



ARTICLES OF ASSOCIATION

OF

THE HONG KONG AVIATION CLUB LIMITED

香港飛行總會有限公司

(as adopted by Special Resolutions passed on 26th February 2015)

THE COMPANIES ORDINANCE (CAP.622)

Company Limited by Guarantee and

not having a Share Capital

ARTICLES OF ASSOCIATION

of

THE HONG KONG AVIATION CLUB LIMITED

香港飛行總會有限公司

PRELIMINARY

1. The model articles of association as prescribed in Schedule 3 of the Companies (Model Articles) Notice (Cap. 622H) are excluded in respect of the Club.

INTERPRETATION

2. In these Articles the words standing in the first column of the table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context. In addition the headings and marginal notes (if any) hereto shall not affect the construction thereof.

The Ordinance	The Companies Ordinance (Chapter 622) and when any provision of the Ordinance is referred to, the reference is to that provision as modified by any statute for the time being in force
These Articles	These Articles of Association in their present form or as from time to time altered
The Club	The Company registered as "The Hong Kong Aviation

Club Limited 香港飛行總會有限公司”

The General Committee	The General Committee of management of the Club for the time being
The President	The President of the Club for the time being
The Vice-President	The Vice-President of the Club for the time being
The Members	Those Members of the Club whose names are entered in the Register of Members of the Club
The Office	The Registered Office of the Club
The Seal	The Common Seal of the Club
Month	Calendar month
Year	For the purposes of these Articles, means the period between one Annual General Meeting of the Club and the next
The Secretary	The Honorary Secretary of the Club for the time being
The Treasurer	The Honorary Treasurer of the Club for the time being
The Chief Flying Instructor	The Chief Flying Instructor of the Club for the time being appointed by the General Committee

And the words importing the singular number only shall include the plural number and vice versa.

Words importing the masculine gender only shall include the feminine gender, organization and corporation.

References to writing shall include typewriting, printing, lithography, photography and other modes of representing or reproducing words in a legible form.

Subject as aforesaid any words or expressions defined in the Ordinance in force at

the date when these Articles are adopted shall bear the same meanings in these Articles.

COMPANY NAME

3. The name of the company (hereinafter called “the Club”) is The Hong Kong Aviation Club Limited 香港飛行總會有限公司.

MEMBERS' LIABILITIES

4. The liability of the members is limited.

LIABILITIES OR CONTRIBUTIONS OF MEMBERS

5. Every member of the Club undertakes to contribute to the assets of the Club in the event of its 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 Club contracted before he ceases to be a member, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding \$100.00.

OBJECTS

6. The objects for which the Club is established are: -

(a) To acquire and take over all of the assets and liabilities of the Limited Companies known as "The Aero Club of Hong Kong" and "The Hong Kong Flying Club".

(b) To promote the art of flying light aircraft in and around Hong Kong and elsewhere and as a means thereto to provide facilities to enable members to fly aircraft, obtain flying tuition and discuss all matters appertaining thereto and in addition to exercise discipline over members on the safe and proper use of aircraft.

(c) Subject to paragraph (a) of this Article above written, to establish maintain and conduct a Flying Club and to provide facilities for the above purpose and

to encourage social intercourse between members.

(d) To represent the interests of Members in relation to flying activities and generally to negotiate on their behalf in matters relating to aviation.

(e) To acquire by purchase charter or otherwise, aircraft for use by Members and for the purposes aforesaid and to purchase such ancillary equipment as the Club may deem expedient to enable the Club to fulfil its objects and to sell or otherwise dispose of any aircraft or equipment as aforesaid.

(f) To enter into any arrangement the Club may deem appropriate for the storage of any aircraft belonging to the Club or which may be used by the Club or for the maintenance or upkeep thereof.

(g) To engage staff to provide tuition to Members in flying aircraft and generally in instructing them in all matters relating to aircraft their maintenance or upkeep and to engage, hire and employ all persons considered necessary for the purposes of the Club and to pay to them and other persons in return for services rendered to the Club salaries, wages, gratuities and pensions.

(h) Subject to the provisions of Sections 115(2)(b) and (3) of the Ordinance to acquire by purchase, lease or in exchange or by hire or otherwise any other lands, buildings, or tenements anywhere in Hong Kong or elsewhere as may be deemed by the Club likely to advance or benefit either directly or indirectly the interests of the Club, or otherwise to further the objects of the Club.

(i) To prepare, print and publish any periodicals, books, circulars, leaflets or other literature which may be thought desirable for the promotion of the interests of the Club and its Members and others interested in the objects of the Club and to distribute among its Members and others, information and statistics on all matters affecting the said objects, and in these or other activities undertake the duties of advertising and publicity agents.

(j) To promote and hold, either alone or in conjunction with any other corporation association club or persons, meetings competitions or any other sports or pastimes, to offer give or contribute towards prizes medals and awards therefor and to promote give or support dinners balls concerts competitions and entertainments in furtherance of the Club's objects.

(k) To act on behalf of members in regard to advance bookings, sale of tickets at meetings and other gatherings and sporting events and for the reservation of accommodation at hotels and the like, and to carry out such similar duties as may generally be required from time to time and, in particular, in regard to any meetings whether the Club acts as promoters or joint promoters or otherwise.

(l) To make known by way of advertisement or in any other way the objects of the Club or any analogous activities causes or projects which it may be desired to sponsor or support.

(m) To establish, promote, or assist in establishing or promoting, and to subscribe to, or become a member of, any other associations or clubs whose objects are similar or in part similar to the objects of the Club, or the establishment or promotion of which may be beneficial to the Club. Provided that no subscription be paid to any such other association or club out of funds of the Club, except bona fide in furtherance of the objects of the Club.

(mm) To acquire, by purchase subscription or otherwise and whether or not fully paid up, shares, stock, debentures, notes, obligations or securities in any company or corporation whose objects are similar to, in part similar to the objects of the Club or the business or activities of which may be beneficial to the Club and to lend or provide other financial assistance to any such company or corporation and further to grant options over or enter into arrangements for sale of any such shares, stock, debentures, notes, obligations or securities, in all such cases subject to and on such terms and conditions as the Club may consider appropriate.

(n) To support and subscribe to any charitable or public body, and any institution, society or club which may be for the benefit of the Club or its employees, to give pensions, gratuities Christmas boxes or charitable aid to any persons who may have served the Club or have been connected with the Club's activities, or to the wife, widow, children or other relatives of any such person; to make payments towards insurance; and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Club.

(o) To invest and deal with the moneys of the Club not immediately required, upon such securities and in such manner as may from time to time be determined by the Club.

(p) To borrow, or raise and give security for money by the issue of or upon

bonds, debentures, debenture stock, bills of exchange, promissory notes or other obligations or securities of the Club or by mortgage or charge upon all or any part of the property of the Club.

(q) To act as trustee for the members of the Club and as such trustee to receive and hold money in trust for them and therewith to purchase, hold in trust for and supply to the Members of the Club intoxicating liquors, tobacco and other things.

(r) To repay or refund to persons who have advanced or subscribed money for the purpose of meeting the preliminary expenses of the formation of the Club to be established as aforesaid the amount of the money so advanced or subscribed by them.

(s) To issue badges and insignia to the members of the Club.

(t) To do all or any of the above things by or through agents or otherwise and either alone or in conjunction with others.

(u) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

REGISTERED OFFICE

7. The registered office of the Club will be situated in Hong Kong.

MEMBERSHIP

8. The number of members with which the Club proposes to be registered is for the purposes of registration declared to be unlimited.

9. Membership shall be open to all persons over the age of eighteen years who are interested in aviation, flying aircraft, flying training and other related activities.

ELECTION OF MEMBERS

10. Except as provided in Article 27 hereof, every candidate for membership of the Club shall be proposed by one and seconded by another Life Member or Full

Member, both of whom shall have been members of the Club for not less than six months and shall vouch, from their personal knowledge, for the fitness of the candidate. Every such application for membership shall be made in writing, signed by the candidate and by his proposer and seconder, and shall state the class of membership applied for and shall be in such form as the General Committee shall from time to time prescribe with an undertaking to be bound by the rules and standing flying orders of the Club if elected. Every application shall be accompanied by the amount of the Entrance Fee and any other such fee which may be required by the General Committee, which sums shall be refundable if the candidate is not elected.

11. Any omission or inaccuracy or misrepresentation in the particulars relating to or the description of any candidate shall render his election voidable at the discretion of the General Committee.

12. Upon receipt of the candidate's application particulars thereof shall be entered in the book of candidates and the Secretary shall inform him of the date of ballot in connection with his candidature.

13. The name and address of each candidate as well as name of his proposer and seconder shall be exhibited in the Club for at least one month before the date of ballot.

14. A candidate may at the discretion of the General Committee and on such terms as they may think fit use the Club from such date as may be notified to him by the Secretary in writing until closure of the ballot. This privilege may at any time be withdrawn without notice.

15. The proposer and seconder of any candidate for membership of the Club shall be jointly and severally liable to the Club for the payment of all amounts which may be due to the Club from such candidate up to the date of his ballot.

16. In the event of the proposer or seconder of any candidate for membership ceasing to be a member of the Club before the election of a candidate, the candidate must notify the Secretary in writing of the name of a duly qualified member willing to act as a proposer or seconder in the place of the member originally so acting accompanied by the written consent of such member and such substituted proposer or seconder shall assume all the liabilities which attached to the original proposer or seconder in connection with the nomination of such candidate.

17. Every candidate for election shall be balloted for by the General Committee.

18. The ballot shall be held at such meetings of the General Committee as the General Committee may determine. A candidate shall only be elected if he receives the affirmative vote of the majority of the members present at that meeting.

19. The decision of the General Committee as to whether any candidate has been duly elected or not shall be final. The number of votes and the manner in which they are cast shall not be disclosed.

20. The method of balloting may be varied from time to time as the Club in General Meeting may think fit.

21. In the event of any candidate not being elected notice shall be given in writing to his proposer and seconder. No candidate who has not been elected shall be allowed to make use of the Club as a guest or otherwise. Notice of election of a candidate shall be given in writing by the Secretary to such candidate, whose name shall be entered in the Register of Members.

22. With the view of remedying any mistake that may be shown to the satisfaction of the General Committee to have occurred a candidate may at the discretion of the General Committee be proposed and seconded and balloted for a second time but not oftener and not until the expiration of two months after the first ballot. Except as aforesaid no candidate proposed and not elected, shall be proposed again until the expiration of twelve months, nor shall he make use of the Club until duly elected.

ENTRANCE FEES AND SUBSCRIPTIONS

23. Except as provided in these Articles all members shall pay before election an entrance fee, and shall pay in addition a monthly subscription. Such fee and subscription shall be determined from time to time by the General Committee.

24. The General Committee may, whenever it thinks it desirable in the interests of the members as a whole, waive the entrance fee payable by any person in any way associated with aviation who becomes a member of the Club, and such member will be entitled to enjoy the same facilities and privileges afforded to all other members of the same category.

LIFE MEMBERS

25. On the recommendation of the General Committee any person who has been a member of the Club (including any period of membership of the Aero Club or of the Flying Club) for at least 5 years prior to election and who, in the opinion of the General Committee has rendered a special service to the Club may at any general meeting of the Club be elected a Life Member of the Club. A two-thirds' majority of those present and voting shall be necessary for such election. Every Life Member shall be entitled to all the privileges and be subject to all the duties of a member of the Club during his life (subject nevertheless to the provisions of Articles 32, 33 and 34 hereof) without any further payment, by way of subscription or otherwise but excepting payment of fees for use of aircraft and the liability in respect of his guarantee contained in Article 5.

OVERSEAS MEMBERS

26. Members intending to reside outside Hong Kong for six months or more may, on written application to the Secretary, continue as a member of the Club on payment of such reduced subscription or fee as the General Committee shall decide from time to time. An Overseas Member may, on resuming residence in Hong Kong, on written application to the Secretary resume as a member under his previous class of membership subject to payment of the appropriate subscription. Overseas Members shall not be entitled to use any of the facilities of the Club.

PATRONS AND HONORARY MEMBERS

27. The General Committee shall have power to invite persons of distinction resident in Hong Kong to be Patrons or Honorary Members of the Club for such terms as the General Committee thinks fit and such persons shall not be required to pay any entrance fees or subscription.

CLASSES OF MEMBERS

28. (a) Full Members: to qualify for Full Membership of the Club a candidate shall show to the satisfaction of the General Committee a direct interest in general aviation. Full Members shall be entitled to the full use of all Club facilities including

Club aircraft and to operate other aircraft from the Club premises or the Club's helicopter operation base subject to approval of the General Committee.

(b) Organizational Members: Any aviation-related public body of the Hong Kong Special Administrative Region or any aviation-related non-profit organization or aviation-related charitable organization recognized by the Inland Revenue Department under Section 88 of the Inland Revenue Ordinance for tax exemption may qualify to apply and join the Club as an Organizational Member. Each Organizational Member may have such number of nominees as the General Committee may at their absolute discretion determine for the full use of all Club facilities at the same time and the nominees may receive and undergo pilot training, recency flight training, flying familiarization or any similar or related training or flying activities, subject always to the approval of the General Committee and provided that the Full Members shall have priority over the Organizational Members in the aforesaid rights, and the Club facilities, flying opportunities and training are available to the Organizational Members on standby basis. The nominees may be changed from time to time with the approval of the General Committee. Organizational Members are not subject to entrance fee and are not entitled to vote at any General Meetings of the Club, and NOT be eligible to be members of the General Committee of the Club or to propose or second any Full Member for election to the General Committee.

(c) Corporate Members: It must be a company either incorporated in the Hong Kong Special Administrative Region or registered in Hong Kong under Part XI of the Ordinance. Each Corporate Member may have at most three nominees for the use of the Club facilities, but shall not use the Club aircraft, operate other aircraft from the Club premises, the Club's helicopter operation base or within Shek Kong aerodrome. A Corporate Member shall not operate its own aircraft from the Club's premises or the Club's helicopter operation base, and shall not park or store its aircraft at the Club's hangar. The nominees may be changed from time to time with the approval of the General Committee upon payment of a fee. Corporate Members are not entitled to vote at any General Meetings of the Club, and NOT eligible to be members of the General Committee of the Club or to propose or second any Full Member for election to the General Committee.

(d) General Members: General Members shall enjoy the same privileges as the Full Members save and except that they are NOT entitled to receive and undergo pilot training, recency flight training, flying familiarization or any similar or related training or flying activities or operate any aircraft whatsoever the Club's premises or the Club's helicopter operation base, or to vote at any General Meetings of the Club

and are NOT eligible to be members of the General Committee of the Club, or to propose or second any Full Member for election to the General Committee.

(e) Associate Members: shall be entitled to full use of Club facilities except that they may not act as Pilot-under-Training or Pilot-in-Command of any aircraft owned by the Club or operated from the Club's premises, Shek Kong Aerodrome or the Club's helicopter operation base.

(f) Temporary Members: persons visiting or temporarily resident in Hong Kong. Temporary Members shall be entitled to the full use of all Club facilities including Club aircraft and to operate other aircraft from the Club premises or the Club's helicopter operation base subject to the approval of the General Committee. The term of Temporary Membership shall not be more than three calendar months in each Calendar Year.

(g) The General Committee shall have the power to form new classes of Members as it thinks fit and to determine the rights, privileges terms and conditions of such memberships and to vary or exclude all or any of the rights and privileges conferred on members of the Club by these Articles.

RIGHTS OF MEMBERS

29. Subject to the express provisions of these Articles to any standing flying orders made as hereinafter provided and to any rules for the time being in force made by the General Committee as hereinafter provided, all members shall be entitled at all times to use in common all the premises and property of the Club and shall be entitled to all the rights and subject to all the duties of a member.

30. Corporate Members, Organizational Members, General Members, Associate Members, Overseas Members, Temporary Members, Patrons, Honorary Members, nominees of Corporate Members and nominees of Organizational Members shall not have the right to nominate or to be elected as officers or members of the General Committee of the Club or to propose or second candidates for election as members of the Club or to vote at General Meetings of the Club.

31. (a) The rights and privileges of a member who is an individual shall be personal to himself; they shall not be transferable by his own act or by the operation of law and shall cease upon his death or upon his ceasing to be a member under the

provisions of these Articles or the rules of the Club or the provisions of the Ordinance.

(b) The rights and privileges of Corporate Members and Organizational Members shall not be transferable by its own act or by operation of law and shall cease upon deregistration, dissolution or winding up (either voluntary or by the court), or its ceasing to be a member under the provisions of these Articles.

(c) Members may, subject to the approval of the General Committee and to the payment of such further entrance fees and subscriptions as the General Committee may stipulate, transfer from one class of Membership to another.

CESSATION OF MEMBERSHIP

32. A member may at any time resign his membership by notice in writing to the Club specifying the date of termination of membership which may not be earlier than the date of receipt of notice by the Club. In the event that no date is specified therein the notice shall take effect on the last day of the month in which the notice was received.

33. Any member whose account is three months in arrears shall, at the absolute discretion of the General Committee, cease to be a member of the Club and shall forfeit all right in and claim upon the Club and its property unless the General Committee resolve to suspend the operation of this provision in respect of any particular member on such terms as the General Committee thinks fit.

34. (1) If any member shall in the opinion of the General Committee wilfully refuse or neglect to comply with any of the provisions of the the Articles of Association of the Club or the rules made by the General Committee or any of the Club's standing flying orders or Ordinances or statutory or quasi statutory rules regulations or orders relating to flying in Hong Kong or if in the opinion of the General Committee any member is guilty of any conduct which is objectionable to other members of the Club or which is contrary or damaging to its interests or reputation, or if any member wilfully damages any of the Club's property or fails to have proper regard for the safety of the Club's property or fails to have proper regard for the safety of others while he is engaged in aviation in Hong Kong, the General Committee may by resolution suspend his membership of the Club or, in the case of a Full Member, Temporary Member or nominee of an Organizational Members, his flying privileges under these Articles for such period as the General Committee may determine by simple majority votes, or the

General Committee may by resolution expel him from membership of the Club. Any such resolution of expulsion must be passed by the affirmative vote of not less than 75% of the members of the General Committee as then constituted.

(2) Not less than 1 week's notice in writing must be given to any such member of the intended resolution and of the nature of the allegations made against him. The member shall be entitled to give an explanation in writing and to attend the meeting of the General Committee at which such resolution is to be considered and to give such explanation or make such representations in person as he may think fit.

(3) The General Committee shall have the absolute and unfettered discretion to accept or reject any such explanation or representations and its decision shall be final and conclusive, subject to paragraph (7) of this Article. There shall be no duty on the General Committee to give reasons for its decision.

(4) The General Committee may, if it considers the case to be sufficiently grave, and without prejudice to its powers under paragraph (1) of this Article, immediately by written notice suspend a member from the use of the Club pending their investigation of his conduct.

(5) The Chief Flying Instructor may by written notice suspend the flying privileges of any Member under these Articles for any matter connected with flying in Hong Kong or the safety of aircraft in Hong Kong or the safety of others engaged in aviation in Hong Kong where he considers the case to be sufficiently grave pending investigation by the General Committee, but any such suspension may be rescinded by the General Committee at any stage of their investigation.

(6) During any period of suspension, whether imposed by the General Committee or by the Chief Flying Instructor, the member suspended shall be liable, notwithstanding such suspension, to pay the subscriptions normally due under these Articles.

(7) The General Committee and the Chief Flying Instructor may in all cases reconsider their determination.

(8) A member of the General Committee shall not act as a member of the General Committee at any meeting at which his own conduct is in question, or at any meeting held to investigate any case in which he is a complainant.

35. Any person who shall for any cause cease to be a member shall nevertheless remain liable for and shall pay to the Club all moneys which at the time of his ceasing to be a member shall be due to the Club.

36. No person ceasing to be a member of the Club shall have any right or claim upon the Club or its property and funds.

MEETINGS

37. The Club shall in respect of each financial year within 9 months after the end of its accounting reference period hold a general meeting as its annual general meeting in addition to any other meetings in respect of that year and shall specify the meeting as such in the notices calling it. The annual general meeting shall be held at such time and place as the General Committee shall appoint.

38. All General Meetings other than the Annual General Meeting shall be called Extraordinary General Meetings.

39. (a) The General Committee shall convene an Extraordinary General Meeting on a requisition made in writing by Members then representing not less than 5% of the total voting rights of all Members then having a right to vote at General Meetings of the Club.

(b) Any requisition by the members must state the object of the meeting proposed to be called and must be signed by the requisitionists and left at the Office.

(c) On receipt of such requisition the General Committee shall forthwith proceed to convene an Extraordinary General Meeting; if the General Committee does not, within 21 days from the date of receipt of the requisition, proceed to convene a meeting for a day not more than 28 days after the date on which the notice convening the meeting was given, the requisitionists, or any of them representing more than one half of the total voting rights of all of them, may themselves convene a meeting, but any meeting so convened shall not be held after the expiration of 3 months from the said date.

40. Fourteen days' notice at the least (exclusive of the day on which the notice is served, but inclusive of the day for which notice is given) of any general meeting (other than an Annual General Meeting) specifying the place, the day and the hour of

the meeting, and not less than 21 days' notice, as aforesaid, shall be given of any Annual General Meeting, and in the case of special business the general nature of that business shall be given to such persons as are, under these Articles, entitled to receive such notice.

41. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any member shall not invalidate the proceedings at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

42. 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 General Committee and auditors, the election of members of the General Committee and the fixing of the remuneration of the Auditors.

43. No business shall be transacted at any general meeting unless a quorum of members who are entitled to vote thereat is present at the time when the meeting proceeds to business and such quorum shall consist of not less than thirty five (35) in number of members entitled to vote.

44. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the request of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, and if at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting all members present who are entitled to vote thereat shall be a quorum.

45. The President of the Club or in his absence the Vice-President shall preside as chairman at every general meeting of the Club. If, at any meeting the President or the Vice-President shall not be present within fifteen minutes after the time appointed for holding the meeting, or if they shall have previously notified the Club of their intention of not being present, one of the members of the General Committee shall be chairman, or if no member of the General Committee be present or willing to take the chair, the members present who are entitled to vote shall choose one of their number to be chairman of the meeting.

46. The chairman may with the consent of any meeting (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given as in the case of the 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.

47. At any general meeting unless a poll is demanded by the chairman or by at least five of the members entitled to vote at the meeting or by members representing not less than one tenth of the total voting rights of all the members having the right to vote at that meeting, a resolution put to the vote of the meeting shall be decided on a show of hands, and a declaration by the chairman that a resolution has or has not been carried, and an entry to that effect in the book 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 that resolution.

48. If a poll is demanded in manner aforesaid the same 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.

49. In the case of an equality of votes whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.

VOTES OF MEMBERS

50. Only Life Members and Full Members personally present at a general meeting shall be entitled to vote except that they may appoint proxies where proxies are allowed by the Ordinance and must be either Life Members or Full Members. The instrument appointing a proxy must be in writing and signed by the Member or his lawful attorney appointed in writing. Proxy forms must be lodged at the Office, or if an electronic address is specified in the notice of the meeting or in the instrument of proxy issued by the Club, sent by electronic means to that electronic mail address (subject to any conditions or limitations specified therein) not less than 48 hours before the meeting or adjourned meeting at which they are to be used and, where executed by a lawful attorney, a duly certified copy of the power of attorney must accompany the proxy form. An instrument appointing a proxy shall be deemed to remain valid until the Club receives actual written notice of its revocation. An instrument appointing a

proxy shall be in the following form or a form as near thereto as circumstances permit:-

“THE HONG KONG AVIATION CLUB LIMITED

香港飛行總會有限公司

I _____ [name] _____ of _____ [address] _____,
being a voting member of the Hong Kong Aviation Club Limited (the “Club”), hereby
appoint _____ [name of proxy] _____, or failing him/her, _____ [name of another proxy] _____,
being voting member(s) of the Club, as my proxy, to vote for me and on my behalf, at
[the Annual or Extraordinary] General Meeting of the Club to be held on the _____ day
of _____, 20 _____, and at any adjournment thereof.

Signed this _____ day of _____, 20 _____.”

MANAGEMENT

51. The management of the affairs, administration and business of the Club shall be vested in the General Committee who may pay all the expenses incurred in the formation and registration of the Club and may exercise all powers and do all such acts and things as the Club is by these Articles or otherwise authorized to exercise or do and are not hereby or by Ordinance required to be exercised or done by the Club in general meeting but subject nevertheless to the provisions of the Ordinance and of these Articles and to any regulations (not being inconsistent with these Articles) from time to time made by the Club in general meeting; provided that no such regulation shall invalidate any prior act of the General Committee which would have been valid if such regulation had not been made.

GENERAL COMMITTEE AND OFFICERS

52. The General Committee shall consist of such number of members as the Club may from time to time in General Meeting decide and until otherwise decided shall consist of a President and not less than eight nor more than fourteen other members.

53. The General Committee shall be constituted as follows:-

(a) a President and members for as many positions of the General Committee as are vacant shall be elected by the Members of the Club at each Annual

General Meeting of the Club;

(b) at each Annual General Meeting, the President and all members of the General Committee appointed under these Articles together with at least one half of the other members of the General Committee (or if their number is not a multiple of two then the number nearest to but not exceeding one half) shall retire;

(c) in addition to those members of the General Committee who retire under Articles 65, 66 or 68, the members of the General Committee to retire shall be those who have been longest in office since their last election. As between members who have been in office for the same length of time since their last election, the members to retire shall be selected from amongst them by lot;

(d) the President and all retiring members of the General Committee shall be eligible for re-election;

(e) a retiring President if not re-elected to that office shall remain a member of the General Committee for one year after retirement unless voluntarily retiring from the General Committee or disqualified from membership thereof.

54. The President and members of the General Committee shall be elected in accordance with the following provisions:-

(a) Every candidate for election to the office of President and/or as a member of the General Committee shall be a Life Member or a Full Member of the Club. Those candidates offering themselves for election to the office of President shall have been members of the General Committee for at least 1 year immediately preceding their candidacy.

(b) Every candidate for election to the office of President and/or as a member of the General Committee must be nominated by 2 members who shall be Life Members or Full Members of the Club. Such nominations must be in writing signed by the members making the same and must be accompanied by written consent signed by the person nominated of his willingness to serve in the office for which he is nominated. Every such nomination and confirmation of acceptance must reach the Secretary not later than seven days before the date of the Annual General Meeting. Unless a nomination paper specifies to the contrary, unsuccessful candidates for the office of President shall be ipso facto candidates for the vacant offices of member of the General Committee. A candidate may stand for office as President without retiring

from office as a member of the General Committee.

(c) A list of the candidates names in alphabetical order, with the proposers' and seconders' names shall be posted in a conspicuous place in the Club house for at least 7 days immediately preceding the Annual General Meeting.

(d) A ballot shall be held to elect a President and in the event of candidates duly nominated being greater than the number of vacancies on the General Committee a ballot shall also be held. Ballot forms containing the names of all qualified candidates shall be issued to all members eligible to vote present at the meeting and to proxies as permitted by Article 50. Members shall be entitled to vote for any number of candidates for the General Committee not exceeding the number of vacancies to be filled but no ballot form shall be valid if more than one vote has been cast for any one candidate on that form or the number of candidates for whom votes are cast on that ballot form exceeds the number of vacancies to be filled.

(e) Subject to Article 54(f), candidates up to the number of vacancies who shall receive most votes shall be declared elected and in the case of two or more candidates receiving an equal number of votes, the Chairman of the Meeting shall select by lot the candidate or candidates who is or are to be elected.

(f) Where there is only one candidate for election to the office of President, a ballot shall be taken of those members supporting his candidacy and those opposing it. Such candidate shall only be elected if more votes are cast in favour of his candidacy than against it.

(g) The members of the General Committee shall meet immediately after the Annual General Meeting and elect from amongst themselves a Vice-President, a Treasurer and a Secretary. If no President has been elected for that year by the members of the Club at the Annual General Meeting, the General Committee shall also elect the same for the year from amongst themselves.

PROCEEDINGS OF THE GENERAL COMMITTEE

55. The General Committee may meet together for the despatch of business, adjourn and otherwise regulate their meetings and business as they may think fit. Meetings of the General Committee may be convened on request of the President or by the requisition in writing signed by two members of the General Committee stating the

objects for which such meetings are to be convened and forwarded to the Secretary. A member of the General Committee who is absent abroad shall not be entitled to notice of a meeting.

56. The President or in his absence the Vice-President shall preside at meetings of the General Committee. If at any meeting the President and Vice-President shall not be present, the General Committee may appoint one of its number present to preside at that meeting.

57. The quorum necessary for the transaction of the business of the General Committee may be fixed by the members in General Meeting from time to time and unless so fixed at any other number shall be one half of the number of members of the General Committee as then constituted present throughout the meeting.

58. Questions arising at any meeting of the General Committee shall be decided by a majority on a show of hands and in case of an equality of votes the Chairman of the meeting shall have a second or casting vote.

59. The continuing members of the General Committee may act notwithstanding any vacancy in that body but if and so long as their number is reduced below the number of eight, the continuing members of the General Committee may act for the purpose of (a) admitting persons to membership of the Club, (b) filling up vacancies in their body, or (c) summoning a General Meeting of the Club, but for no other purpose.

60. A member of the General Committee may not receive any salary from the Club but he shall be indemnified out of the funds of the Club in respect of travelling and other expenditure properly incurred in and about the affairs of the Club.

61. A meeting of the General Committee at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under these Articles or the regulations of the Club for the time being vested in or exercisable by the General Committee.

62. (a) The General Committee may, from time to time, appoint such Sub-Committees consisting of one or more member or members of the Club as it considers necessary for securing the efficient discharge of their functions, and may delegate to any such Sub-Committees any of their powers, authorities and discretions PROVIDED that no delegation made hereunder shall preclude the General Committee from exercising or performing or resuming at any time any of the powers and duties so

delegated.

(b) Any member may be appointed a member of any such Sub-Committee notwithstanding that he is not a member or not qualified to be a member of the General Committee.

(c) Any Sub-Committee so appointed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the General Committee.

(d) The meetings and proceedings of any Sub-Committee consisting of two or more members shall be governed by the provisions contained in the Articles for regulating the meetings and proceedings of the General Committee so far as the same are applicable and are not superseded by any regulations imposed by the General Committee under this Article.

63. The General Committee and any Sub-Committee may, if they think fit, transact any of their business by the circulation of papers, and a resolution in writing signed by a majority of the members of the General Committee or of the Sub-Committee shall be valid and effectual as if it had been passed at a meeting of the General Committee or of the said Sub-Committee duly called and constituted.

64. All acts done by any meeting of the General Committee or a Sub-Committee or by any person acting as a member of the General Committee or Sub-Committee, shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Committee or Sub-Committee or person acting as aforesaid, or that they or any of them were disqualified or had vacated office, be as valid as if every such person had been duly appointed or was qualified and had continued to be a member of the General Committee or Sub-Committee.

65. Any casual vacancy occurring in the General Committee or the offices of the Club, including the Presidency and Treasurership, may be filled by the General Committee but the person so appointed shall retire from office at the next Annual General Meeting thereafter.

66. During the course of a Year, the General Committee may, in addition to its powers under Article 65, appoint additional members to the General Committee provided that in making any such appointment they do not thereby increase the number of members beyond the maximum permitted by Article 52 and provided further that

this power may not be used so that the total number of members then appointed under Articles 65 and 66 would thereby exceed one half of the total number of members of the General Committee. Any member so appointed shall retire at the next Annual General Meeting.

67. The General Committee shall cause proper minutes to be made in books provided for the purpose –

(a) of all the appointments of Sub-Committees made by the General Committee;

(b) of the names of the members present at each meeting of the General Committee and of any Sub-Committees thereof;

(c) of all the resolutions and proceedings at all meetings of the Club; and of the General Committee and of Sub-Committees of the General Committee.

RETIREMENT OF MEMBERS OF THE GENERAL COMMITTEE

68. The offices of President and membership of the General Committee shall be vacated if:-

(a) His membership of the Club is terminated or is suspended in accordance with these Articles.

(b) He becomes bankrupt or makes a composition or any arrangement with his creditors.

(c) He is found lunatic or becomes of unsound mind.

(d) He resigns his office by one month's notice in writing to the Club.

(e) He is directly or indirectly interested in any contract with the Club and fails to disclose the nature of his interest in the manner required by the Ordinance.

(f) He is removed from office by Ordinary Resolution passed at a General Meeting of the Club.

(g) He has, since the date of his last election, served as a member of the Committee for a period of two years.

(h) He resigns from office at any Annual General Meeting of the Club.

69. Subject to the provisions of these Articles a member of the General Committee 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.

RULES

70. (1) The General Committee may make Rules for regulating the affairs of the Club which shall be binding on all members, and may from time to time alter or repeal any such Rules. In particular and without prejudice to the generality of the foregoing the General Committee may make such Rules in regard to all or any of the following matters:-

(a) The rights and privileges which shall be accorded to members of the Club, and the particulars to be supplied by candidates for membership.

(b) The entrance fees, subscriptions and other charges to be paid from time to time by members or by any class of members.

(c) The use of aircraft, and all matters connected with safety in the air.

(d) The charges to be made for the use of aircraft and all Club facilities.

(e) The conduct of members in relation to one another and to the Club's servants and the terms upon which guests, spouses and children of members shall be permitted to use the Club's premises and property.

(f) Any badges and insignia to be issued to members.

(g) The organisation, management and conduct of social events arranged by the Club.

(h) The election of persons as Patrons and Honorary Members and Life Members and as to the privileges and advantages to be accorded to any persons so

elected.

(i) The arrangements for reciprocal concessions or other matters with other Clubs or Associations.

(j) Any other matter concerning the operation of the Club not already provided for by the these Articles for the time being in force.

(2) The Chief Flying Instructor may make such Standing Flying Orders relating to the use of aircraft and all matters connected with safety in the air and may alter or repeal any such Standing Flying Orders. All such Standing Flying Orders shall be binding on all members of the Club.

(3) The General Committee shall adopt such means as they deem sufficient to bring to the notice of members of the Club all such Rules and Standing Flying Orders, alterations and repeals; and all such Rules and Standing Flying Orders so long as they shall be in force shall be binding upon all members of the Club PROVIDED nevertheless that no Rules and Standing Flying Orders shall be inconsistent with or shall affect or repeal anything contained in the these Articles of the Club and that any Rule and Standing Flying Orders may be set aside or amended by a Special Resolution of the Club and that any Standing Flying Order may be set aside or varied by a Special Resolution of the Club or by a resolution of the General Committee.

POWERS AND DUTIES OF GENERAL COMMITTEE

71. The General Committee may appoint a Manager, Secretary and such other servants of the Club at such remuneration and upon such conditions as they see fit.

72. The General Committee shall cause proper books of account to be kept with respect to all sums of money received and expended by the Club and the matters in respect of which the receipt and expenditure takes place and the assets and liabilities of the Club.

73. The books of account shall be kept at the registered office of the Club, or at such other place or places as the General Committee think fit, and shall always be open to the inspection of the members of the General Committee, and may be open to the inspection of the members pursuant to Article 74.

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

75. The General Committee shall in accordance with the requirements of the Ordinance, cause to be prepared and laid before the Club in general meeting such income and expenditure accounts, balance sheets and reports as are required by law to be so prepared and laid before the members.

76. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Club in General Meeting together with a copy of the Auditors' Report shall not less than seven days before the date of the meeting be sent to all persons entitled to receive notice of general meetings of the Club.

77. The Treasurer shall receive all subscriptions and all other moneys coming into the Club. His receipts shall be the only sufficient discharge and he shall pay into a Bank to be named by the General Committee all money received by him.

INCOME AND PROPERTY

78. The income and property of the Club, whensoever and howsoever derived, shall be applied solely towards the promotion of the objects of the Club as set forth in and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise howsoever by way of profit to the members of the Club. Provided nevertheless that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Club, or any member of the Club, in return for any service actually rendered to the Club, nor prevent the payment of interest at a rate not exceeding 12% per annum on money lent to the Club by a member nor payment of reasonable and proper rent for premises demised or let by a member to the Club, but so that no member of the General Committee of the Club shall be appointed to any salaried office of the Club or any office of the Club paid by fees and no remuneration or other benefit in money or money's worth shall be given by the Club to any member of such General Committee

except as repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Club, provided that the provision last aforesaid shall not apply to any payment to a Company of which a member of the General Committee may be a member if such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of the profits he may receive in respect of such payment.

AUDIT

79. Once at least in every year the accounts of the Club shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.

80. Auditors shall be appointed and their duties regulated in accordance with the Ordinance.

THE SEAL

81. The General Committee may from time to time make regulations as to the custody and use of the Seal of the Club. Until otherwise provided by the General Committee the Seal shall be kept at the Office of the Club. The Seal shall not be affixed to any instrument except by the authority of a resolution of the General Committee and all documents requiring the Seal to be affixed thereto shall be signed by two members of the General Committee and by the Secretary or some other person appointed by the General Committee.

NOTICES

82. A notice or document may be served by the Club upon any member:

(a) in hard copy form by hand or by post to the member's address as shown in the Club's register of members; or

(b) in electronic form by electronic means to an address specified by the member for the purpose.

83. Any members described in the Register of Members by an address not within Hong Kong shall from time to time give the Club an address within the Hong Kong at which notices or documents in hard copy form may be served on him, shall be entitled to have notices or documents in hard copy form served upon him at such address, but save as aforesaid and as provided by the Ordinance, only those members who are described in the Register of Members by an address within the Hong Kong shall be entitled to receive notices or documents in hard copy form from the Club.

84. Any notice or document:-

(a) if physically delivered by hand, is deemed to have been received by the member at the time when the notice or document is physically delivered to the member personally and in proving such delivery, a certificate in writing signed by the Secretary or other officer of the Club or other person appointed by the General Committee that the notice or document was so delivered shall be conclusive evidence thereof;

(b) if sent by post, is deemed to have been received by the member on the second day after the prepaid envelope containing the notice or document is posted and in proving such service, it shall be sufficient to prove that the envelope containing the notice or document was properly addressed, prepaid and put into the post. A certificate in writing signed by the Secretary or other officer of the Club or other person appointed by the General Committee that the notice or document was so sent shall be conclusive evidence thereof; and

(c) if sent by electronic means, is deemed to have been received by the member at the time when the notice or document is sent and in proving such delivery, a computer print-out certified and signed by the Secretary or other officer of the Club or other person appointed by the General Committee, as to the fact and time of such delivery, dispatch or transmission, shall be conclusive evidence thereof.

INDEMNITY

85. Subject to Section 468 of the Ordinance, every member of the General Committee, Secretary, Treasurer and officers for the time being of the Club shall be indemnified out of the funds of the Club against all liabilities and obligations which they, or any of them, may incur in good faith in the proper and reasonable performance or purported performance of their duties in relation to the Club 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 Club 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 903 or 904 of the Ordinance in which relief is granted to them by the Court; Provided that none of the funds of the Club 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.

WINDING UP

86. If upon the winding up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Club, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Club, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Club under or by virtue of Article 78 and such institution or institutions shall be determined by the members of the Club at or before the time of dissolution and in default thereof by a Judge of the High Court of Hong Kong having jurisdiction over charitable funds and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

Signatories to the Memorandum of Association and Articles of Association of the Club on 19th October 1981:

Names Addresses and Descriptions of Subscribers	
BAKER, George Mulliss	37 Cambridge Road, Kowloon Tong, KOWLOON Company Director
FRANCO, Edward Eelan Victor	Flat 3D, Pine Mansion, Harbour View Gardens, Tai Koo Shing, HONG KONG Actuary
PARSONS, Robert Anthony	C6 Cavendish Heights, Perkins Road, Jardines Lookout, HONG KONG Insurance Manager
POTTER, Michael Dennis	E19, Garve Court, Perth Gardens, 9 Perth Street, KOWLOON H.M. Government Servant
ROBERTS, Lewis John	House K, Pine Villa, Lot 223, DD 229, Clearwater Bay Road, KOWLOON Airline Manager
WIGHTMAN, Michael Adrian	C3, Clearwater Bay Apts., Clearwater Bay Road KOWLOON H.M. Government Servant
ZIMMERMANN, Charles Achille	Hong Kong Hotel, Canton Road, KOWLOON Hotelier