require that all cheques and negotiable instruments are signed and all other transactions authorized, under the hand of two designated Directors.

105. The Board of Directors may exercise all such powers of the Federation as are not by the Companies Ordinance or by these Articles required to be exercised by the Members in Members' Meeting, but no resolution passed by the Members in Members' Meeting shall invalidate any prior act or deed of the Board of Directors, which would have been valid if such resolution had not been passed.

106. The Board of Directors shall have power to appoint, pay, control and dismiss managers, a Secretary and such paid or unpaid agents, employees or servants as the Board of Directors, in its absolute discretion, shall think necessary for the efficient running of the Federation and carrying on of its activities. The appointment and termination of employment of such persons as are hereinbefore mentioned shall be upon such terms and conditions as the Board of Directors shall in its absolute discretion deem fit.

### **COMMITTEES AND SUB-COMMITTEES**

107. The Board of Directors shall have power to appoint any Committee or Sub-Committee with such terms of reference and powers as the Board of Directors may from time to time prescribe and each of the Committees and the Sub-Committees must report their discussions and resolutions to the Board of Directors in a timely manner.

108. Subject to Article 4 of Part A of these articles and Article 23A, each Committee or Sub-Committee shall consist of not less than three (3) Members. The Board of Directors shall nominate one (1) of its Directors appointed to a Committee or Sub-Committee to act as the chairman thereof. Except for the chairman of each Committee or Sub-Committee, members thereof need not be a Director.

109. Meetings of a Committee or Sub-Committee shall be convened by its chairman and if the chairman shall not be present within fifteen (15) minutes after the time appointed for holding the meeting, the members of the Committee or the Sub-Committee (as the case may be) present may stand the meeting adjourned or may elect one (1) of their members present or participating to act as the chairperson of that meeting, in which event the meeting shall proceed.

109(A). A meeting of the Committee or Sub-Committee may be held by means of 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 at such meeting.

110. A quorum of each Committee or Sub-Committee meeting shall be such number of its members as the Board of Directors may prescribe but, in any event, at least two (2) of its members.

111. A resolution in writing signed by all the members of a Committee or Sub-Committee for the time being in Hong Kong (not being less than the number required to constitute a quorum) shall be an effective resolution of such Committee or Sub-Committee for all purposes.

112. Provided its terms of reference so permit, a Committee or Sub-Committee shall, having regard to its diversity, have power to co-opt other members to its body from amongst the Members, excluding Honorary Members, Associate Members and Junior Members and such co-opt members of the Committee or the Sub-Committee shall hold office for such period as the Committee or the Sub-Committee shall from time to time determine.

## **BYELAWS**

113. The Byelaws existing on the day when these Articles come into force shall remain the Byelaws until altered, added to, repealed or replaced by the Board of Directors in accordance with these Articles.

114. The Board of Directors shall have power, from time to time, to make, alter, add to and repeal all such Byelaws as it may deem necessary, expedient or convenient for the efficient running of the Federation and for the proper conduct and management of its affairs, for the regulation of the conduct of the Members and other persons entitled to use the services of the Federation and in particular, but without limiting the generality of the foregoing, the Board of Directors may make Byelaws as to:-

- (a) the terms and conditions regulating all competitions, championships or events conducted or organised by the Federation;

- (b) the terms and conditions under which individual or team show jumping competitions, championships or events will take place;
- (c) the terms and conditions under which individual or team dressage competitions, championships or events will take place;
- (d) the terms and conditions under which individual or team one (1), two (2) or three (3) day eventing competitions, championships or events will take place;
- (e) the eligibility of judges or other officials for individual or team competitions, championships or events;
- (f) the qualification of persons for appointment as judges or other officials for individual and/ or team competitions, championships or events;
- (g) the admission of guests and children and the control and conduct of guests and children on the premises of the Federation and attending the competitions, championships or events organised by the Federation;
- (h) the conduct and dress of the Members and others participating in competitions, championships or events sanctioned or organised by the Federation ;
- (i) This sub-article is deleted in its entirety.
- (j) This sub-article is deleted in its entirety.
- (k) the terms and conditions upon which any services or property of the Federation may be supplied, lent, hired or let to any person;
- (l) the rules to be observed and prizes or stakes to be competed for by the Members taking part in any events sanctioned or organised by the Federation;
- (m) the prohibition of particular competitions, championships or events on the premises of the Federation entirely or at any particular time or times;
- (n) the arrangements with any other societies, associations or clubs for reciprocal concession or otherwise;

(o) the procedures to be adopted to regulate the election of candidates for membership of the Federation; and

(p) generally, all such matters as are commonly the subject matter of the Byelaws or the Rules.

115. No Byelaw shall be inconsistent with, or shall affect or repeal, anything contained in these Articles and any Byelaw may be set aside by a special resolution passed at a Members' Meeting.

116. The Board of Directors shall adopt such means as it deems sufficient to bring to the notice of the Members and other persons admitted to the use of the services of the Federation all Byelaws, alterations and additions thereto and repeals thereof. Copies of all the Byelaws shall be kept by the Secretary and shall be open to inspection by the Members and such other persons as aforesaid. All such Byelaws, so long as they shall be in force, shall be binding upon all Members and such other persons as aforesaid.

117. Any alteration or addition to or repeal of any existing Byelaws, or any new Byelaw and any alteration or addition thereto or repeal thereof shall come into force at the expiration of seven (7) clear days from the date of the same first being published on the Website or such other date as the Board of Directors may decide.

### **MEMBERS' MEETINGS**

118. A Members' Meeting may be held by means of 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 meeting.

118(A) The Board of Directors may, if considered reasonable and proper, postpone any Members' Meeting convened but not yet held or change the format thereof and the postponed meeting shall be held within one (1) month from the date of the notice of postponement or change of format subject to the provisions of the Companies Ordinance.

118(B). The Annual General Meeting shall be held preferably within six (6) months of the financial year end date of the Federation, or as soon thereafter as possible within nine (9) months of the financial year end date of the Federation, and at such time and place as the Board of Directors may determine.

119. At the Annual General Meeting, the following business shall be conducted: -

- (a) To consider and, if approved, to adopt the annual report of the Board of Directors and of the auditors, as well as the audited financial statements which include a statement of financial position and income and expenditure account for the preceding financial year.
- (b) To elect the Directors.
- (c) To appoint the auditors and to fix their remuneration.
- (d) To deal with any resolution in respect of special business of which due notice has been given under Article 120.

120. All businesses (other than those mentioned in Article 119) transacted at an Annual General Meeting and all businesses transacted at a General Meeting shall be deemed special and no resolution shall be submitted in respect of such special business unless the notice convening the meeting indicates the general nature of the special business to be considered PROVIDED HOWEVER that the absence of notice of any special business shall not preclude the discussion at an Annual General Meeting of any matter relating to the affairs of the Federation.

121. The Board of Directors, whenever it deems it necessary or advisable so to do, may convene a General Meeting, and the Board of Directors, upon a requisition made in writing by any twenty five (25) or more Members or the Members representing at least five (5) per cent of the total voting rights of all the Members having the right to vote at the meeting, whichever is the lower, shall convene a General Meeting and in the case of such requisition, the provisions of Sections 566 to 568 of the Companies Ordinance shall have effect.

122. The notice convening a General Meeting shall specify the purpose for which the same is called and in the case of a meeting called upon by the requisition of the Members, such requisition shall be published on the Website together with the notice convening the meeting.

123. Such entrance and other fees and subscriptions which are required to be determined by the Members in Members' Meeting pursuant to these Articles may be determined or revised at any Annual General Meeting or a General Meeting provided that notification of such business shall have been given in the notice convening such meeting in accordance with Article 122.

124. At least twenty-one (21) clear days' notice of the place, day and hour of the Annual General Meeting shall be given to the Members entitled to receive the notice and auditors of the Federation.

125. At least fourteen (14) clear days' notice specifying the place, day and hour of the General

Meeting and in the case of special business the general nature of such business shall be given to Members.

125(A) Despite the fact that a Members' Meeting is called by shorter notice than that specified in Articles 124 and 125, it is regarded as having been duly called if it is so agreed:

- (a) for an Annual General Meeting, by all the Members entitled to attend and vote at the meeting; and
- (b) in any other case, by a majority in number of the Members entitled to attend and vote at the meeting, being a majority together representing at least ninety-five (95) per cent of the total voting rights at the meeting of all the Members.

126. Notice of every Members' Meeting and any statement of financial position, income and expenditure account and any report of the Board of Directors and of the auditors relative to an Annual General Meeting (save as provided under Article 127) shall be sent by post to each Member at his Registered Address and to the auditors for the time being of the Federation or by email to each Member at his email address furnished. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting an envelope or wrapper containing the notice and to have been effected at the expiration of twenty-four (24) hours after the envelope or wrapper containing the same is posted. Service of the notice shall also be deemed to be effected when such notice is sent by email to the Member's email address furnished.

127. Any Member whose Registered Address is not within Hong Kong shall not be entitled to receive notice of Members' Meetings but after such meetings have been held, such Member shall be entitled to receive a copy of notice, any statement of financial position, income and expenditure account, any report of the Board of Directors and of the auditors and a copy of the minutes of the meeting and such documents shall be sent to his Registered Address by surface mail or, at the discretion of the Board of Directors, by airmail or to his email address.

128. The accidental omission to give notice of a Members' Meeting to, or the non-receipt of notice of a Members' Meeting by, any Member shall not invalidate the proceedings at that Members' Meeting or any resolution passed thereat.

129. Save as otherwise provided in these Articles, ten (10) Members present in person or by proxy shall be a quorum for a Members' Meeting. No business shall be transacted at any Members' Meeting unless the requisite quorum of Members is present at the time when the meeting proceeds to business and continues to be present until the conclusion of the meeting.

130. The President, and failing him the Vice-President, shall preside as chairman at every Members' Meeting. If there is no such President or Vice-President, or if he is not present within fifteen (15) minutes after the time appointed for the holding of the meeting, or if he is unwilling to act, or if he

shall have previously notified the Secretary of his intention not to attend the meeting, the Directors present shall elect another Director to be chairman of the meeting. If no Director is willing to act as chairman, the Members present shall choose any one of their number to be chairman of the meeting.

131. If within fifteen (15) minutes after the time appointed for any Members' Meeting a quorum of Members is not present, the meeting, if convened upon the requisition of Members, shall be dissolved; in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Board of Directors may determine and if at the adjourned Members' Meeting a quorum of Members is not present within fifteen (15) minutes after the time appointed for the holding of the meeting, the Members present in person or by proxy shall be a quorum.

132. The chairman of a Members' Meeting may, with the consent of the Members 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 Members' Meeting other than the business left unfinished at the meeting from which the adjournment took place.

133. The Secretary and any professional advisor, employee, servant or agent of the Federation may be present at or participating in a Members' Meeting if the Board of Directors so decides.

134. At a Members' Meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the show of hands) demanded by (i) the chairman of the meeting or (ii) at least three (3) Members present in person and entitled to vote at the meeting or by proxy or (iii) any Member or Members present in person or by proxy and representing at least five (5) per cent of the total voting rights of all the Members having the right to vote at the meeting.

135. At any Members' Meeting, unless a poll is demanded, a declaration by the chairman of the Meeting that a resolution has on a show of hands been carried, carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Members' Meetings shall, in the absence of manifest error, be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against the resolution.

136. Upon a show of hands, every Member present or participating in person or by proxy and entitled to vote shall have one (1) vote.

137. If a poll is duly demanded, it shall be taken at such time and place and in such manner as the chairman of the meeting directs and either at once or after an interval or adjournment, or otherwise, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn. In case of any dispute as to the admission or



rejection of a vote, the chairman of the meeting shall determine the same and such determination shall be final and conclusive.

138. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of each of the following meetings at which the show of hands takes place or at which the poll is demanded shall or shall not exercise his power as mentioned below:

- (a) at Annual General Meeting, he shall be entitled to a second or casting vote; and
- (b) at General Meetings, he shall not be entitled to a second or casting vote.

139. The demand for a poll shall not prevent the continuance of a Members' Meeting for the transaction of any business other than the question on which a poll has been demanded. No poll shall be demanded on the election of a chairman of a meeting and a poll demanded on a question of adjournment shall be taken forthwith at the meeting without adjournment.

140. On a poll, every Member present at or participating in any Members' Meeting and entitled to vote shall have one (1) vote, and votes may be given either personally or by proxy. A proxy must be a Member. On a poll, the proxy may cast his personal vote and one (1) vote for each person for whom he is a proxy.

141. The instrument appointing a proxy shall be in writing under the hands of the appointor and shall be deemed to confer authority to demand or join in demanding a poll.

142. An instrument appointing a proxy shall be in the following form or form as near thereto as circumstances admit or in such other form or to such other effect as the President shall from time to time or for any particular meeting approve:-

## Form of Proxy

**Annual General / General Meeting to be held on [date] or its adjournment**

I (Note 1) \_\_\_\_\_,  
being a Member of the Hong Kong Equestrian Federation (the “HKEF”), hereby appoint  
(Note 2) \_\_\_\_\_  
of (Note 3) \_\_\_\_\_  
or failing him/her, (Note 2) \_\_\_\_\_  
of (Note 3) \_\_\_\_\_  
or failing him/her, the chairman of the Annual General / General Meeting (the ‘Chairman’) as my  
proxy to attend, speak and act for me and on my behalf at the Annual General / General Meeting of  
HKEF to be held on \_\_\_\_\_, or at its adjournment and to vote for me and in my name in  
respect of such resolution(s) as indicated below, and, if no such indication is given, as my proxy  
thinks fit.

	For (Note 4)	Against (Note 4)	Abstain (Note 4)
1. To			

	For (Note 4)	Against (Note 4)	Abstain (Note 4)
2. To			

	For (Note 4)	Against (Note 4)	Abstain (Note 4)
3. To			

Name in full: (Note 1) \_\_\_\_\_

Email address: \_\_\_\_\_ Contact phone number: \_\_\_\_\_

Address in full: \_\_\_\_\_

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

Notes :-

- (1) Full name to be inserted in BLOCK CAPITALS.
- (2) Please insert the name of the proxy desired in the space provided. If no name is inserted, the Chairman will act as your proxy. A proxy must be a member of HKEF (the “**Members**”).
- (3) Please insert the address of the proxy desired in the space provided.
- (4) **IMPORTANT:** If you wish to vote for any resolution, please tick (✓) in the appropriate box marked “For”. If you wish to vote against any resolution, please tick (✓) in the appropriate box marked “Against”. If you wish to abstain from any resolution, please tick (✓) in the appropriate box marked “Abstain”. Failure to tick any box of a resolution will entitle your proxy to cast your vote at his/her discretion in respect of that resolution. Your proxy will also be entitled to vote at his/her discretion or to abstain from voting on any resolution properly put to the Meeting other than those referred to above.
- (5) In accordance with articles 83 to 85 of Part B of HKEF’s articles of association, \_\_\_\_\_ and \_\_\_\_\_ will retire by rotation at the forthcoming Annual General Meeting and, being eligible, have offered themselves for re-election. The time for nomination of other candidates for election to the Board of Directors expires on \_\_\_\_\_ and their names will be posted on the website of the HKEF (<http://www.hkef.org>).]  
**IMPORTANT:** You may instruct your proxy to vote for **TWO** candidates of your choice by inserting their names in the spaces provided and putting a tick (✓) under the column “FOR” in respect of each name. Failure to tick any of the boxes in respect of each candidate, failure to insert the name of candidates, or inserting names of more than two candidates will entitle your proxy to cast your vote at his/her discretion in respect of this resolution.]
- (6) To be valid, the Form of Proxy must be deposited with the company secretary of HKEF at [*insert current address of HKEF*] not less than 48 hours before the time appointed for holding the Annual General / General Meeting or its adjournment.
- (7) Completion and return of the Form of Proxy will not preclude Members from attending the Annual General / General Meeting and voting in person should they so wish. In such event, the Form of Proxy deposited in accordance with note (6) above will be deemed to be revoked.
- (8) This Form of Proxy must be signed by the Member.
- (9) Members should fill in the Form of Proxy by himself/herself. Any alteration made to this Form of Proxy must be initialled by the Member signing the form. All Members are required to leave his/her contact phone number/ email address on the Form of Proxy as HKEF’s staff may contact the Members for verification.

143. This Article is deleted in its entirety.

144. The instrument appointing a proxy shall be deposited with the Secretary not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in such instrument proposed to vote or for the taking of a poll, as the case may be, and

in default the instrument of proxy shall not be treated as valid.

145. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy if no intimation in writing of such death or revocation shall have been received by the Secretary before the commencement of the meeting or adjourned meeting to which the proxy relates.

## **ACCOUNTS**

146. The Board of Directors shall cause proper and sufficient books of account to be kept and financial statements to be prepared with respect to the moneys received and expended by the Federation and the matter in respect of which the receipt and expenditure take place and the assets and liabilities of the Federation.

146A The Board of Directors must prepare annual financial statements for each accounting reference period as required by the Companies Ordinance. The financial statements must be prepared to show a true and fair view of the state of the Federation's affairs and explain its transactions and follow accounting standards issued or adopted by the Hong Kong Institute of Certified Public Accountants or its successors and adhere to all of its recommended practices.

146B The Board of Directors must keep accounting records as required by the Companies Ordinance.

147. The financial statements of the Federation shall be made up to and closed on the 31st day of March in each year or on such other date as the Board of Directors shall decide from time to time; a statement of financial position containing a summary of the assets and liabilities of the Federation and an income and expenditure account shall be prepared by the Federation and audited by the auditors (appointed by the Members at the Annual General Meeting for the preceding year) and shall be signed by at least two (2) Directors, and an auditors' report shall be attached thereto.

148. Not less than twenty-one (21) days before the date of each Annual General Meeting, a copy of the financial statements which include a statement of financial position, income and expenditure account, report of the Board of Directors and of the auditors to be laid before the Annual General Meeting shall be posted in accordance with Article 126 to every Member entitled to receive notice.

149. The books of account shall be kept at the registered office of the Federation or subject to the Section 374 of the Companies Ordinance, at such other place or places as the Board of Directors may think fit, and shall be open to the inspection of the Directors during usual office hours of the Federation.

150. The Federation in Members' Meeting may from time to time make reasonable conditions and regulations as to the time and manner of the inspection by the Members (other than the Directors) of the accounts and books of the Federation or any of them, and subject to such conditions and regulations the accounts and books of the Federation shall be open to inspection by the Members at all reasonable times during normal office hours.

### **SEAL**

151. The Board of Directors shall provide, from time to time, for the safe custody and use of the Seal. All documents requiring the Seal to be affixed thereto shall be signed by two (2) Directors or one (1) Director and the Secretary or such other person as may be appointed by the Board of Directors for that purpose.

### **WINDING UP**

152. If at any time the number of Members falls below fifty (50), the Board of Directors shall summon a General Meeting and such may by a special resolution declare that the Federation ought to be wound up, whereupon the Federation shall take all reasonable steps to be wound up.

152A. The provisions of Article 9 of Part A of these Articles relating to the winding-up or dissolution of the Federation shall have effect and be observed as if the same were repeated in this Part B of these Articles.

153. This article is deleted in its entirety as it repeats the contents of Article 4 of Part A of these Articles.

154. This article is deleted in its entirety as it repeats the contents of Article 9 of Part A of these Articles.

### **AUDIT**

155. Auditor or auditors shall be appointed and his or their duties regulated in accordance with the statutory and other requirements.

### **INDEMNITY**

156(1). Subject to Section 468 of the Companies Ordinance, every officer, servant and employee of the Federation (other than a Director and member of any Committee or Sub-Committee) shall be indemnified out of the funds and assets of the Federation against all liabilities incurred by him in the proper and reasonable discharge of his duties as such officer, servant or employee 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 an application under Sections 903 and 904 of the Companies Ordinance, in which relief is granted to him by the court provided that none of the funds and assets of the Federation shall be applied in payment of the whole or part of any fine or penalty imposed upon any person by sentence or order of a Court of Justice.

(2)(A). A current or former Director or a current or former member of any Committee or Sub-Committee may be indemnified out of the Federation's funds and assets against any liability incurred by him to a person other than the Federation or an associated company of the Federation (the "**Associated Company**") in connection with any negligence, default, breach of duty or breach of trust in relation to the Federation or the Associated Company (as the case may be).

(B) Paragraph (A) only applies if the indemnity does not cover:

- (a) any liability of the Director and member of any Committee or Sub-Committee 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 and member of any Committee or Sub-Committee:
  - (i) in defending criminal proceedings of which the Director or member of any Committee or Sub-Committee is convicted;
  - (ii) in defending civil proceedings brought by the Federation, or an Associated Company, in which judgment is given against the Director and member of any Committee or Sub-Committee;
  - (iii) in defending civil proceedings brought on behalf of the Association by a Member or a member of an Associated Company, in which judgment is given against the Director or member of any Committee or Sub-Committee;
  - (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 Director or member of any Committee or Sub-Committee; or
  - (v) in connection with an application for relief under Section 903 or 904 of the Companies Ordinance, in which the Court refuses to grant the Director and member of any Committee or Sub-Committee relief.

(C) A reference in paragraph (B)(b) 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), 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), an appeal is disposed of if:

- (a) it is determined, 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 Federation against all liabilities, costs, claims, damages and loss caused to the Federation or any third party arising out of his participation in any activity sanctioned or organized by the Federation.

## **RULES**

157. The Board of Directors shall have power from time to time to make such Rules in furtherance of the objects for which the Federation is established and for the proper conduct and management of the affairs of the Federation as the Board of Directors may from time to time deem necessary, expedient or convenient, provided always that such Rules shall not be inconsistent with these Articles. The Board of Directors may also by resolution revoke or alter the Rules at any time.

## **INDEPENDENT AUDITOR'S INSURANCE**

158(1). Only in furtherance of the Federation's objects but not otherwise, the Directors may decide to purchase and maintain insurance, at the expense of the Federation, for an auditor, or an independent auditor of an Associated Company against:

(a) any liability to any person attaching to the independent 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 independent auditor in relation to the Federation or any of the Associated Companies (as the case may be); or

(b) any liability incurred by the independent auditor in defending any proceedings (whether civil or criminal) taken against the independent auditor for any negligence, default, breach of duty or breach of trust (including fraud) occurring in the course of performance of the duties of independent auditor in relation to the Federation 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 independent auditor includes the performance of the duties of an auditor specified in Sections 415(6)(a) and (b) of the Companies Ordinance.

## **RECORDS**

159. The Board of Directors must cause the information of the Federation to be adequately recorded for future reference as required by the Companies Ordinance.

## **SUBSIDIARY**

160. The Federation shall not form a subsidiary or hold a controlling interest in another body corporate unless the formation of such a subsidiary or the holding of such a controlling interest has previously been approved by the Registrar in writing.

## **NO ALTERATION CLAUSE**

161. No addition, alteration or amendment shall be made to or in these Articles 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.

## **ELECTRONIC COMMUNICATION**

162. Any document or information to be sent or supplied by the Federation to a Member under these Articles may be sent or supplied by the Federation in electronic form to such Member at such email address as he may provide under Article 57, subject to the Federation complying with these Articles and any other applicable laws, rules, regulations and codes from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such Member.

## **MISCELLANEOUS**

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

164. Any question as to the interpretation of these Articles shall be left to the Board of Directors whose decision on any point shall be final and binding on all the persons or societies affected.

## **ANTI-DOPING**

165. The Anti-Doping Rules promulgated by The Sports Federation and Olympic Committee of Hong Kong, China and/or Hong Kong Anti-Doping Committee (as the case may be) from time to time shall be incorporated into these Articles and any person(s) (whether Members or not) taking part



in any of the activities of the Federation or in any activities with which the Federation may be associated or affiliated, who act(s) in breach thereof, shall be subject to discipline as imposed by the Board of Directors as it deems fit and proper.

## **ANTI-CORRUPTION**

166. Each of the Directors and members of any Committee or Sub-Committee, as well as the officers, staff and employees of the Federation 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 Board of Directors 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.

## **DISCIPLINARY PROCEEDINGS**

167. If circumstances require, a disciplinary committee shall be set up by the Board of Directors (the ‘**Disciplinary Committee**’) for the purposes of investigating complaints (including the finding of reasonable grounds for bringing a charge or charges) against, dealing with disciplinary and report matters as well as appeals against the decision of the Disciplinary Committee of (i) a Director acting in that capacity; (ii) a member of the Committee or Sub-Committee acting in that capacity (collectively, the “**Defendants**”); or (iii) any other Members.

The members of the Disciplinary Committee shall be appointed and removed by the Board of Directors.

The Disciplinary Committee shall comprise Directors, other Members and non-Members recommended and/or invited by the Board of Directors provided that the number of non-Members does not exceed one-third of the Disciplinary Committee, and shall be chaired by a Director.

The Defendant(s) will be prohibited from participating in the proceedings of the Board of Directors or Committee or Sub-Committee, as the case may be, in connection with anything related to, arising from or ancillary to the complaint, disciplinary or appeal matter.

The Disciplinary Committee shall be dissolved when the purposes of setting it up have been fulfilled or satisfied.