



編號 666738
No.

公司註冊處
COMPANIES REGISTRY

公司更改名稱證明書
CERTIFICATE OF CHANGE OF NAME

本人謹此證明

I hereby certify that

HONG KONG AMATEUR SWIMMING ASSOCIATION
香港業餘游泳總會

已獲發特許證可無須加入「有限公司」一詞，並已藉
having been granted a licence to dispense with the word 'Limited' and having by
特別決議更改其名稱，該公司為有限公司，
special resolution changed its name, is a limited company and is now incorporated
其根據香港法例第622章《公司條例》註冊的
under the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)

名稱現為
in the name of

HONG KONG CHINA SWIMMING ASSOCIATION
中國香港游泳總會

本證明書於二〇二一年四月二十七日發出。

Issued on 27 April 2021.

香港特別行政區公司註冊處處長徐麗貞

Ms Kitty TSUI

Registrar of Companies
Hong Kong Special Administrative Region

註 Note:

公司名稱獲公司註冊處註冊，並不表示獲授予該公司名稱或其任何部分的商標權或任何其他知識產權。

Registration of a company name with the Companies Registry does not confer any trade mark rights or any other intellectual property rights in respect of the company name or any part thereof.

Company No.: 0666738

THE COMPANIES ORDINANCE (CHAPTER 622)

HONG KONG AMATEUR SWIMMING ASSOCIATION
(香港業餘游泳總會)
("the Company")

SPECIAL RESOLUTION

Passed on 14th day of December, 2020

The following Special Resolution was duly passed at the **Extraordinary General Meeting** of the Company, duly convened and held at Lecture Theater, 2nd Floor, Olympic House, 1 Stadium Path, So Kon Po, Causeway Bay, Hong Kong on 14th day of December, 2020

SPECIAL RESOLUTION

THAT upon having obtained the approval given by the Registrar of Companies on 27th November, 2020 and the endorsement of FINA on 13th April, 2021, the name of the Company be hereby changed to **HONG KONG CHINA SWIMMING ASSOCIATION** ("中國香港游泳總會") with effect from 13th day of April, 2021 .

WONG Man Chiu, Ronnie, BBS, JP
President

MEMORANDUM

and

ARTICLES OF ASSOCIATION

of

HONG KONG AMATEUR SWIMMING ASSOCIATION

香港業餘游泳總會

Incorporated on the 3rd day of February 1999

(Reprinted incorporating alterations as at 28th December 2006 and [23rd March 2009])

Reprinted further alterations as at 12 December 2019

**THE COMPANIES ORDINANCE
(CHAPTER 32)**

COMPANY LIMITED BY GUARANTEE

SPECIAL RESOLUTIONS

OF

HONG KONG AMATEUR SWIMMING ASSOCIATION LIMITED
香港業餘游泳總會有限公司

Passed on 28th December 2006

The following special resolution was duly passed at an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at Club De Recreio, 20 Gascoigne Road, King's Park, Kowloon, Hong Kong on 28th December 2006:-

SPECIAL RESOLUTION

THAT, subject to the Registrar of Companies raising no objections, the Memorandum and Articles of Association of the Company be and are hereby amended so that they are on the same terms as those set out in the attached new Memorandum and Articles of Association and THAT the same be adopted as the new Memorandum and Articles of Association of the Company with effect from 1st April 2007.

(Sd.) Mr. Ronnie Wong Man Chiu
Mr. Ronnie Wong Man Chiu
Hon. Secretary

No.666738

編號

[COPY]

COMPANIES ORDINANCE
(CHAPTER 32)
香港法例第 32 章
公司條例

CERTIFICATE OF INCORPORATION
公司註冊證書

I hereby certify that
本人謹此證明

HONG KONG AMATEUR SWIMMING ASSOCIATION LIMITED
香港業餘游泳總會有限公司

is this day incorporated in Hong Kong under the Companies Ordinance,
於本日在香港依據公司條例註冊成為
and that this company is limited.
有限公司。

Issued by the undersigned on 3 February 1999.
本證書於一九九九年二月三日簽發。

(Sd.) MISS R. CHEUNG
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)

THE COMPANIES ORDINANCE (CHAPTER 622)

(Company Limited by Guarantee and Not Having a Share Capital)

**MEMORANDUM OF ASSOCIATION
OF
HONG KONG AMATEUR SWIMMING ASSOCIATION
香港業餘游泳總會**

1. Name

The name of the Company shall be Hong Kong Amateur Swimming Association 香港業餘游泳總會 (hereinafter referred to as the "**Association**").

2. Registered Office

The Registered Office of the Association will be situated in Hong Kong Special Administrative Region of the People's Republic of China ("**Hong Kong**").

3. Objects of the Association

The Association is the official body for the administration of activities, events, competitions and related matters in Swimming, Diving, Water Polo, Artistic Swimming, Open Water Swimming, Masters and related sports (the "**Swimming Sports**") in Hong Kong and is established for the following objects (the "**Objects**"), that is to:

- (a) acquire and take over all or any parts of the assets and liabilities and management of the existing unincorporated body known as "The Hong Kong Amateur Swimming Association" and to conduct the same in succession to and in continuance of the said "The Hong Kong Amateur Swimming Association";
- (b) conduct, encourage, promote, advance, control and administer the Swimming Sports in Hong Kong;
- (c) stimulate public opinion in favour of providing proper facilities for the practice of the Swimming Sports;
- (d) draw up, promulgate and enforce uniform laws and rules for the control and regulation of the Swimming Sports and related activities, events and competitions in Hong Kong and to deal with any infringements thereof;
- (e) promote, organize and participate in international or regional competitions of or related to the Swimming Sports;

- (f) affiliate and otherwise liaise with the Federation Internationale de Natation or its successor or assign ("**FINA**") and any other relevant international or regional bodies;
- (g) ensure compliance with the rules and Bye-Laws of FINA as amended from time to time;
- (h) collect, distribute and publish information in connection with the Swimming Sports;
- (i) promote, convene, arrange and hold national, regional and international competitions, championships, exhibitions, demonstrations, shows, displays, meetings, conferences and discussions relating directly or indirectly to the Swimming Sports;
- (j) provide prizes, bursaries, grants and awards for any or all competitors, persons, companies, clubs, associations, societies or bodies interested in the Swimming Sports and other associated personnel;
- (k) strive for governmental, commercial and public recognition of the Association and the Swimming Sports;
- (l) pursue through itself or others such commercial arrangements, including sponsorships and marketing opportunities as are appropriate, to further these Objects and the Swimming Sports;
- (m) purchase, take on lease, hire, borrow or otherwise acquire and to sell, let on hire, exchange, or otherwise dispose of any training equipment and any other things necessary or convenient for carrying on the Objects and the Swimming Sports;
- (n) sell, improve, manage, lease, mortgage, pledge, dispose of or otherwise deal with the properties and funds of the Association with a view to furtherance of the Objects and the Swimming Sports;
- (o) invest and deal with the whole or part of any funds of the Association as may accumulate and not immediately required to be expended in such manner as from time to time as the members of the Association shall seem expedient in furtherance of the Objects and the Swimming Sports;
- (p) borrow or raise fund for the Association on such terms and on such security as the members of the Association may think fit;
- (q) subscribe, purchase or otherwise acquire from the holders thereof shares in any company or undertaking in furtherance of the Objects and the Swimming Sports Provided Always that the Association shall not at any time acquire by whatever means any such company or undertaking as its subsidiary;
- (r) represent the interests of members of the Association and of the Swimming Sports generally in any appropriate forum;

- (s) institute or defend any action or other legal proceedings in any Court of Justice or before any tribunal in all matters in connection with or in relation to or for any purpose of the Association; and
- (t) to do all such other lawful things as are incidental or conducive to the attainment of the Objects.

Provided that :-

- (a) In case the Association shall take or hold any property which may be subject to any trusts, the Association will only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (b) The Objects of the Association shall not extend to the regulation of relations between workers and employers or organizations of workers and organizations of employers.

4. Application of Income and Property

- (a) The income and property of the Association, howsoever derived, shall be applied solely towards the promotion of the Objects of the Association as set forth in this Memorandum of Association.
- (b) Subject to Clause (d) below, no portion of the income or property of the Association shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever, to any members of the Association.
- (c) No member of the Executive Committee of the Association (as established from time to time under the Articles of Association of the Association (the "**Articles of Association**") and hereinafter referred to as the "**Executive Committee**") shall be appointed to any salaried office of the Association, or any office of the Association paid by fees and no remuneration or other benefit in money or money's worth except as provided in Clause (d) below, shall be given by the Association to any member of the Executive Committee.
- (d) Nothing herein shall prevent the payment, in good faith, by the Association: -
 - (i) of reasonable and proper remuneration or other benefit in money or money's worth to any officer or servant of the Association, or to any member of the Association not being a member of the Executive Committee of Association in return for any services actually rendered to the Association;
 - (ii) for any out-of-pocket expenses reasonably and actually incurred by any member of the Association or member of the Executive Committee of the Association;

- (iii) of interest on money lent by any member of the Association or its Executive Committee or Governing Body at a rate per year not exceeding 2% above the prime rate prescribed for the time being by The Hongkong and Shanghai Banking Corporation Limited for Hong Kong dollars loans;
 - (iv) of rent for premises demised or let by any member of the Association, or member of the Executive Committee or Governing Body of the Association: 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;
 - (v) of remuneration or other benefit in money or money's worth to a body corporate in which a member of the Association or member of the Executive Committee 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 one-hundredth part of its votes;
 - (vi) for goods actually supplied to the Association in its ordinary and usual course of business at arm's length;
- (e) No person shall be bound to account for any benefit he may receive in respect of any payment properly paid in accordance with Clause (d) above.

5. Liability of Members

The liability of the members is limited.

6. Contribution by Members

Every member of the Association undertakes to contribute to the assets of the Association in the event of it being wound up while he is a member, or within one year after he ceased to be a member, for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required but not exceeding one hundred Hong Kong Dollars (HK\$100.00).

7. Distribution of Assets and Property on Winding Up

If upon winding up or dissolution of the Association there remains, after satisfaction of all its debts and liabilities, any assets or property whatsoever, this shall not be paid to or distributed amongst the members of the Association; but shall be given or transferred to some other institution or institutions, having objects similar to the Objects of the Association, and which prohibit the distribution of its or their income and property amongst its or their members to an extent at least at great as is imposed on the Association under or by virtue of

Clause 4 above and this clause, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and in default thereof by a Judge of the High Court of the Hong Kong Special Administrative Region having jurisdiction in regard to charitable funds and, if this provision cannot be effected, then to some charitable object.

8. Addition Alteration or Amendment

No addition, alteration or amendment shall be made to or in this Memorandum of Association or the Articles of Association for the time being in force, unless such addition, alteration or amendment has previously been submitted to and approved by the Registrar of Companies in writing or is made under a direction given under section 104(2)(b) or 105 of the Companies Ordinance (Cap. 622).

We, the several persons, whose names, addresses and descriptions are hereto subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association, and we respectively agree to be members of the Association:-

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

Names, Addresses and Descriptions of Subscribers

Mr. Arnaldo de Oliveira Sales

(沙理士)

[Occupation]

[Address]

Dr. Wong Yat Sun

(王日燊)

[Occupation]

[Address]

Mr. Ronnie Wong Man Chiu

(王敏超)

[Occupation]

[Address]

Miss Agnes Tsang

(曾坤鈺)

[Occupation]

[Address]

Mr. Tung Kam Sing

(佟金城)

[Occupation]

[Address]

Mr. Alan Sham

(沈家倫)

[Occupation]

[Address]

Miss Chu Ka Shum

(朱家心)

[Occupation]

[Address]

Dated the 30th day of September 1998.
Witness to the above signatures:

E. G. SOUSAE
Solicitor
Hong Kong

THE COMPANIES ORDINANCE (CHAPTER 622)
(Company Limited by Guarantee Not Having a Share Capital)

**ARTICLES OF ASSOCIATION
OF
HONG KONG AMATEUR SWIMMING ASSOCIATION**
香港業餘游泳總會

1. Definitions and Interpretation

(1) In these Articles of Association unless the contrary intention appears:

Activities	means	any activities, events, training courses, clinics, exhibitions, meetings, demonstration or such other categories of activities sanctioned, authorized, organized or held, whether solely or jointly with any other association, body or organization, by the Association or any Member or a member of a national federation affiliated to FINA.
Affiliate Member	means	(and includes) organizations, corporate bodies, associations or institutions granted Affiliate Membership and whose names appear in the register of Members of the Association from time to time as an Affiliate Member and which has complied with Clause 3(1)(d).
Annual General Meeting	means	the annual general meeting of the Association to be held pursuant to Clause 12(2).
Article(s) of Association	means	these Articles of Association and any reference to an Article(s) shall mean the provision(s) herein.
Association	means	香港業餘游泳總會 HONG KONG AMATEUR SWIMMING ASSOCIATION.
Athlete(s)	means	a person who registers with the Association as a Registered Individual in accordance with Clause 4(2) and whose name appears on the register of Registered Athletes kept by the Association in accordance with Clause 4(1).
Auditor	means	the auditing firm engaged by the Association

in preparing an audited financial statements of the Association for a Financial Year.

Business days	means	a day (excluding a Saturday or a Sunday).
Bye-Laws	means	any Bye-Laws which has been made or shall be made by the Executive Committee pursuant to Clause 28 of the Articles of Association.
Coach(es)	means	a person who registers with the Association as a Registered Individual in accordance with Clause 4(2) and whose name appears on the register of Registered Coaches kept by the Association in accordance with Clause 4(1).
Companies Ordinance	means	the Companies Ordinance Chapter 622 of the Laws of Hong Kong including the related subsidiary legislation and any amendment thereof for the time being in force.
Competitions	means	(and includes) (i) any championship or competition organized or held, whether solely or jointly with any other association, body or organization, by the Association; or (ii) any championship, competition, series or meeting sponsored by or conducted by or on behalf of the Association or a member of a national federation affiliated to FINA; or (iii) any international competition, series, meeting, or championship at which the Association or Hong Kong is represented.
Delegate	means	the person or persons elected or appointed from time to time by a Full Member to act for and on behalf of that Full Member and represent the Full Member at General Meetings.
Executive Committee	means	the executive committee of the Association constituted under the Articles of Association

and every Committee Member shall be deemed to be a "director" of the Association for the purpose of the Companies Ordinance.

Extraordinary General Meeting	means	any General Meetings of the Association other than the Annual General Meeting pursuant to Clause 12(3)
FINA	means	Federation Internationale de Natation and shall include its successor or assign
Financial Year	means	the year ending 31 March each year
Full Member	means	(and includes) organizations, corporate bodies, associations or institutions granted Full Membership and whose names appear in the register of Members of the Association from time to time as a Full Member and which has complied Clause 3(1)(b)(iv).
General Meeting	means	a general meeting whether annual or extraordinary general meeting of the Association at which, subject to the Articles of Association, the Members are entitled to attend and/or debate and/or vote at such General Meeting in accordance with Clauses 12 to 17.
Hong Kong	means	Hong Kong Special Administrative Region of the People's Republic of China.
Honorary Member	means	a Full Member granted with Honorary Membership in accordance with Clause 3(1)(c) and Honorary Membership shall be construed accordingly.
Honorary Secretary	means	the honorary secretary of the Association elected pursuant to Clause 26 of the Articles of Association from time to time and such honorary secretary shall be deemed to be the company secretary of the Association for the purpose of the Companies Ordinance.
Judiciary Committee	means	the standing Sub-Committee established by the Executive Committee under Clause 25
Member(s)	means	a member or members prescribed under the Articles of Association including but not exclusively Full Member, Life Member, Honorary Member, Affiliate Member or such

categories of members as shall be prescribed by the Executive Committee and adopted by the General Meeting.

Member(s) of the Executive Committee	means	a member or members of the Executive Committee and includes any person acting in that capacity from time to time.
Objects	means	the objects of the Association as prescribed under the Memorandum of Association.
Officer(s) or Officer(s) of the Association	means	the officers for the time being of the Association elected under Clause 26 including President, Vice-Presidents, Honorary Secretary, Assistant Honorary Secretaries and Honorary Treasurer.
Official(s)	means	a person who registers with the Association as a Registered Individual in accordance with Clause 4(2) and whose name appears on the register of Registered Officials kept by the Association in accordance with Clause 4(1).
Predecessor Ordinance	means	The predecessor Ordinance as defined in section 2(1) of the Companies Ordinance including the related subsidiary legislation.
the PRC	means	The People's Republic of China
Registered Individual(s)	means	an Athlete, Coach and/or Official registered with the Association in accordance with Clause 4(2) and whose name appears in the register of Registered Athletes, Coaches and Officials maintained by the Association in accordance with Clause 4(1).
Register of Members	means	the register of Members of the Association kept in accordance with Clause 6.
Reporting Documents	means	the reporting documents for a financial year as specified in section 357(2) of the Ordinance.
Rules	means	the rules enacted by the Executive Committee and/or the Standing Committees and/or the Members in General Meeting for the management of the Association.
Societies Ordinance	means	the Societies Ordinance (Cap. 151) of the Laws of Hong Kong and any amendment

thereof for the time being in force

- Standing Committee(s) means (and includes) Technical Committee, Swimming Committee, Diving Committee, Water Polo Committee, Artistic Swimming Committee, Open Water Swimming Committee, Masters Committee and Appeal Committee established under the Articles of Association pursuant to Clause 36.
- Sub-Committee(s) means any committee (including the Judiciary Committee) established by the Executive Committee under Clause 25.
- Swimming Sports means swimming, diving, water polo, artistic swimming, open water swimming, masters and such discipline of sports as may be developed or regulated by the Association from time to time and reference to the Swimming Sports shall mean any one or all of the captioned disciplines of sports as the context may require.

(2) Expressions referring to "in writing" and "written" shall unless the contrary intention appears, mean written or printed, or partly written or partly printed, and include printing, lithography, photography, facsimile, instant messaging, email and other modes of representing or reproducing words in a visible form.

(3) In the Articles of Association:

- (a) Unless the Context otherwise requires, words or expressions contained in these Articles shall bear the same meanings as in the Ordinance or any statutory modification thereof in force at the date at which these Articles become binding on the Association. The headings contained in these Articles are intended for ease of reference only and shall not affect the construction or interpretation of these Articles. When any provision of the Ordinance is referred to, the reference is to such provision as modified by any Ordinance for the time being in force. Unless the context otherwise requires, expression defined in the Ordinance or any statutory modification thereof in force at the date which these regulations become binding on the Association shall have the meanings so defined.
- (b) Table "C" in the First Schedule to the Predecessor Ordinance and the Model Articles prescribed in Schedule 3 to the Companies (Model Articles) Notice, Cap.622H shall not apply to the Association.
- (c) Words importing the singular include the plural and vice versa unless the context clearly indicates the otherwise.

- (d) Words importing any gender include the other gender;
 - (e) References to persons include corporations, bodies, partnerships and associations.
 - (f) References to a person include the legal personal representatives, successors and permitted assigns of that person.
 - (g) Reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction).
- (4) If any provision of the Articles of Association or any phrase contained in it is invalid or unenforceable in any jurisdiction, the phrase or provision is to be read down for the purpose of that jurisdiction, if possible, so as to be valid and enforceable. If it cannot be read down it shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of the Articles of Association or affecting the validity or enforceability of that provision in any other jurisdiction.

2. General and Jurisdiction

- (1) The Association is established for the objects expressed in the Memorandum of Association.
- (2) The Association claims jurisdiction over all swimming, diving, water polo, artistic swimming, open water swimming and masters Activities, Competitions and related matters in Hong Kong.
- (3) The Association will select and manage teams and/or individuals to represent Hong Kong in all swimming, diving, water polo, artistic swimming, open water swimming and masters Activities, Competitions and related matters, whether in Hong Kong or outside Hong Kong.
- (4) The Association will appoint one or more representative(s) as may be required to attend meetings, conferences and other assemblies as well as technical courses and programmes related to swimming, diving, water polo, artistic swimming, open water swimming and masters whether in Hong Kong or outside Hong Kong as appropriate.

3. Membership

- (1) Membership classification and definition:
 - (a) The Members of the Association shall consist of:
 - (i) Full Members which have paid the annual subscription fees to the Association;

- (ii) Honorary Members;
- (iii) Affiliate Members which have paid the annual subscription fees to the Association;
- (iv) such new categories of Members as may be created in accordance with Clause 3(3) of the Articles of Association.

It is a condition of membership of the Association that all Members shall be subject to and bound by all rules, regulation and bye-laws of the Association and FINA which may from time to time be applicable. The number of members shall be fixed by the Association from time to time and the Executive Committee may from time to time register an increase of Members.

(b) Full Member

- (i) Membership of Full Member is open to:
 - I. all non-profit making organizations, corporate bodies, associations or institutions promoting Swimming Sports amongst their members; or
 - II. members of Swimming Sports, joining as a body, of non-profit making organizations, corporate bodies, associations or institutions.
- (ii) Any organization, corporate body, association or institution making application for a membership of Full Member must prove to the satisfaction of the Executive Committee that it is properly established and constituted and its affairs are conducted in a reasonable and fair way and such matters as the Executive Committee in its absolute discretion requests.
- (iii) Each application for membership of Full Member must be approved by a two-thirds majority of the Members which are entitled to vote at General Meetings and which are present at a General Meeting.
- (iv) Membership of Full Member shall be renewed annually and each Full Member shall comply with the following requirements and agrees that they form conditions for renewal of its membership:
 - I. The Full Members shall submit to the Honorary Secretary fourteen (14) business days before 31 March each year a form of renewal of membership (the "**Full Member Renewal Form**") to the Association, the format and content of the Full

Member Renewal Form to be determined by the Executive Committee in its sole and absolute discretion; and

- II. The Full Members shall agree to such terms and conditions included in the Renewal Form as determined by the Executive Committee.

Any Full Member which fails to comply with this Clause (the "**Defaulting Full Member**") shall have its membership suspended and the Delegates of the Defaulting Full Member shall have no right and be precluded from attending or debating or voting at or during the Annual General Meeting or any General Meeting and the Athletes, Coaches and Officials of the Defaulting Full Member, if registered as Registered Individuals, shall have their rights as Registered Individuals suspended and have no right and be precluded from participating or attending any Activities or Competitions.

- (v) The Defaulting Full Member may apply to restore its membership by submitting the Full Member Renewal Form to the Honorary Secretary and the Honorary Secretary shall have the sole rights to accept or reject such late Full Member Renewal Form and to require the fulfilling of such conditions by the Defaulting Full Member as the Honorary Secretary shall in his sole discretion think appropriate.
 - (vi) If the Defaulting Full Member shall fail to comply with Clause 3(1)(b)(iv)(I) and (II) for a second time, its membership shall be terminated automatically and all the rights and obligations of the Defaulting Full Member and the rights of all Registered Individual registered or affiliated with the Defaulting Full Member shall be terminated at the same time without giving any explanation.
 - (vii) The grant of membership to a Full Member will not confer any right as Registered Individuals to its members nor, in any case, the right to participate and/or attend any Activities or Competitions.
 - (viii) The Executive Committee shall have the power to recommend a Full Member be expelled with reasons and if such recommendation is adopted and approved by special resolution passed by the Members which are entitled to vote at General Meetings and which are present at a General Meeting, the Full Member shall be expelled and its membership terminated.
- (c) Honorary Members
- (i) The Association may, amongst Full Members:

- I. whose names appear on the Register of Members maintained by the Association;
 - II. which have maintained its membership as Full Members or membership of equivalent rights and obligations for not less than ten (10) years; and
 - III. which, as well as its Registered Individuals, have ceased to participate in any Activities or Competitions for a consecutive of three (3) years, appoint Honorary Membership in recognition of the Full Member's long time affiliation with the Association.
- (ii) An Honorary Member may only be elected by a two-thirds majority of the Members which are entitled to vote at General Meetings and which are present at the Annual General Meeting.
 - (iii) Nominations for Honorary Membership must be recommended by the Executive Committee and should be in writing and submitted to the Honorary Secretary at least fourteen (14) days prior to the relevant Annual General Meeting.
 - (iv) Upon Honorary Membership being conferred, all rights and obligations of the Full Member nominated for Honorary Membership (the "**Nominated Full Member**") under its Full Membership and all the rights and obligations of the Registered Individuals registered with the Nominated Full Member under the Articles of Association shall be terminated and the Honorary Member's details shall be entered upon the Register of Members. A Full Member shall become an Honorary Member and assume the rights and obligations of an Honorary Member from the date of formal announcement of its Honorary Membership.
 - (v) The term of Honorary Membership shall be valid until the Executive Committee shall have made a recommendation to terminate or amend the membership.
 - (vi) The Executive Committee has the authority to recommend the termination of or amendment to the Honorary Membership of an Honorary Member from time to time in its absolute and sole discretion.
 - (vii) The Honorary Member may submit an application to the Honorary Secretary to terminate its Honorary Membership and/or re-register as an Affiliate Member. Such re-registration as Affiliate Member

will be treated as application for Affiliate Membership and will be dealt with in accordance with the provisions of the Articles of Association.

(d) Affiliate Members

- (i) Membership of Affiliate Members is open to:
 - I. all non-profit making organizations, corporate bodies, associations or institutions promoting Swimming Sports amongst their members; or
 - II. members of Swimming Sports, joining as a body, of non-profit making organizations, corporate bodies, associations or institutions; or
 - III. Honorary Member which shall choose to terminate its Honorary Membership and apply for Affiliate Membership in accordance with Clause 3(1)(c)(vii).
- (ii) Each application for membership of Affiliate Member by a party pursuant to Clause 3(1)(d)(i)I or II must be approved by a two-thirds majority of the Members which are entitled to vote at General Meetings and which are present at a General Meeting.
- (iii) Each application for membership of Affiliate Member by an Honorary Member pursuant to Clause 3(1)(d)(i)III must be approved by the Executive Committee and the Honorary Member must fulfill such conditions as the Executive Committee shall in its sole and absolute discretion think appropriate.
- (iv) Membership of Affiliate Member shall be renewed annually and each Affiliate Member shall comply with the following requirements and agrees that they form conditions for renewal of its membership:
 - I. The Affiliate Members shall submit to the Honorary Secretary at least fourteen (14) business days before 31 March each year a form of renewal of membership (the "**Affiliate Member Renewal Form**") to the Association, the format and content of the Affiliate Member Renewal Form to be determined by the Executive Committee in its sole and absolute discretion; and
 - II. The Affiliate Members shall agree to such terms and conditions included in the Affiliate Member Renewal Form as determined by the Executive Committee.

Any Affiliate Member which fails to comply with this Clause (the "Defaulting Affiliate Member") shall have its membership suspended and the Athletes, Coaches and Officials of the Defaulting Affiliate Member shall have no right and be precluded from participating or attending any Activities or Competitions.

- (v) The Defaulting Affiliate Member may apply to restore its membership by submitting the Affiliate Member Renewal Form to the Honorary Secretary and the Honorary Secretary shall have the sole rights to accept or reject such late Affiliate Member Renewal Form and to require the fulfilling of such conditions by the Defaulting Affiliate Member as the Honorary Secretary shall in his sole discretion thinks appropriate.
- (vi) If the Defaulting Affiliate Member shall fail to comply with Clause 3(1)(d)(iii)(I) and (II) for a second time, its membership shall be terminated automatically and all the rights and obligations of the Defaulting Affiliate Member and memberships of all Athletes, Coaches and Officials registered or affiliated with the Defaulting Affiliate Member shall be terminated at the same time.
- (vii) The grant of membership to an Affiliate Member will not confer any right as Registered Individuals to its members nor, in any case, the right to participate and/or attend any Activities or Competitions.
- (viii) The Executive Committee shall have the power to recommend an Affiliate Member be expelled with reasons and if such recommendation is adopted by a two-thirds majority of the Members which are entitled to vote at General Meetings and which are present at a General Meeting, the Affiliate Member shall be expelled and its membership terminated.

(2) Compliance of Members

(a) Full Members and Affiliate Members

Each Full Member and Affiliate Member will:

- (i) be incorporated under the Companies Ordinance or registered under the Societies Ordinance;
- (ii) provide the Association with written confirmation of the valid appointment of its Delegates and/or officers responsible for matters relating to the Association at least ten (10) days before any General Meeting and such documents as shall be required by the Association;

- (iii) act in good faith and loyalty to maintain and enhance the Association, its standards, quality and reputation for the collective and mutual benefit of the Swimming Sports;
- (iv) at all times operate with and promote mutual trust and confidence with the Association;
- (v) at all times act on behalf of and in the interests of the Swimming Sports;
- (vi) accept, procure and undertake that its Registered Individuals whilst engaged in any Activities or Competitions will be subject to and abide by all the applicable Bye-Laws and Rules of the Association; and
- (vii) not participate and procure and undertake that its Registered Individual will not participate or compete in any activities, events, competitions, courses or other activities, organized or held by any other association, body or organization, which are not authorized or have not received sanctions from the Association or FINA.

(3) Creation of New Categories of Membership

The Members has the right and power from time to time to create new categories of membership(s) with such rights, privileges and obligations as are determined applicable, even if the effect of creating a new category or categories is to alter rights, privileges or obligations of an existing category of Members. The Executive Committee shall advise the Members of the new categories of memberships and the associated rights.

(4) Resignation

A Member may resign from the Association and terminate its membership upon giving written notice to the Association. The resignation shall come into effect upon receipt of the notice by the Association.

(5) Obligations after resignation

In the event that a Member resigns from the Association, the Member must fulfill all its obligations to the Association up to and including the date of resignation.

(6) New Members

The Members which are entitled to vote at General Meetings may, by a two-thirds majority of such Members present in a General Meeting, grant Member

status to new organisations subject to such organisations complying with such procedures and/or requirements as may be prescribed by the Association from time to time. New Members will be governed by the Articles of Association.

(7) Register of Athletes, Coaches and Officials

Each Full Member and Affiliate Member shall maintain, in a form and with such details as are acceptable to the Association, a register of all their Athletes, Coaches and Officials. Each Full Member and Affiliate Member shall provide a copy of the register at a time and in a form acceptable to the Association and shall provide prompt and regular updates of that register to the Association when requested by the Honorary Secretary.

4. Athletes, Coaches and Officials

(1) Maintenance of Register of Athletes, Coaches and Officials

The Honorary Secretary elected under Clause 26 shall keep and maintain a register of Registered Athletes, Coaches and Officials in which shall be entered such information as prescribed by the Executive Committee in its discretion from time to time.

(2) Eligibility of Registered Individual

- (i) The application for affiliation as Registered Individual is open to:
 - I. all persons registered with any Full Member or Affiliate Member as their members; and
 - II. such persons who are associated with the Swimming Sports but not registered with any Member and who have satisfied such conditions and qualifications as shall be stipulated in a Bye-Laws prepared by the Executive Committee for this purpose.
- (ii) For persons registered with a Full Member or an Affiliate Member, each application of affiliation as Registered Individual must be made through and endorsed by the respective Full Member or Affiliate Member.
- (iii) For persons not registered with a Full Member or an Affiliate Member, each application of affiliation as Registered Individual must be made through and endorsed by the Executive Committee.
- (iv) The term of affiliation as Registered Individual will be the same as the Financial Year. The Registered Individual shall submit to the Honorary Secretary a specified form of application for registration, the format and content of which are in the sole and absolute discretion of the Executive Committee. The date and method of submission of the application form

for registration for each Financial Year will be determined and announced by the Honorary Secretary.

- (v) The regulations of Registered Individuals are detailed in Clauses 39 and 40.
- (vi) The Executive Committee shall have the power to suspend, expel or impose any sanction against any Registered Individual (the "**Defaulting Registered Individual**") as it in its sole and absolute discretion thinks fit and such sanction may include the suspension of the Defaulting Registered Individual's affiliation with the Association and/or prohibiting the Defaulting Registered Individual from participating and/or attending any Activities or Competitions for such period of time.

(3) **Compliance with Rules and Regulations**

Each Registered Individual must comply with the following requirements which shall be included in the Bye-Laws prepared by the Executive Committee for this purpose:

- (i) act in good faith and loyalty to maintain and enhance the Association, its standards, quality and reputation for the collective and mutual benefit of the Swimming Sports;
- (ii) at all times act with and promote mutual trust and confidence with the Association;
- (iii) at all times act on behalf of and in the interests of the Swimming Sports;
- (iv) accept and undertake that he whilst engaged in any Activities or Competitions will be subject to and abide by all the applicable Bye-Laws and Rules of the Association; and
- (v) not participate or compete in any activities, events, competitions, courses or other activities, organized or held by any association, body or organization, which are not authorized or have not received sanctions from the Association or FINA.

5. Subscriptions and Fees

- (1) Fees including annual membership fees and levies payable by Members (or any category of Member) to the Association, and the basis of, the time for as well as the manner of payment, shall be determined from time to time by the Executive Committee and approved by an ordinary resolution passed by the Members at a General Meeting.

6. Register of Members

(1) Honorary Secretary to Keep Register of Members

The Honorary Secretary elected under Clause 26 shall keep and maintain a register of Members in which shall be entered such information as prescribed by the Executive Committee in its discretion from time to time.

(2) Place to Keep Register of Members

Save as otherwise determined by the Executive Committee, the Register of Members shall be kept at the registered office of the Association in Hong Kong.

7. Effect of Membership

(1) Members acknowledge and agree that:

- (a) the Articles of Association constitutes a contract between each of them and the Association and that they are bound by the Articles of Association, the Bye-Laws and the Rules;
- (b) they shall comply with and observe the Articles of Association, the Bye-Laws and the Rules and any determination, resolution or policy which may be made or passed by the Executive Committee or any duly authorised committee;
- (c) by submitting to the Articles of Association, the Bye-Laws and the Rules they are subject to the jurisdiction of the Association;
- (d) the Articles of Association is made in pursuit of a common object, namely the mutual and collective benefit of the Association and the Swimming Sports; and
- (e) the Articles of Association, the Bye-Laws and the Rules are necessary and reasonable for promoting the Objects and particularly the advancement and protection of the Swimming Sports.

8. Discontinuance of Membership or Affiliation

(1) Member's Failure to Comply

Notwithstanding Clause 9, where a Member fails to comply with its obligations under the Articles of Association, the Bye-Laws or the Rules, the Executive Committee may determine that Member to be not of good standing. On determination that a Member is not of good standing, the Executive Committee may give notice to the Member of:

- (a) the Executive Committee's determination; and

(b) the grounds for the Executive Committee's determination;

and request that the Member reply within fourteen (14) days from the date of that notice as to why action should not be taken against the Member. The Member's failure to respond or act to the Executive Committee's satisfaction (including assurances or compliance with its obligations) may result in the Executive Committee suspending or terminating the Member's membership of the Association, or otherwise imposing such conditions on its membership, as the Executive Committee thinks fit. A penalty of termination imposed on a Member by the Executive Committee must be ratified by the Association in General Meeting. Such penalty (other than termination) will take effect upon notification by the Executive Committee. Nothing in this Rule affects the operation of Clause 5(2).

(2) Forfeiture of Rights

A Member (including a Full Member) who or which ceases to be a Member, for whatever reason, shall forfeit all right in and claim upon the Association. Any documents, records or other property of the Association in the possession, custody or control of that Member shall be returned to the Association immediately upon cessation of its membership.

(3) Representation Rights

Where a Full Member ceases to be a Member, its all representation rights at General Meetings or at any other meetings of any committee of the Association established under the Articles of Association or the Bye-Laws shall be forfeited immediately.

(4) Registered Individuals registered with a Member

Where a Member ceases to be a Member of the Association, the Registered Individuals (including Athletes, Coaches and Officials) registered with or affiliated to such Member will cease to be recognised by the Association unless the Executive Committee makes a determination that part or all of such Registered Individual shall continue to be recognized by the Association subject to such conditions as the Executive Committee may in its sole and absolute discretion determine. Any fees paid to the Association for registration as a Member or Registered Individual will not be refunded.

9. Discipline of Members and Registered Individual

The Executive Committee may refer the following matters for investigation or determination by the Judiciary Committee establishing for this purpose in its sole discretion:

- (1) breach of any provision(s) of the Articles of Association: an allegation or grievance (not being vexatious, trifling or frivolous) by a complainant (who may be, but need not be, a Member) that a Member or a Registered Individual has:

- (a) breached, failed, refused or neglected to comply with provisions of the Articles of Association, the Bye-Laws, the Rules or any other resolution or determination of the Executive Committee or duly authorised committee; or
 - (b) acted in a manner unbecoming of a Member or a Registered Individual (as the case may be) or prejudicial to the interests of the Association and/or the Swimming Sports; or
 - (c) brought the Association or the Swimming Sports into disrepute.
- (2) disciplinary matters: where the Executive Committee in its sole discretion considers a matter is of a serious enough nature; and any such Member and/or Registered Individual will be subject to, and submits unreservedly to the jurisdiction, procedures, penalties and appeal mechanisms of the Association set out in the Articles of Association and/or the relevant Bye-Laws.

10. Operation and Amendment of Articles of Association

(1) Operation of the Articles of Association

The Members agree:

- (a) that they are bound by the Articles of Association and that the Articles of Association operates to create uniformity in the way in which the Swimming Sports are to be conducted, encouraged, promoted and administered in Hong Kong;
- (b) to act in good faith and loyalty to the Association to ensure the maintenance and enhancement of the Swimming Sports, their standards, quality and reputation;
- (c) not to do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of the Swimming Sports and its maintenance and enhancement;
- (d) not to do or permit to be done any act or thing which might adversely affect or derogate from the reputation of the Association;
- (e) to make full and proper disclosure of all matters of importance to the Association as shall be required by the Association;
- (f) to ensure that no Member acquires a material or financial advantage at the expense of the Association or the Swimming Sports;
- (g) to act for and on behalf of the interests of the Swimming Sports and the Association; and
- (h) that should a Member have administrative, operational or financial difficulties, the Executive Committee may, in its absolute discretion, act

to assist that Member in whatever manner and on such conditions as it considers appropriate.

Any deviation from any provision of the Articles of Association shall not invalidate any procedure or decision unless that deviation raises a material doubt that the procedure or decision has been so affected by it as to prejudice the good management of the Association.

(2) Amendment to the Articles of Association

- (a) Any proposal to amend the Articles of Association ("**Proposal**") shall only be considered at the Annual General Meeting or an Extraordinary General Meeting convened for this purpose.
- (b) The Proposal shall only be made by the Executive Committee.
- (c) The Executive Committee may submit a Proposal to the Honorary Secretary not less than thirty (30) days (excluding receiving date and meeting date) prior to the date of the Annual General Meeting or the date of the Extraordinary General Meeting convened for this purpose.
- (d) The Members may make any amendment to the Proposal submitted by Executive Committee and such amendments shall be submitted in writing (in the required form) to the Honorary Secretary not less than fourteen (14) days (excluding receiving date and meeting date) prior to the date of the Annual General Meeting or the date of the Extraordinary General Meeting convened for this purpose.
- (e) A schedule of all amendments to the Proposal shall be sent to every Member (except Honorary Members, Affiliate Members and Registered Individuals) not less than seven (7) days (excluding receiving date and meeting date) prior to the date of the Annual General Meeting or the date of the Extraordinary General Meeting convened for this purpose.
- (f) For the avoidance of doubt, no resolution passed by the Members at any General Meetings to approve any amendments shall be valid unless they have been previously submitted to the Registrar of Companies for approval pursuant to the Companies Ordinance and Clause 8 of the Memorandum of Association.

11. Delegates

(1) Appointment of Delegates

Each Full Member shall be entitled to appoint two (2) Delegates and shall appoint their Delegates for such term as is deemed appropriate by the Full Member. A Delegate must be an amateur and be appropriately empowered by the Full Member to make decisions and/or vote at General Meetings and the Honorary Secretary has the authority to request such documentary proof as may be reasonable in the circumstances in addition to the notice in

writing of Clause 11(2) to prove the valid appointment and authority of the Delegates.

(2) Full Member to advise

Each Full Member shall deliver notice in writing to the Honorary Secretary of its appointed Delegate(s) prior to any General Meeting for at least ten (10) days before the date of any General Meeting.

(3) Alternate Delegates

A Full Member may appoint alternate Delegate(s). Alternate Delegate(s) must comply with the requirements for Delegates set out in Clause 11(1) and has such rights and powers as does Delegate(s). Where a Full Member appoints an alternate Delegate(s) it shall deliver notice in writing to the Honorary Secretary as soon as practicable after the appointment and in any event no later than five (5) days before the date of any General Meeting.

12. General Meetings

(1) Powers of the General Meeting

- (a) The Members in General Meeting shall act in accordance with the Objects and for the mutual and collective benefit of the Association and the Swimming Sports.
- (b) The Members in General Meetings will act in the best interests of the Association and has authority to:
 - (i) requisition a General Meeting;
 - (ii) convene a General Meeting;
 - (iii) elect/remove Member(s) of the Executive Committee;
 - (iv) elect/remove the Officer(s) of the Association;
 - (v) subject to the prior approval of the Registrar of Companies given under the Companies Ordinance and Clause 8 of the Memorandum of Association, amend the Articles of Association;
 - (vi) accept or reject the annual report of the Honorary Secretary and of the Standing Committees;
 - (vii) approve the audited financial statement and accounts of the Association for the Financial Year;
 - (viii) create new categories of Members;
 - (ix) admit new Members;

- (x) be the final arbiter on matters referred to it by the Executive Committee;
 - (xi) appoint/remove the Auditor; and
 - (xii) consider and determine any other business of or related to the Association.
- (2) Annual General Meeting to be held

Subject to section 107 of Schedule 11 to and section 611, 612 and 613 of the Ordinance an Annual General Meeting of the Association shall be held on or before 30 September each financial year after the end of the previous Financial Year or as soon thereafter as may be possible in accordance with section 610 of the Ordinance and the Articles of Association on a date and at a venue to be determined by the Executive Committee. Not more than fifteen (15) months shall elapse between the date of one Annual General Meeting.

- (3) Extraordinary General Meeting

All General Meetings other than the Annual General Meeting shall be Extraordinary General Meetings and shall be held in accordance with these Articles of Association. The Executive Committee may, whenever it thinks fit, convene a General Meeting. Notwithstanding the foregoing provisions of this Article, if the Executive Committee Members are required to call a General Meeting under section 566 of the Ordinance, they must call it in accordance with section 567 of the Ordinance. If the Executive Committee Members do not call a General Meeting in accordance with section 567 of the Ordinance, the Executive Committee Members who requested the meeting, or any of them representing more than one half of the total voting rights of all of them, may themselves call a General Meeting in accordance with section 568 of the Ordinance.

13. Notice of General Meetings

- (1) Notice of General Meetings

(a) Notice of every General Meeting shall be given to every Full Member and Members of the Executive Committee at the address appearing in the register kept by the Association. No other person shall be entitled as of right to receive notices of General Meetings, except the Auditor.

(b) Subject to the provisions contained in Part 12 of the Ordinance, at least twenty-one (21) days notice of the venue and date and time of the General Meeting shall be given together with the followings if applicable:

- (i) in the case of the Annual General Meeting:

- I. the annual report of the Honorary Secretary and the Standing Committees (if applicable);

- II. the audited financial statements and accounts of the Association for the last Financial Year and the report of the Auditor;
 - III. any proposal to amend the Articles of Association (if applicable); and
 - IV. any proposal to admit new Members or expel existing Members (if applicable);
- (ii) in the case of any other General Meeting:
- I. any proposal to amend the Articles of Association (if applicable); and
 - II. any proposal to admit new Members or expel existing Members (if applicable);

(c) The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be described by the Executive Committee, to such persons as are, under the Articles, entitled to receive such notices from the Association.

(2) Short Notice

Notwithstanding Clauses 13(1)(a), (b) and (c), a General Meeting of the Association shall, notwithstanding that it is called by a shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:

- (a) in the case of a meeting called as the Annual General Meeting, by all Full Members; or
- (b) in the case of any other General Meeting, by a majority in number of the Full Members, being a majority together representing not less than ninety-five per cent (95%) of the total number of Full Members from time to time.

(3) The accidental omission to give notice of a General Meeting to, or the non-receipt of notice of a General Meeting by, any person entitled to receive notice shall not invalidate the proceedings at that General Meeting.

(4) Entitlement to attend General Meeting

Notwithstanding any other clause of the Articles of Association, no Member shall be represented at, or take part in a General Meeting, unless all fees and/or charges then due and payable by that Member to the Association are paid.

14. Extraordinary General Meetings

- (1) Extraordinary General Meetings may be held

The Executive Committee may, whenever it thinks fit, requisite and convene an Extraordinary General Meeting of the Association and, where but for this Clause more than fifteen (15) months would elapse between two consecutive Annual General Meetings, shall requisite and convene an Extraordinary General Meeting before the expiration of that period.

- (2) Requisition of Extraordinary General Meetings

- (a) The Executive Committee shall on the requisition of Full Members (the "**Requisitionists**"), as provided by section 566-568 of the Companies Ordinance convene an Extraordinary General Meeting.
- (b) The requisition for an Extraordinary General Meeting shall state the object(s) of the meeting, shall be signed by all the Requisitionists making the requisition and be sent to the Association.
- (c) If the Executive Committee does not within twenty-one (21) days cause an Extraordinary General Meeting to be held on a date not more than twenty-eight (28) days after the date on which the requisition is given, the Requisitionists, or any of them representing more than one-half of the total voting rights of all the Full Members making the requisition, may convene an Extraordinary General Meeting to be held not later than three (3) months after the date on which the requisition is given.
- (d) An Extraordinary General Meeting convened by Full Members under this Article shall be convened in the same manner, or as nearly as possible as that, in which meetings are convened by the Executive Committee.
- (e) Any reasonable expenses incurred by the Full Members making the requisition by reason of the failure of the Executive Committee duly to convene an Extraordinary General Meeting shall be repaid to the said Full Members.

15. Proceedings at General Meetings

- (1) Quorum

No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for Annual General Meetings shall be twenty (20) Full Members represented by their notified Delegates while a quorum for Extraordinary General Meeting shall be fifteen (15) Full Members represented by their notified Delegates.

- (2) President to preside

The President shall, subject to the Articles of Association, be the chairman of meeting (the “**Chairman**”) at every General Meeting of the Association. If the President is not present within 15 minutes after the time appointed for the holding of the meeting, or is unwilling or unable to preside or is absent from Hong Kong or has given notice to the Association of his intention not to attend the meeting, the Honorary Secretary shall be the Chairman. If the Honorary Secretary is not present within 15 minutes after the time appointed for the holding of the meeting, or is unwilling or unable to preside or is absent from Hong Kong or has given notice to the Association of his intention not to attend the meeting, the Full Members shall elect one of the remaining members of the Executive Committee who shall, subject to the Articles of Association, preside as the Chairman for that meeting only. If at any meeting no Member of the Executive Committee is willing to act as the Chairman or if no Member of the Executive Committee is present within 15 minutes after the time appointed for holding the meeting, the Members present shall choose one of their number to be the Chairman.

(3) Adjournment of Meeting

- (a) If within half an hour from the time appointed for the General Meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall be adjourned to such other day and at such other time and place as the Chairman may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
- (b) The Chairman may, and shall, if so directed by the Full Members at the General Meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a General Meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (d) Except as provided in Clause 15(3)(c) it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

(4) Voting by show of hands and by poll

At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands except in the following circumstances where the vote of the meeting shall be decided by a poll:

- (a) selection of Officers of the Association, Members of the Executive Committee and members of the Standing Committees; or

- (b) when a poll is demanded at any General Meeting before or on the declaration of the results of the show of hands by:
- (1) chairman of the General Meeting; or
 - (2) at least five (5) Full Members; or
 - (3) such number of Full Members represented by their Delegates and representing at least 5% of the total voting rights of all the Full Members.

The demand for a poll may be withdrawn.

(5) Simple Majority

Every Full Member shall have one vote. Subject to the other provisions of the Articles of Association, all matters put to vote at a General Meeting shall require only a simple majority of the Members entitled to vote at General Meeting and which are present at the General Meeting.

(6) Recording of Determinations

Unless a poll is demanded, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

(7) Results of a poll

Except as provided in Clause 15(9), if a poll is duly demanded, it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

(8) Equality of Votes

In the case of equality of votes, whether on a show of hands or on a poll, the Chairman at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

(9) Time for taking a poll

A poll demanded on the election of a Chairman, or on question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

16. Entitlements at General Meetings

- (1) Each Full Member shall be represented by their Delegates who have the right to attend, debate and vote at General Meetings for and on behalf of the Full Member. Each Full Member shall have one vote irrespective of the number of Delegates it appointed.
- (2) Honorary Members may attend at General Meetings but otherwise have no right to debate or vote at General Meetings. Honorary Members may make oral submission if invited to do so by the Chairman of the General Meeting.
- (3) Affiliate Members and Registered Individuals have no right to attend, debate or vote at General Meetings.
- (4) Each Officer of the Association shall be entitled to notice of, and to attend and debate at all General Meetings. Each Officer is entitled to one vote in every General Meeting.
- (5) Each Member of the Executive Committee is entitled to notice of, and to attend and debate at all General Meetings but is otherwise not entitled to any voting rights in any General Meeting unless he is also a Delegate of a Full Member and only when his vote is made for and on behalf of the relevant Full Member or if he is an Officer of the Association.
- (6) No Member shall be entitled to vote at any General Meeting unless all moneys payable by it to the Association in its capacity as a Member, and which have been outstanding for more than one (1) month after they fell due for payment, have been paid.

17. Proxy Voting not permitted

Proxy voting shall not be permitted.

18. Powers of the Executive Committee

- (1) The business of Association shall be managed by the Executive Committee who may exercise all such powers of the Association as are not, by the Companies Ordinance or by these Articles, required to be exercised by the Association in general meeting, subject nevertheless to the provisions of the Companies Ordinance or these Articles and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in general meeting; but no regulation made by the Association in general meeting shall invalidate any prior act of the Executive Committee which would have been valid if that regulation had not been made.
- (2) The Executive Committee shall cause minutes to be made in books provided for the purpose:
 - (a) of the names of the members of the Executive Committee present at each meeting of the Executive Committee and of any committee of the Executive Committee;

- (b) of all resolutions and proceedings at all meetings of the Association, and of the Executive Committee, and of committees of the Executive Committee;
- (c) of all appointments of officers and representatives made by the Executive Committee;

and every Member of the Executive Committee present at any meeting of the Executive Committee or committee of the Executive Committee shall sign his name in a book to be kept for that purpose.

(3) Without prejudice to the generality of the captioned clause and only in furtherance of the Objects of the Association, the Executive Committee shall have the following power and duties:

- (a) to consider and decide upon any infringements of the Articles of Association and/or Bye-Laws and/or Rules of the Association and to suspend or disqualify or terminate the membership of a Member or any Registered Individual (including Athlete, Coach and Official) registered or affiliated with a Member, found guilty thereof, for such period of time as the Executive Committee in its sole and absolute discretion considers appropriate with effect from a date to be determined by the Executive Committee;
- (b) to consider and decide upon the interpretation of the Articles of Association and/or any clause herein and to propose and submit, if a two-thirds majority of all Members of the Executive Committee is in favour, a proposal of amendments to the Articles of Association to the General Meeting for approval;
- (c) to prepare and announce any new Bye-Laws or Rules of the Association and to consider and decide upon the interpretation of any Bye-Laws or Rules of the Association including but not exclusively Bye-Laws and/or Rules governing the Association and/or the Swimming Sports and/or the conduct of all Activities or Competitions and to amend, if a two-thirds majority of all Members of the Executive Committee is in favour, any of the Bye-Laws or Rules;
- (d) to fill any vacancy amongst the Officers of the Association pending the next Annual General Meeting and to fill any vacancy amongst its own member;
- (e) to fill any vacancy amongst members of the Standing Committees or such committees established under the Articles of Association or established by the Executive Committee pursuant to the Articles of Association pending next Annual General Meeting;
- (f) to conduct or delegate the organization and management of Competitions of each discipline of the Swimming Sports to a body or sub-committee;

- (g) to appoint specific committees to consider specific matters and to determine their membership and terms of office;
 - (h) to conduct the ordinary affairs of the Association;
 - (i) to consider any other matter which in the opinion of a two-thirds majority of all Members of the Executive Committee is of immediate importance and shall be considered at first priority;
 - (j) to empower the Honorary Treasurer to form a special sub-committee to organize fund-raising activities as and when deemed necessary by the Executive Committee;
 - (k) to nominate two representatives and a deputy to attend meetings of the Hong Kong Sports Federation & Olympic Committee of Hong Kong, China;
 - (l) to have a general supervision over the work of all Standing Committees or such committees established under the Articles of Association or by the Executive Committee pursuant to the Articles of Association and approve or revoke any decision and proposal made by the Standing Committees as when the Executive Committee thinks necessary;
 - (m) to decide any matter concerning all Standing Committees or such committees established under the Articles of Association or by the Executive Committee pursuant to the Articles of Association of which no decision can be arrived at or any disputes between or matters involving the aforesaid committees;
 - (n) to invite any qualified persons to be honorary advisors and invite them to participate in any of the meetings of the Executive Committee but without the power of voting;
 - (o) to carry out any specific duty laid on it by the Members in General Meeting;
 - (p) to be responsible for any publication of the Association; and
 - (q) to ratify all Hong Kong, Junior and Age Group records.
- (4) The decisions of the Executive Committee shall be binding unless revoked by an ordinary resolution passed by the Members which are entitled to vote at General Meetings and which are present at a General Meeting.

19. Composition of the Executive Committee

- (1) Composition

The Executive Committee shall not have more than twenty (20) and no fewer than ten (10) members and shall, subject to the Articles of Association, comprise the Officers of the Association (the "**Official Members of the Executive Committee**") and appointed members elected at the Annual General Meeting (the "**Elected Members of the Executive Committee**").

(2) Qualifications of Member of the Executive Committee

The Members of the Executive Committee must be amateur.

20. Official Member of the Executive Committee

(1) Appointment and Vacancy

(a) The Official Members of the Executive Committee, namely the President, the Vice-Presidents, the Honorary Secretary, the Assistant Honorary Secretaries and the Honorary Treasurer, shall be automatically appointed as Members of the Executive Committee upon their respective elections to the office of the Officers of the Association at the Annual General Meeting.

(b) In the event of a vacancy of office of any of the Official Members of the Executive Committee as a result of the vacancy of the office of any Officers of the Association, the candidate afterwards appointed to the office of such Officer shall be automatically appointed as Member of the Executive Committee.

(2) Term

The term of office of the Official Members of the Executive Committee shall be the same as the respective term of office of the Officers of the Association as stated in Clause 26(3). The term of any Official Member of the Executive Committee appointed as a result of vacancy of the office of any Officers of the Association shall be the remainder of the term of office of such Official Member of the Executive Committee.

21. Election of Elected Member of the Executive Committee

(1) Election of Elected Member of the Executive Committee

The ten (10) Elected Members of the Executive Committee will be elected at the Annual General Meeting in accordance with the Articles of Association. Nominations in writing must be submitted through and adopted by a Full Member and must be received by the Honorary Secretary fourteen (14) days prior to the Annual General Meeting.

(2) Form of Nomination

Nominations must be on such form as prescribed by the Executive Committee for that purpose from time to time.

(3) Elections

Elections for Elected Member of the Executive Committee under Clause 21(1) shall be by simple majority at the Annual General Meeting.

(4) Term

Subject to the provisions in the Articles of Association in relation to the earlier retirement or removal of Member of the Executive Committee, each Elected Member of the Executive Committee shall hold office for two (2) years but is eligible for re-election subject to having the required qualifications from time to time.

22. Disqualification of Members of the Executive Committee

- (1) The office of a Member of the Executive Committee shall be vacated if the Member of the Executive Committee:
- (a) dies; or
 - (b) for any reason he ceases to be a member of the Association; or
 - (c) he is convicted of any criminal offence, other than a driving offence, involving immediate imprisonment for a period of six weeks or more; or
 - (d) he is removed from office by an Ordinary Resolution duly passed at a General Meeting in accordance with the Ordinance; or
 - (e) he fails to attend Executive Committee meetings four times consecutively without prior notice; or
 - (f) becomes bankrupt or makes any arrangement or composition with his/her creditors generally; or
 - (g) is found lunatic or becomes unsound mind; or
 - (h) resigns his office by providing notice in writing to the Association in accordance with Section 157D(3)(a) of the predecessor Ordinance or Section 464(5) of the Ordinance; or
 - (i) would otherwise be prohibited from being a member of the Executive Committee or a director by reason of any order made under the Companies Ordinance or other ordinances including but not limited to any order made by Part IVA of the Companies (Winding Up and Miscellaneous provisions) Ordinance (Cap. 32) or is prohibited from being a director by law.
- (2) Any casual vacancy occurring in the office of Member of the Executive Committee (except in the case of Official Member of the Executive Committee which should be dealt with in accordance with Clause 20(1)) will

be filled by the Executive Committee within three (3) months of the vacancy arising. Any such vacancy shall only be filled for the remainder of the Member of the Executive Committee's term under the Articles of Association.

- (3) The Association may by ordinary resolution remove any member of the Executive Committee before the expiration of his period of office and may be by an ordinary resolution appoint another person in his stead.

23. Meetings of the Executive Committee

- (1) Executive Committee to Meet

The Executive Committee shall meet as often as is deemed necessary in every Financial Year for the dispatch of business and may adjourn and, subject to the Articles of Association, otherwise regulate, its meetings as it thinks fit.

- (2) Chairman of Meeting

The President shall chair any Executive Committee meeting at which he is present. If the President is not present within fifteen (15) minutes after the commencement of any Executive Committee meeting, or is unwilling or unable to preside, the Honorary Secretary shall chair such Executive Committee meeting. If the Honorary Secretary is not present within fifteen (15) minutes after the commencement of any Executive Committee meeting, or is unwilling or unable to preside, the remaining Members of the Executive Committee shall appoint one of the Official Members of the Executive Committee to preside as the chairman for that meeting only.

- (3) Decisions of Executive Committee

Subject to the Articles of Association, questions arising at any meeting of the Executive Committee shall be decided by a majority of votes and a determination of a majority of Members of the Executive Committee present and entitled to vote shall for all purposes be deemed a determination of the Executive Committee. Each Member of the Executive Committee shall have one (1) vote on any question. The Chairman shall also have a casting vote in case of a tie.

- (4) Resolutions not in meeting

A resolution in writing, signed or assented to by facsimile or other form of visible or other electronic communication by two-third or more of the Members of the Executive Committees shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee duly convened and held. Any such resolution may consist of several documents in like form each signed by one (1) or more of the Members of the Executive Committee. Each Member of the Executive Committee will be given three (3) days to consider the resolution and if after such three (3) days there is no response, such Member of the Executive Committee will be treated as waiving its rights to vote for or against the resolution.

(5) Quorum

The quorum necessary for the transaction of business of the Executive Committee shall be six (6) members.

(6) Notice of Executive Committee meetings

Unless all Members of the Executive Committee agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their presence), not less than seven (7) days' written notice of the meeting of the Executive Committee shall be given to each Member of the Executive Committee.

(7) Validity of Executive Committee decisions

A procedural defect in decisions, except in the case of quorum under Clause 23(5) or notice of meetings under Clause 23(6), taken by the Executive Committee shall not result in such decision being invalidated.

(8) Notification of Executive Committee decisions

The Executive Committee shall, in its sole and absolute discretion, notify the Members of any of its decision which will affect the benefits or interests of the Members as a whole or being important to the Association. Any such notification shall be passed to the Honorary Secretary who will notify the Members of the decisions.

24. Declaration of Interest

An Executive Committee Member who is in any way, whether directly or indirectly, interested in any transaction, arrangement or contract (being a transaction arrangement or contract of significance in relation to the Association's operation) with the Association shall, if his interest in the transaction, arrangement or contract is material, declare the nature and extent of his interest at an Executive Committee meeting in accordance with Section 162 of the predecessor Ordinance or Section 536 of the Ordinance and shall not vote or be counted for quorum purposes in respect of any such transaction, arrangement or contract, and if he does so vote his vote shall not be counted. A reference in this article to a transaction, arrangement or contract includes a proposed transaction, arrangement or contract. A general notice given to the Association that an Executive Committee Member is to be regarded as having an interest of the nature and to the extent as specified in the notice, in any transaction, arrangement or contract which may, after the date of the notice be entered into or made by the Association, shall be deemed to be a disclosure that the Executive Committee Member of the Association has an interest in any transaction, arrangement or contract of the nature and to the extent so specified.

25. Delegations

(1) Executive Committee may delegate functions

The Executive Committee may by instrument in writing create or establish or appoint from among the Members of the Executive Committee or otherwise, Sub-Committees, individual officers or consultants to carry out such duties and functions and with such powers, as the Executive Committee determines.

(2) Revocation of delegation

The Executive Committee may by instrument in writing, revoke wholly or in part any delegation made under this Clause, and may amend, repeal or veto any decision made by such body or person under this Clause.

(3) Standing Sub-Committee

Without prejudice to the general authority of the Executive Committee to establish or appoint such Members or Sub-Committees to delegate its duties and functions, there shall be a standing Sub-Committee under the Executive Committee: the Judiciary Committee. Persons shall be appointed to such standing Sub-Committee each year by the Executive Committee. The Executive Committee will call for nominations from Full Members for consideration to appointment to such Sub-Committee. Such appointments will be advised as soon as possible after the Annual General Meeting.

(4) Procedure and Operation of Delegated Entity

The procedures for any delegated entity shall, with any necessary or incidental amendment, be the same as that applicable to meetings of the Executive Committee under Clause 23. The quorum for any Sub-Committee shall be determined by the Sub-Committee, but shall be no less than one half of the total number of committee members.

For the avoidance of doubt the delegated entities and, in case of Sub-Committees, their members, are responsible to the Executive Committee and are subject to the direction of, and delegation prepared by, the Executive Committee. The Executive Committee may from time to time issue Bye-Laws in relation to the procedure and operation of any delegated entity.

26. Officers of the Association

(1) Composition

The number of Officers of the Association shall not be more than ten (10) and no fewer than five (5) and shall, subject to the Articles of Association, comprise the President, Vice-President(s), Honorary Secretary, Assistant Honorary Secretary(ies) and Honorary Treasurer.

(2) Election

The Officers of the Association shall be elected by the Members which are entitled to vote at General Meeting and which are present at the Annual General Meeting by simple majority.

(3) Term and office

Subject to the provisions in the Articles of Association relating to the earlier retirement or removal of the Officers of the Association under Clause 26(6), each Officer of the Association shall hold office for a term of two (2) years and is eligible for re-election.

(4) Qualification

The Officers of the Association must be amateurs and have served for not less than two terms in the Executive Committee unless approved by the Members which are entitled to vote in the General Meeting and which are present at the Annual General Meeting.

(5) Nomination

Nomination must be made on such form as prescribed by the Executive Committee for that purpose from time to time and such form of nomination must be received by the Honorary Secretary fourteen (14) days prior to the Annual General Meeting.

(6) Vacancy

The office of an Officer of the Association shall be vacated if the Officer:

- (a) dies;
- (b) becomes bankrupt or makes any arrangement or composition with his/her creditors generally; or
- (c) is found lunatic or becomes unsound mind; or
- (d) resigns his office by providing notice in writing to the Association; or
- (e) is removed by an ordinary resolution passed by the Members of the Association at General Meeting.

Any vacancy occurring in the office of an Officer of the Association will be filled by the Executive Committee within three (3) months of the vacancy arising. Any such vacancy shall only be filled for the remainder of the Officer's term under the Articles of Association. Clause 26(3) and 26(4) shall not be applicable in such case of vacancy.

(7) Duties and Power of Honorary Secretary

The Honorary Secretary shall:

- (a) as far as practicable attend all Executive Committee meetings and General Meetings;

- (b) prepare the notice of and agenda for all Executive Committee meetings and all General Meetings;
 - (c) ensure that minutes of the proceedings of all Executive Committee meetings and General Meetings are recorded and prepared; and
 - (d) regularly report to the Executive Committee on the activities of, and issues relating to, the Association.
- (8) Subject to the Articles of Association, the Bye-Laws and any directive of the Executive Committee, the Honorary Secretary has power to perform all such things as appear necessary or desirable for the proper management and administration of the Association. No resolution passed by the General Meeting shall invalidate any prior act of the Honorary Secretary or the Executive Committee which would have been valid if that resolution had not been passed.
- (9) The Honorary Secretary, in consultation with the Executive Committee, may employ such office personnel as are deemed necessary from time to time. Such appointments shall be for such period and on such conditions as the Honorary Secretary shall in his discretion determine.

27. Permanent Honorary President, Ex-CO Member and Officer

- (1) Permanent Honorary President, Ex-Co Member and Officer

The Executive Committee may in its absolute discretion from time to time award the title of Permanent Honorary President, Permanent Honorary Ex-Co Member and Permanent Honorary Officer for past President, Member of the Executive Committee and/or Officer of the Association who have made important contribution to the Association.

- (2) Permanent Title unless terminated by Members in General Meeting

The title of Permanent Honorary President, Permanent Honorary Ex-Com Member and Permanent Honorary Officer shall be valid unless and until resolution is passed by the Members in General Meeting to terminate and remove such title.

- (3) For the avoidance of doubt, a person holding such permanent title shall not automatically become a member of the Executive Committee or the Sub-Committee of the Standing Committee.

28. Bye-Laws and Rules

- (1) Executive Committee to formulate Bye-Laws and Rules

The Executive Committee may (by itself or by delegation to a committee) formulate, approve, issue, adopt, interpret and amend such Bye-Laws and Rules for the proper advancement, management and administration of the

Association as it thinks necessary or desirable. Such Bye-Laws and Rules must be consistent with the Articles of Association.

(2) Standing Committees to formulate Rules

The Standing Committees (except for the Appeal Committee which shall be responsible for Rules of appeal under Clause 38(3)) shall be responsible to formulate, issue, adopt, interpret and amend such Rules for the proper advancement, management and administration of each discipline of the Swimming Sports and related Activities and Competition. Such Rules (including the Rules prepared and issued by the Appeal Committee) must be consistent with the Articles of Association and the Bye-Laws and must receive prior approval from the Executive Committee to become effective.

(3) Bye-Laws and Rules binding

All Bye-Laws and Rules made under this Clause shall be binding on the Association, the Members and the Registered Individuals. Notwithstanding the aforesaid, the Executive Committee may in special circumstances exempt such Member(s) or Registered Individual(s) from compliance with such Bye-Laws or Rules.

(4) Bye-Laws and Rules deemed applicable

All rules, regulations and Bye-Laws of the Association in force as at the date of the approval of the Articles of Association insofar as such rules, regulations or Bye-Laws are not inconsistent with, or have been replaced by the Articles of Association, shall be deemed to be Bye-Laws and Rules under this Clause.

(5) Notices binding on members

Amendments, alterations, interpretations or other changes to Bye-Laws and/or Rules shall be advised to the Members, except the Honorary Members and Registered Individuals, by means of notices approved by the Executive Committee or the Standing Committees (as the case may be) and prepared and issued by the Honorary Secretary. Full Members and Affiliate Members shall be obliged to draw such notices to the attention of their respective members. Notices are binding upon all Members and the Registered Individuals.

29. Records and Accounts

(1) Executive Committee to keep accounting records that comply with Subdivision 2 of Division 4 of Part 9 of the Ordinance.

The Executive Committee shall establish and maintain proper accounting records and minutes concerning:

- (i) all transactions, business, meetings and dealings of the Association and the Executive Committee;

- (ii) all sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure takes place;
- (iii) all sales and purchases of goods by the Association; and
- (iv) the assets and liabilities of the Association;

and shall produce these as appropriate at each Executive Committee meeting or General Meeting.

Proper accounting records shall not be deemed to be kept if there are not kept such accounting records as are necessary to give a true and fair view of the state of the Association's affairs and to explain its transactions, and to follow accounting standards issued or adopted by the Hong Kong Institute of Certified Public Accountants or its successors and to adhere to all of this recommended practices.

(2) Accounting Records Kept in accordance with the Companies Ordinance

Proper accounting and other records shall be kept in accordance with the Companies Ordinance, generally accepted accounting principles and/or any applicable code of conduct and/or applicable statutory requirement. The accounting records shall be kept in the care and control of the Honorary Treasurer at the registered office of the Association, or, subject to section 373,374 and 377 of the Companies Ordinance, at such other place or places as the Executive Committee think fit, and shall always be open to the inspection of the Members of the Executive Committee.

(3) The Association to retain records

The Association shall retain such records for not less than seven (7) years after the completion of the transactions or operations to which they relate.

(4) Honorary Treasurer to submit financial statements

The Honorary Treasurer shall submit to the Annual General Meeting the financial statements of the Association in accordance with the Articles of Association and assist the members of the Executive Committee to lay the reporting documents before the Association in Annual General Meeting pursuant to section 429 of the Companies Ordinance.

(5) Reporting documents conclusive

The reporting documents when approved or adopted in an Annual General Meeting shall be conclusive except as regards any error discovered in them within three (3) months after such approval or adoption.

(6) Reporting documents to be sent to Members

The Honorary Treasurer shall cause to be sent to every person entitled to receive notice of Annual General Meetings of the Association in accordance with the Articles of Association and the Companies Ordinance, a copy of reporting documents, the Honorary Secretary and Honorary Treasurer's report and every other document required under the Companies Ordinance (if any).

(7) Inspection of accounting records

Subject to any reasonable restrictions as to time and manner of inspecting the same that may be imposed in accordance with the Articles of Association, the Executive Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records of the Association or any of them shall be open to the inspection of Members and no member shall have any right of inspecting any accounting records or document of the Association except as conferred by statute or authorized by the Executive Committee or by the Association in general meeting.

30. Auditor

- (1) A properly qualified auditor or auditors shall be appointed and the remuneration of such auditor or auditors fixed by the Executive Committee. The Auditor's duties shall be regulated in accordance with the Companies Ordinance, or if no relevant provisions exist under the Companies Ordinance, in accordance with generally accepted auditing and/or accounting principles, or any applicable code of conduct of the recognized professional accountancy body in Hong Kong.
- (2) The accounts of the Association including the profit and loss accounts and balance sheet shall be examined by the Auditor at least once in each Financial Year.

31. Notices

(1) Manner of Notice

- (a) Notices may be given to any Member by sending the notice by pre-paid post or facsimile transmission, to the Member's registered address or facsimile number.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected two (2) days after posting.
- (c) Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile was sent to/or received at the facsimile number to which it was sent.

(2) **Notice of General Meeting**

Notice of every General Meeting shall be given in the manner authorised and to the persons entitled to receive notice under the Articles of Association.

32. Seal

For the avoidance of doubts, no common seal shall be adopted by the Association.

33. Indemnity

Subject to section 468 of the Companies Ordinance, every member of the Executive Committee, member of any committee of the Executive Committee, Honorary Secretary and officer for the time being of the Association shall be indemnified out of the funds of the Association against all liabilities and obligations which may be incurred by them, or any of them to a person other than the Association or an associated company of the Association in good faith in the proper and reasonable performance or purported performance of their duties in relation to the Association other than any liability which attaches to them by law in respect of any negligence, default, breach of duty or breach of trust. Further they shall be indemnified from the funds of the Association against any liability incurred by them in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application under section 902-904 of the Companies Ordinance in which relief is granted to them by the Court. Provided that none of the funds of the Association 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.

34. Dissolution

- (1) Subject to Clause 34(2), the Association may be wound up in accordance with the provisions of the Companies Ordinance.
- (2) The provisions of Clause 7 of the Memorandum of the Association relating to the winding up and dissolution of the Association shall take effect and be observed as if the same were repeated in this Clause.

35. Laws and Rules Governing the Swimming Sports in Hong Kong

- (1) Where no provision is made in the Articles of Association or any Bye-Laws or Rules made under the Articles of Association, the Association may apply to FINA for a ruling.
- (2) The technical laws of FINA as set out in the handbook of FINA as amended from time to time with regard to the Swimming Sports shall (where practicable) be binding on all Competitions. Any alterations or amendments to the FINA technical laws shall be immediately notified to all Full Members and Affiliate Members by the Association and shall become operative (i) as prescribed by FINA; or (ii) if no specific effective date is prescribed by FINA

or the effective date is to be determined by the Association, as determined and announced by the Association.

36. Standing Committees

(1) Technical Committee

(a) Establishment and composition

Subject to the provisions of this Clause, a Technical Committee shall be formed to advise the Executive Committee on all matters pertaining to the practice and the promotion of the Swimming Sports. The Technical Committee shall be comprised of (a) a chairman, (b) a vice chairman, (c) an honorary secretary, (d) the Members of the Executive Committee, and (e) members elected by the Members in General Meeting in accordance with Clause 37.

(b) Power and duties

The Technical Committee shall have the following power and duties:

- (i) to organize and supervise the organization of Activities and Competitions of the Swimming Sports;
- (ii) to recommend the appointment of Officials for all Competitions of the Swimming Sports;
- (iii) to advise on the selection of Athletes for all international Competitions of the Swimming Sports;
- (iv) to supervise and give instruction on the operation and administration of the Standing Committees and to decide on matters referred for advice from the Standing Committees;
- (v) to arrange suitable publicity for the Swimming Sports;
- (vi) advise the Executive Committee on matters which impact directly on the Swimming Sports and the Athletes or Coaches or Officials;
- (vii) such other matters that may relate to the Swimming Sports and/or Athletes or Coaches or Officials.

(c) Election and nomination of members of Technical Committee

Election and nomination of members of the Technical Committee shall be conducted in accordance with Clause 37.

(d) Operation of the Technical Committee

The operation of the Technical Committee shall be governed by the relevant Bye-Laws and/or Rules issued by the Executive Committee and/or the Technical Committee for such purpose from time to time.

(2) Swimming Committee

(a) Establishment and composition

Subject to the provisions of this Clause, a Swimming Committee shall be formed to advise the Executive Committee on all matters pertaining to the practice and the promotion of swimming. The Swimming Committee shall be comprised of (a) a chairman, (b) a vice chairman, (c) an honorary secretary, (d) the Members of the Executive Committee, and (e) members elected by the Members in General Meeting in accordance with Clause 37.

(b) Power and duties

- (i) to maintain a list of swimming Coaches and Officials;
- (ii) to organize and supervise the organization of swimming Activities and Competitions;
- (iii) to recommend the appointment of Officials for all swimming Competitions;
- (iv) to advise on the selection of swimming Athletes for all international Competitions;
- (v) to organize training schemes for national squads, regional squads and such group of Athletes as shall be determined by the Swimming Committee;
- (vi) to arrange or suitable publicity for swimming;
- (vii) to report on a regular basis to the Technical Committee on all swimming Activities and Competitions and matters related to swimming;
- (viii) advise the Executive Committee on matters which impact directly on swimming or swimming Athletes or Coaches or Officials;
- (ix) such other matters that may relate to swimming and/or swimming Athletes or Coaches or Officials.

(c) Election and nomination of members of the Swimming Committee

Election and nomination of members of the Swimming Committee shall be conducted in accordance with Clause 37.

(d) Operation of the Swimming Committee

The operation of the Swimming Committee shall be governed by the relevant Bye-Laws and/or Rules issued by the Executive Committee and/or the Swimming Committee for such purpose from time to time.

(3) Diving Committee

(a) Establishment and composition

Subject to the provisions of this Clause, a Diving Committee shall be formed to advise the Executive Committee on all matters pertaining to the practice and the promotion of diving. The Diving Committee shall be comprised of (a) a chairman, (b) a vice chairman, (c) an honorary secretary, (d) the Members of the Executive Committee, and (e) members elected by the Members in General Meeting in accordance with Clause 37.

(b) Power and duties

The Diving Committee shall have the following power and duties:

- (i) to maintain a list of diving Coaches and Officials;
- (ii) to organize and supervise the organization of diving Activities and Competitions;
- (iii) to recommend the appointment of Officials for all diving Competitions;
- (iv) to advise on the selection of diving Athletes for all international Competitions;
- (v) to organize training schemes for national squads, regional squads and such group of diving Athletes as shall be determined by the Diving Committee;
- (vi) to arrange or suitable publicity for diving;
- (vii) to report on a regular basis to the Technical Committee on all diving Activities and Competitions and matters related to diving;
- (viii) advise the Executive Committee on matters which impact directly on diving or diving Athletes or Coaches or Officials;
- (ix) such other matters that may relate to diving and/or diving Athletes or Coaches or Officials.

(c) Election and nomination of members of Diving Committee

Election and nomination of members of the Diving Committee shall be conducted in accordance with Clause 37.

(d) Operation of the Diving Committee

The operation of the Diving Committee shall be governed by the relevant Bye-Laws and/or Rules issued by the Executive Committee and/or the Diving Committee for such purpose from time to time.

(4) Water Polo Committee

(a) Establishment and composition

Subject to the provisions of this Clause, a Water Polo Committee shall be formed to advise the Executive Committee on all matters pertaining to the practice and the promotion of water polo. The Water Polo Committee shall be comprised of (a) a chairman, (b) a vice chairman, (c) an honorary secretary, (d) the Members of the Executive Committee, and (e) members elected by the Members in General Meeting in accordance with Clause 37.

(b) Power and duties

The Water Polo Committee shall have the following power and duties:

- (i) to maintain a list of water polo Coaches and Officials;
- (ii) to organize and supervise the organization of water polo Activities and Competitions;
- (iii) to recommend the appointment of Officials for all water polo Competitions;
- (iv) to advise on the selection of water polo Athletes for all international Competitions;
- (v) to organize training schemes for national squads, regional squads and such group of water polo Athletes as shall be determined by the Water Polo Committee;
- (vi) to arrange or suitable publicity for water polo;
- (vii) to report on a regular basis to the Technical Committee on all water polo Activities and Competitions and matters related to water polo;
- (viii) advise the Executive Committee on matters which impact directly on water polo or water polo Athletes or Coaches or Officials;

- (ix) such other matters that may relate to water polo and/or water polo Athletes or Coaches or Officials.
 - (c) Election and Nomination of Members of Water Polo Committee

Election and nomination of members of the Water Polo Committee shall be conducted in accordance with Clause 37.
 - (d) Operation of the Water Polo Committee

The operation of the Water Polo Committee shall be governed by the relevant Bye-Laws and/or Rules issued by the Executive Committee and/or the Water Polo Committee for such purpose from time to time.
- (5) Artistic Swimming Committee
- (a) Establishment and composition

Subject to the provisions of this Clause, an Artistic Swimming Committee shall be formed to advise the Executive Committee on all matters pertaining to the practice and the promotion of artistic swimming. The Artistic Swimming Committee shall be comprised of (a) a chairman, (b) a vice chairman, (c) an honorary secretary, (d) the Members of the Executive Committee, and (e) members elected by the Members in General Meeting in accordance with Clause 37.
 - (b) Power and duties

The Artistic Swimming Committee shall have the following power and duties:

 - (i) to maintain a list of artistic swimming Coaches and Officials;
 - (ii) to organize and supervise the organization of artistic swimming Activities and Competitions;
 - (iii) to recommend the appointment of Officials for all artistic swimming Competitions;
 - (iv) to advise on the selection of artistic swimming Athletes for all international Competitions;
 - (v) to organize training schemes for national squads, regional squads and such group of artistic swimming Athletes as shall be determined by the Artistic Swimming Committee;
 - (vi) to arrange or suitable publicity for artistic swimming;
 - (vii) to report on a regular basis to the Technical Committee on all artistic swimming Activities and Competitions and matters related to artistic swimming;

- (viii) advise the Executive Committee on matters which impact directly on artistic swimming or artistic swimming Athletes or Coaches or Officials;
 - (ix) such other matters that may relate to artistic swimming and/or artistic swimming Athletes or Coaches or Officials.
 - (c) Election and nomination of members of Artistic Swimming Committee

Election and nomination of members of the Artistic Swimming Committee shall be conducted in accordance with Clause 37.
 - (d) Operation of the Artistic Swimming Committee

The operation of the Artistic Swimming Committee shall be governed by the relevant Bye-Laws and/or Rules issued by the Executive Committee and/or the Artistic Swimming Committee for such purpose from time to time.
- (6) Open Water Swimming Committee
 - (a) Establishment and composition

Subject to the provisions of this Clause, a Open Water Swimming Committee shall be formed to advise the Executive Committee on all matters pertaining to the practice and the promotion of open water swimming. The Open Water Swimming Committee shall be comprised of (a) a chairman, (b) a vice chairman, (c) an honorary secretary, (d) the Members of the Executive Committee, and (e) members elected by the Members in General Meeting in accordance with Clause 37.
 - (b) Power and duties

The Open Water Swimming Committee shall have the following power and duties:
 - (i) to maintain a list of open water swimming Coaches and Officials;
 - (ii) to organize and supervise the organization of open water swimming Activities and Competitions;
 - (iii) to recommend the appointment of Officials for all open water swimming Competitions;
 - (iv) to advise on the selection of open water swimming Athletes for all international Competitions;
 - (v) to organize training schemes for national squads, regional squads and such group of open water swimming Athletes as

shall be determined by the Open Water Swimming Committee;

- (vi) to arrange or suitable publicity for open water swimming;
- (vii) to report on a regular basis to the Technical Committee on all open water swimming Activities and Competitions and matters related to open water swimming;
- (viii) advise the Executive Committee on matters which impact directly on open water swimming or open water swimming Athletes or Coaches or Officials;
- (ix) such other matters that may relate to open water swimming and/or open water swimming Athletes or Coaches or Officials.

(c) Election and nomination of members of Open Water Swimming Committee

Election and nomination of members of the Open Water Swimming Committee shall be conducted in accordance with Clause 37.

(d) Operation of the Open Water Swimming Committee

The operation of the Open Water Swimming Committee shall be governed by the relevant Bye-Laws and/or Rules issued by the Executive Committee and/or the Open Water Swimming Committee for such purpose from time to time.

(7) Masters Committee

(a) Establishment and composition

Subject to the provisions of this Clause, a Masters Committee shall be formed to advise the Executive Committee on all matters pertaining to the practice and the promotion of Swimming Sports for persons aged twenty-five (25) or above. The Masters Committee shall be comprised of (a) a chairman, (b) a vice chairman, (c) an honorary secretary, (d) the Members of the Executive Committee, and (e) members elected by the Members in General Meeting in accordance with Clause 37.

(b) Power and duties

The Masters Committee shall have the following power and duties:

- (i) to maintain a list of masters Officials;
- (ii) to organize and supervise the organization of masters Activities and Competitions;

- (iii) to recommend the appointment of Officials for all masters Competitions;
- (iv) to advise on the selection of masters Athletes for all international Competitions;
- (v) to organize training schemes for such group of masters Athletes as shall be determined by the Masters Committee;
- (vi) to arrange or suitable publicity for masters Swimming Sports;
- (vii) to report on a regular basis to the Technical Committee on all masters Activities and Competitions and matters related to masters;
- (viii) advise the Executive Committee on matters which impact directly on masters Swimming Sports or masters Athletes or Coaches or Officials ;
- (ix) such other matters that may relate to masters Swimming Sports and/or masters Athletes or Coaches or Officials.

(c) Election and nomination of members of Masters Committee

Election and nomination of members of the Masters Committee shall be conducted in accordance with Clause 37.

(d) Operation of the Masters Committee

The operation of the Masters Committee shall be governed by the relevant Bye-Laws and/or Rules issued by the Executive Committee and/or the Masters Committee for such purpose from time to time.

(8) Appeal Committee

(a) Establishment and composition

Subject to the provisions of this Clause and Clause 38, an Appeal Committee shall be formed for all appeals against decisions on matters relating to the Association. The Appeal Committee shall be comprised of five (5) Officers of the Association to be appointed by the Executive Committee and such appointment shall be approved by the Members in General Meeting.

(b) Power and duties

The power and duties of the Appeal Committee are detailed in Clause 38.

(c) Appointment and terms of members of the Appeal Committee

The term of office of a member of the Appeal Committee shall be two (2) years and the Executive Committee shall submit information of the appointment to the Honorary Secretary at least fourteen (14) days before the Annual General Meeting or the General Meeting convened for this purpose.

(d) Operation of the Appeal Committee

The operation of the Appeal Committee is detailed in Clause 38.

37. Election of Members of the Standing Committees

- (1) Election of members of the Standing Committees shall be conducted in each Annual General Meeting where the Members shall elect such number of persons for the respective Standing Committees as its members who are in the opinion of the Members competent to advise the Executive Committee on all matters pertaining to the practice and the promotion of respective disciplines of the Swimming Sports and related matters of the Association.
- (2) The Members shall appoint a chairman, a vice-chairman and an honorary secretary for each Standing Committee among the elected candidates.
- (3) The Members of the Executive Committee are appointed as members of each of the Standing Committees upon their respective appointments as Members of the Executive Committee.
- (4) Nomination of Members of Standing Committees
 - (a) Nominations for members of the Standing Committees must be submitted through a Full Member and must be received by the Honorary Secretary fourteen (14) days prior to the Annual General Meeting. When calling for nominations details of the necessary requirements and qualifications (if any) applicable to the position shall also be provided.
 - (b) Nominations must be made on such form as prescribed by the Executive Committee for that purpose from time to time.
- (5) The term of office of the members of the Standing Committees elected under this Clause 37(1) shall be two (2) years.

38. Appeal

(1) Rights of Appeal

Subject to the other provisions of this Clause, any Full Member (for itself or on behalf of its Registered Individuals) is entitled to lodge an appeal to the Appeal Committee against a Decision (as defined below). Such right of appeal is strictly confined to the Full Members and no Honorary Member, Affiliate Member or Registered Individual or any other party may appeal to the Appeal Committee.

(2) Scope of Appeal

- (a) Appeals are strictly confined grievance suffered as a result of a decision, declaration or action of the Executive Committee, any Standing Committee, the Officers of the Association, any Sub-Committee or persons authorized by the Executive Committee or any other committee or officials of the Association (a "Decision") but no appeal against the decision, resolution, declaration or action of the Members in General Meeting is allowed.
- (b) Appeals made by a Full Member (the "Appellant") shall be strictly confined to grievance suffered by the Appellant directly or by the Registered Individuals registered with it. The Appeal Committee will not accept or process any appeal made by the Appellant for or on behalf of a party other than itself or Registered Individuals registered with it.

(3) Administration of Appeal

The operation of the Appeal Committee and the administration of appeals shall be governed by the relevant Bye-Laws issued by the Executive Committee for such purpose from time to time, save as the followings:

- (a) Every appeal application must be subjected to an administrative charge as detailed in the relevant Bye-Laws for the administration costs of the Association in handling the appeal and such sum will not be returned no matter the appeal is sustained or overruled.
- (b) The Appeal Committee has the authority to uphold, vary or reverse the decision appealed against.
- (c) The decision of the Appeal Committee shall be final.

39. Athletes and Officials

- (1) Sentences of suspension or disqualification or expulsion of an Athlete, Coach or Official by a Full Member or an Affiliate Member shall be notified to the Association immediately. All matters affecting the status or reinstatement of any Athlete, Coach or Official shall be forwarded to the Association by the relevant Full Member or Affiliate Member of which the Athlete, Coach or Official is a member and the Association will alone or with reference to FINA give a decision. All such applications first shall be submitted to the relevant Full Member or Affiliate Member, and this recommendation forwarded with the said application. An application for reinstatement shall first be submitted to the relevant Full Member or Affiliate Member which originally dealt with the matter.
- (2) An Athlete, Coach or Official who has been suspended, disqualified or expelled shall not be eligible to participate in any Activities or Competitions until the term of suspension has been served, the disqualification lifted or the expulsion reversed.

- (3) In all cases where the Activities or Competitions shall have received the sanction of the Association, each Full Member and Affiliate Member agrees to ensure that the Rules governing the relevant Swimming Sports are strictly enforced and each Full Member and Affiliate Member shall insist that in all such sanctioned Activities or Competitions, it shall be stated in the entry forms, programs and all official notices that such meets or competitions or matches are going to be held and shall actually be held under the applicable Rules.

40. General Provisions

- (1) All Members and Registered Individuals acknowledge that FINA is the only recognized body in the world which governs swimming, open water swimming, diving, water polo, artistic swimming and masters internationally.
- (2) All Members and Registered Individuals agree that it is a condition of its membership and/or affiliation that he/she or it will comply with all requirements of out-of-competition doping as requested by the Association and/or FINA from time to time.
- (3) Athletes, Coaches, Officials and spectators are only allowed to take part in or attend any Activities or Competition on condition that they observe the Rules and Bye-Laws of the Association and of FINA and the laws governing the Swimming Sports as accepted by the Association from time to time.
- (4) All Members are responsible for the action of their Athletes, Coaches and Officials. Spectators are subject to the control of the Officials for that Competition.
- (5) Any Athletes selected by the Association for any event who without good and sufficient cause refuses to take part in such an event shall be guilty of misconduct.
- (6) The rules of FINA shall apply where no provision has been made in the Rules or Bye-Laws or the Articles of Association and where there is conflict between the Rules and/or Bye-Laws and/or the Articles of Association with the rules of FINA, the rules of FINA shall prevail.
- (7) Minutes of all committees or sub-committees meetings shall be kept by the secretary serving the particular committee or sub-committee concerned and after complete circulation the chairman of the particular meeting, or of the succeeding meeting, shall sign the minutes confirming them as a true record of the proceedings of that meeting. For the purpose of implementing this rule, a copy of the minutes sent to any member of a committee or sub-committee shall constitute circulation.

41. Transitional Executive Committee

- (1) Nature of clause

This clause is a transitional clause. As of the completion of the Annual General Meeting to be held in 2006, this entire Clause 41 will be of no further force or effect.

- (2) Members of Executive Committee, Officers of the Association and members of the Standing Committees

Members of the Executive Committee, the Officers of the Association and members of the Standing Committees (including their respective chairman and honorary secretary) elected in the Annual General Meeting of the Association held in 2004 shall serve their terms of office until the Annual General Meeting to be held in 2006, after which the election of the captioned posts will be held in accordance with the Articles of Association.

Names, Addresses and Descriptions of Subscribers

Mr. Arnaldo de Oliveira Sales

(沙理士)

[Occupation]

[Address]

Dr. Wong Yat Sun

(王日桑)

[Occupation]

[Address]

Mr. Ronnie Wong Man Chiu

(王敏超)

[Occupation]

[Address]

Miss Agnes Tsang

(曾坤鈺)

[Occupation]

[Address]

Mr. Tung Kam Sing

(佟金城)

[Occupation]

[Address]

Mr. Alan Sham

(沈家倫)

[Occupation]

[Address]

Miss Chu Ka Shum

(朱家心)

[Occupation]

[Address]

Dated the 30th day of September 1998

Witness to the above signatures:

E. G. SOUSAE
Solicitor
Hong Kong