

THE COMPANIES ORDINANCE (CHAPTER 32)

Private Company Limited by Guarantee

ARTICLES OF ASSOCIATION

OF

DISCOVERY BAY PIRATES RUGBY FOOTBALL CLUB LIMITED

Interpretation

1 In these articles-

"Articles" means these Articles of Association as from time to time, amended, altered or added to in accordance with the Ordinance and these Articles;

"Club" shall mean the company limited by guarantee registered under Hong Kong Companies Registry no. 2055844 on 17 March 2014 as Discovery Bay Pirates Rugby Football Club Limited and since 21 March 2014 as DB Pirates Limited ("company") and, as the case may be, the sports club trading under the name "DB Pirates" and its derivatives "Pirates", "Lantau Pirates" or "Hong Kong Pirates";

"Ordinance" (本條例) means the Companies Ordinance, Chapter 32 (as amended from time to time);

"seal" (印章) means the common seal of the Club;

"Register" means the register of members of the Club;

"secretary" (秘書) means any person appointed to perform the duties of the secretary of the Club.

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

Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the Ordinance or any statutory modification thereof in force at the date at which these articles become binding on the Club.

The interpretation and construction of these Articles (unless required by the Ordinance or these Articles to be exercised by the Club in General Meeting) shall be determined by the directors in their absolute discretion, which determination shall be final and binding on all persons affected thereby.

Table "C" of the Ordinance is expressly excluded in these Articles.

Members

2 The number of members with which the Club proposes to be registered is 2000, but the directors may from time to time register an increase or decrease in the number of members.

3 The Club shall maintain a Register which shall be available for inspection by members at its registered office during normal office hours. In respect of each member, the Register shall contain:

- (a) his name;
 - (b) his current postal and electronic addresses; and
 - (c) the date on which his membership changed or ceased.
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- 4 The founders to the memorandum and articles and such other persons as the directors may admit to membership shall be members of the Club.
- 5 To be eligible for admission to the Club as a member, a person shall:
- (a) have completed the membership registration process and submitted all supporting documentation therein; and
 - (b) have paid the prescribed membership fees
- 6 Members, other than those appointed an officer of the company in the manner provided herein, shall have no voice in the management of the affairs of the Club.
- 7 All membership is on an annual basis and will commence on the 1st of June in any calendar year or such other date as the directors may decide (the "Annual Membership Commencement Date") or such later date as an application is made and accepted, and all memberships will end on the earlier of when a member ceases to have a Hong Kong address or the last day preceding the anniversary of the Annual Membership Commencement Date in the subsequent calendar year. Membership renewal is subject to annual payment of membership fees, if any, and such continuing re-application and other membership requirements as the directors may determine for that year of membership.
- 8 The directors may from time to time determine and prescribe such methods and procedures for admission of members as well as the privileges to which they shall be entitled and the obligations to which they shall be subject, as it shall deem appropriate provided that all such methods, procedures, privileges and obligations shall be in accordance with the other provisions of these Articles and the Ordinance and recorded in writing and available for inspection by the membership.

General Meetings

- 9 The Club shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one annual general meeting of the Club and that of the next. Provided that so long as the Club holds its first annual general meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the directors shall appoint.
- 10 All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 11 The directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by the Ordinance. If at any time there are not within Hong Kong sufficient
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directors capable of acting to form a quorum, any director or any 25 members of the Club may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the directors.

Notice of General Meetings

- 12 An annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 days' notice in writing (including by way of e-mail or other electronic means) at the least, and a meeting of the Club other than an annual general meeting or a meeting for the passing of a special resolution shall be called by 14 days' notice in writing at the least. The notice in each case 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 prescribed by the Club in general meeting, to such persons as are, under these articles of the Club, entitled to receive such notices from the Club:

Provided that a meeting of the Club shall, notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it is so agreed-

- (a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and
 - (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than 95 per cent of the total voting rights of all the members entitled to attend and vote at that meeting.
- 13 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

Proceedings at General Meetings

- 14 All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the directors and auditors, the election of directors in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors.
- 15 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business and continues to be present until the conclusion of the meeting; save as herein otherwise provided, 10 members present in person or by proxy shall be a quorum.
- 16 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be
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dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the directors may determine, and 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.

- 17 The chairman, if any, of the board of directors shall preside as chairman at every general meeting of the Club, or if there is no such chairman, or if he shall not be present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act or is absent from Hong Kong or has given notice to the Club of his intention not to attend the meeting, the directors present shall elect one of their number to be chairman of the meeting.
- 18 If at any meeting no director is willing to act as chairman or if no director is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of the meeting.
- 19 The chairman of the meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by a majority in number of members present at the meeting the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 20 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded-
 - (a) by the chairman of the meeting; or
 - (b) by at least 5 members having the right to vote present in person or by proxy; or
 - (c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the chairman of the meeting that a resolution has on a show of hands been carried or carried unanimously, or carried by a particular majority, or lost or not carried by a particular majority and an entry to that effect in the book containing the minutes of proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

- 21 Except as provided in article 23, if a poll is duly demanded it shall be taken in such manner as the chairman of the meeting directs, and the result of the poll
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shall be deemed to be the resolution of the meeting at which the poll was demanded.

- 22 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
- 23 A poll demanded on the election of the chairman of the meeting, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

Votes of Members

- 24 Every member shall have 1 vote.
- 25 A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis or other person in the nature of a committee, receiver or curator bonis appointed by that court, and any such committee, receiver, curator bonis or other person may, in a poll, vote by proxy, provided that that proxy shall be a member of the Club.
- 26 No member shall be entitled to vote at any general meeting unless all moneys payable by him to the Club in his capacity as member, and which have been outstanding for more than 1 month after they fell due for payment, have been paid.
- 27 On a poll votes may be given either personally or by proxy.
- 28 The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorized. A proxy shall be a member of the Club.
- 29 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Club or in such manner or at such other place within Hong Kong as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
- 30 An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:
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"[Name of Club] Limited.

I/We [name of member] of [address], being a member/members of the above named Club hereby appoint [name of proxy] of [address] or failing him [name of alternate] of [address], being a member of the above named Club, as my/our proxy to vote for me/us on my/our behalf at the [annual or extraordinary, as the case may be] general meeting of the Club to be held on the [date] day [month] of 20[year], and at any adjournment thereof.

Signed this [date] day of [month] 20[year]."

- 31 Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit-

"[Name of Club] Limited.

I/We [name of member] of [address], being a member/members of the above named Club hereby appoint [name of proxy] of [address] or failing him [name of alternate] of [address], being a member of the above named Club, as my/our proxy to vote for me/us on my/our behalf at the [annual or extraordinary, as the case may be] general meeting of the Club to be held on the [date] day [month] of 20[year], and at any adjournment thereof.

Signed this [date] day of [month] 20[year].

This form is to be used *in favour of the resolution.

*against the resolution.

**Strike out whichever is not desired.*

Unless otherwise instructed, the proxy will vote as he thinks fit.

- 32 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 33 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Club at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Corporations acting by Representatives at Meetings

- 34 Any corporation which is a member of the company may by resolution of its directors or other governing body authorize such person as it thinks fit to act as its representative at any meeting of the company, and the person so authorized shall be entitled to exercise the same powers on behalf of the corporation which
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he represents as that corporation could exercise if it were an individual member of the company.

Directors

- 35 The number of the directors and the names of the first directors shall be determined in writing by the founders of the Memorandum or a majority of them (although there must be a minimum of two directors at all times and no director shall be a corporate entity). The directors other than the first directors, shall be elected by the members in general meeting from those members in good standing
- 36 The directors must be members.
- 37 The directors shall receive no remuneration for their services but shall be reimbursed for all expenses incurred in connection with activities conducted in accordance with, or in furtherance of, the objects of the Club.

The directors shall include persons in the following categories (provided that one director may bear one or two, but not more than two, of these offices) :

- (a) the Chairman;
- (b) the Treasurer;
- (c) the Secretary;
- (d) any other such category as determined by the directors;

Borrowing Powers

- 38 The directors may exercise all the powers of the Club to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Club or of any third party.

Powers and Duties of Directors

- 39 The business of the Club shall be managed by the directors, who may pay all expenses incurred in promoting and registering the Club, and may exercise all such powers of the Club as are not, by the Ordinance or by these articles, required to be exercised by the Club in general meeting, subject nevertheless to the provisions of the Ordinance or these Articles.
- 40 The directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the directors, to be the attorney or attorneys of the Club for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the directors under these articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the directors may think fit and may
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also authorize any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

41 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Club, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the directors shall from time to time by resolution determine.

42 The directors shall cause minutes to be made in books provided for the purpose-

- (a) of all appointments of officers made by the directors;
- (b) of the names of the directors present at each meeting of the directors and of any committee of the directors;
- (c) of all resolutions and proceedings at all meetings of the Club, and of the directors, and of committees of directors,

and every director present at any meeting of directors or committee of directors shall sign his name in a book to be kept for that purpose.

Sections

43 The directors shall be have the power to create another Section or Sections for such purpose as the directors shall deem appropriate,

By-Laws

44 The directors shall have power, from time to time, to make, adopt, alter and repeal all such by-laws as it may deem necessary, expedient or convenient for the proper management and regulation of the Club and the members, officers, servants and agents of the Club, including particularly, but without prejudice to the generality of the foregoing, by-laws regulating the requirements (if any) for membership of the Club and the membership fee payable;

PROVIDED HOWEVER that:

- (a) if any by-law shall be inconsistent with anything contained in the these articles, these articles shall prevail; and
 - (b) notice of the making and adoption of any by-law or by-laws or alteration or repeal thereof shall within fourteen (14) days of their coming into force be posted to the members in accordance with the notice provisions contained in article 12 for a period of not less than seven (7) days and shall be entered in a by-law book kept by the secretary which by-law book shall be open to the inspection of the members provided that failure to post such notice or make entry in the by-law book as aforesaid shall not invalidate the by-law or by-laws or alteration or repeal concerned.
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- 45 Save as mentioned in proviso (a) to article 44, all by-laws made and adopted by the directors under article 44 and the provisions of all notices published in pursuance of any by-laws shall be binding on members until and unless repealed or altered or set aside by the directors.

Disqualification of Directors

- 46 The office of director shall be vacated if the director-
- (a) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (b) becomes prohibited from being a director by reason of any disqualification order made under the Ordinance; or
 - (c) becomes of unsound mind; or
 - (d) resigns his office by notice in writing to the Club given in accordance with the Ordinance; or
 - (e) shall for more than 6 months have been absent without permission of the directors from meetings of the directors held during that period; or
 - (f) is directly or indirectly interested in any contract (being a contract of significance in relation to the Club's business) with the Club and, if his interest in the contract is material, fails to declare the nature of his interest in the manner required by the Ordinance.

Rotation of Directors

- 47 At each annual general meeting of the Club all the directors shall retire from office, provided always that a retiring director shall be eligible for re-election.
- 48 The Club at the meeting at which a director retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring director shall, if offering himself for re-election, be deemed to have been re-elected as if such director had not retired, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such director shall have been put to the meeting and lost.
- 49 The Club may from time to time by ordinary resolution increase or reduce the number of directors.
- 50 In the event of a director resigning or ceasing to be a member for any reason whatsoever at any time prior to the holding of the next Annual General Meeting, the Board shall be entitled to co-opt another member to serve in such capacity, provided that such member shall meet the eligibility requirements for such nomination as such an officer as set out in Article 36, and provided further that
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such member shall only be entitled to act in such capacity until the next General Meeting.

- 51 The Club may by ordinary resolution remove any director before the expiration of his period of office notwithstanding anything in these articles or in any agreement between the Club and such director. Such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the Club.

Proceedings of Directors

- 52 The directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall have a second or casting vote. A director may, and the secretary on the requisition of a director shall, at any time summon a meeting of the directors. It shall not be necessary to give notice of a meeting of directors to any director for the time being absent from Hong Kong.
- 53 The directors may participate in a meeting of the directors by means of conference telephone or other communication means whereby all persons participating in the meeting can hear each other and participation in the meeting in such manner shall be deemed to constitute presence in person at such meeting and all the provisions in these articles as to meetings shall, mutatis mutandis, be applicable.
- 54 The quorum necessary for the transaction of the business of the directors may be fixed by the directors, and unless so fixed shall be half or more of the appointed directors.
- 55 The continuing directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to these articles of the Club as the necessary quorum of directors, the continuing directors or director may act for the purpose of increasing the number of directors to that number, or of summoning a general meeting of the Club, but for no other purpose.
- 56 The directors may elect a chairman of their meetings and determine the period for which he is to hold office; but, if no such chairman is elected, or if at any meeting the chairman is not present within 5 minutes after the time appointed for holding the same, the directors present may choose one of their number to be chairman of the meeting.
- 57 The directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the directors. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a
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majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote.

- 58 A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within 5 minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.
- 59 A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote.
- 60 All acts done by any meeting of the directors or of a committee of directors, or by any person acting as a director, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director.
- 61 A resolution in writing, signed by a majority of the directors for the time being entitled to receive notice of a meeting of the directors, shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the directors.

A director shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted. A director shall be excluded from any quorum for matters relating to discussions and voting in relation to any contract in which he is interested.

Secretary

- 62 The secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.
- 63 A provision of the Ordinance or these articles requiring or authorizing a thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, the secretary.

The Seal

- 64 The directors shall provide for the safe custody of the seal, which shall only be used by the authority of the directors or of a committee of the directors authorized by the directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a person authorized to do so by a board
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resolution signed by all the directors. Such a board resolution may be signed in counterparts.

Accounts

- 65 The directors shall cause proper books of account to be kept with respect to-
- (a) all sums of money received and expended by the Club and the matters in respect of which the receipt and expenditure takes place;
 - (b) all sales and purchases of goods by the Club; and
 - (c) the assets and liabilities of the Club.

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

- 66 The books of account shall be kept at the registered office of the Club, or, subject to the Ordinance, at such other place or places as the directors think fit, and shall always be open to the inspection of the directors.

- 67 The directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Club or any of them shall be open to the inspection of members not being directors, and no member (not being a director) shall have any right of inspecting any account or book or document of the Club except as conferred by statute or authorized by the directors or by the Club in general meeting.

- 68 The directors shall from time to time in accordance with the Ordinance, cause to be prepared and to be laid before the Club in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections. The financial year shall start on June 1st and end on May 31st of the subsequent calendar year.

- 69 A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the company in general meeting, together with a copy of the auditor's report, shall not less than 14 days before the date of the meeting be sent to every member of, and every holder of debentures of, the company:

Provided that this article shall not require a copy of those documents to be sent to any person of whose address the company is not aware, but any Member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the registered office of the Club.

Audit

- 70 Auditors shall be appointed and their duties regulated in accordance with the Ordinance, provided that no formal audit opinion shall be required in the auditor's review unless pursuant to a mandatory provision of the Ordinance.

Notices

- 71 A notice may be given by the Club to any member either personally, by facsimile transmission, email transmission or other electronic transmission including posting on the club's website or by sending it by post to him or to his registered address, or (if he has no registered address within Hong Kong) to the address, if any, within Hong Kong supplied by him to the Club for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 48 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

A notice posted on the Club Website shall be deemed to have been duly served with effect on the day following such posting on the Club Website.

- 72 Notice of every general meeting shall be given in any manner hereinbefore authorized to-
- (a) every member except those members who (having no registered address within Hong Kong) have not supplied to the Club an address within Hong Kong for the giving of notices to them; and
 - (b) the auditors for the time being of the Club.

No other person shall be entitled to receive notices of general meetings.

- 73 Every director, managing director, agent, auditor, secretary and other officer for the time being of the Club shall be indemnified out of the assets of the Club against any liability incurred by him in relation to the Club in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under sections 903 or 904 of the Ordinance in which relief is granted to him by the court.
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Names, Addresses and Description of the Signatory(ies)

(Name of the Signatory)
(Address of the Signatory)

Signed:

(Position)

Dated:-
