



The Hebe Haven Yacht Club Limited 白沙灣遊艇會
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29 August 2019

Dear Members,

Notice of Members' Forum
Explaining the Draft of the New Articles of Association
7.30pm, 11 September 2019 (Wednesday) in the Garden Bar

The Club's existing Memorandum and Articles of Association (Existing Articles) are in urgent need of modernisation. Considerable work has been done so far, and this Members' Forum will be held to explain the current draft of the New Articles of Association (New Articles). The forum aims to give you a further opportunity to understand and offer input on the proposed direction so that we can get these finalised and then approved by the general membership as soon as possible. Written comments either before or after the forum are welcome.

The New Articles will need the approval of members representing at least 75% of the total voting rights of members voting at an Extraordinary General Meeting ("EGM") which is likely to be held on a separate day following the upcoming Annual General Meeting on Wednesday, 16 October 2019.

The New Articles have been drafted based on the following references:

1. the existing Articles;
2. the Club document entitled "Updating the Club Articles" (presented in a members' forum held in 2018);
3. the Model Articles for Companies Limited by Guarantee" (Model Articles) prescribed under the New Companies Ordinance; and
4. a review of the Articles of other private clubs in Hong Kong.

Following approval at an EGM and before taking effect, the New Articles are to be approved by the Director of Lands in accordance with our lease requirements. We are currently in a dialogue with both the Lands Department and Home Affairs Bureau to ensure that the draft submitted to you has the best chance of approval.

The General Committee has briefed MinterEllison LLP to both advise the Club and to draft the New Articles, a process which has been conducted with close oversight from General Committee representatives. Please use the link to this website https://www.hhyc.org.hk/page.php?page=page1_16.php to access the following documents:

- this notice;
- the commentary by MinterEllison LLP;
- the draft New Articles; and
- the Existing Articles.

The translations of both the commentary and the New Articles are not yet available. They will be posted on the website when available and you will be notified separately.

Fred Kinmonth, Senior Partner at MinterEllison LLP and Nigel Francis, Honorary General Secretary, HHYC will lead the discussion at the Members' Forum.

Yours sincerely

Don Johnston
Commodore
The Hebe Haven Yacht Club Limited

