

Consolidated Comments on the Memorandum and Articles of Association of TriHK as at 14/9/2012

Article No. (new)	Subject Matter	Members	Objections/views	Counter proposals from members	Response/Suggestions from Construction Committee ("CC")C
17 (ii)	Club ranking	Alvin, Kent Wong	<p>1.The idea of having most number of athletes or volunteer participating in races do not mean they are active or interested in getting involved in ExCom business. If they give up the right and have the ranking roll down, this may not serve the Club representative purpose.</p> <p>2. Big Clubs will get normally get votes easily without being given such an automatic position.</p> <p>3. Club representation/ new structure are superfluous.</p>	<p>1. Small Cubs and individual Members without Club affiliation will never get enough votes for being elected. This minority group should be given automatic representation in ExCom</p>	<p>1. CC takes the views while big clubs are enjoying the benefits of having priority over small clubs in allocation of swimming lanes for their own training use, they also owe a duty to the Association to contribute their time, expertise and energy in running the Association.</p> <p>2. If the members from the first 4 Clubs are not interested in serving ExCom of TriHK despite the aforesaid privileges, it is hoped that the remaining 26 Club Members are willing to take this responsibility or interested in serving TriHK. A priority system on club ranking with simple and straightforward calculation basis on race participation is good enough to achieve this.</p> <p>3. The existing proposed restriction on elected members' eligibility is aimed to enhance the chance for small clubs or individual members being elected.</p> <p>4. CC may add</p>

					conditions to qualify the eligibility on members being elected as permanent officers and/or elected members.
17(ii)	Basis of counting eligible voting members of Club Members	Amen	1.Should adopt same method and basis of calculation as in Club Sub-Committee		CC considers that Clubs Sub-Com calculation method is not appropriate for this purpose as it mainly serves for getting priorities of swimming lane and it also takes into accounts on own coaching with remunerations, which is not fair to majority of Clubs. CC considers that a simple calculation on equal footing of club members only on racing (at best include officiating) without other ulterior motives or personal benefit or financial advantages should be adopted.
		WSW, Telia	<p>1. For those members under 18 years but officiate in races should also be counted with one vote instead of half.</p> <p>2. Members under 18 years should all be counted with one vote instead of half.</p> <p>3. Telia suggested that</p>	Hope Sport rep has no objection to WSW's suggestion	CC had no pre-set opinions on all these suggestion and may change the drafting as suggested

			race participation should only confined to races organized by Association, not those sanctioned by TriHK in view of possible complications		
	One principal and one deputy reps are allowed to change once only	Telia	1. only principal rep attends ExCom meeting unless due to unforeseen unavailability, no change is allowed.		CC has no pre-set opinion. But the fundamental principle is that only the principal rep is attending ExCom meeting throughout
		Graham	Conflict of interest – no Committee members or sub-committee members should be employed by HKSI, LCSD or TriHK		CC considers that in practice there are difficulties to get members to serve the Association. However, CC can add restrictions on interested members regarding voting rights in Excom meeting and membership in sub-committee
17(5)	Third member needs to be registered with one club in TriHK for 24 months before standing for election	Alvin, Telia	24 months are far too long	Energetic and Hope Sport reps support 24 months	CC has no formed views to reinstate original drafting and requirement of 12 months
	Committee member once elected cannot terminate membership of his Club for 2 years	Telia	Cannot prohibit members from terminating Clubs membership	Energetic and Hope Sport support this condition	CC considers it a fundamental principal of accountability of such members to his Club as he is elected and supported by his own Club members. CC may consider amending this clause to

					allow Committee member to terminate his original membership, but not joining other club within the term of office of such Committee member.
22(6)	Qualification of Treasurer	Telia	Replace existing drafting to “business management knowledge”		CC has no objection to revise drafting to reflect suggestion
24 (8)	Electronic voting	Alvin, Telia, WSW, Kent Wong, Hope Sport	Security issues, cost concern; prefer in-person ballot voting	Mrs Lee agrees that Electronic voting is a future trend but need to have tight control as to securities issues. WSW proposed to extend time for Members casting votes to a week or more	<p>CC considers that existing drafting provide 2 means – electronic voting or paper voting (as the case may be). The purpose is to extend the scope and extent of Members voting for the candidates. Electronic voting also provides convenience and allows flexibility to those who is not able to AGM on a certain day</p> <p>However, CC has no strong views to delete the current drafting although it provides flexibility to Members for future trend of development.</p> <p>CC suggested to extend the voting period from one fixed day to 2 weeks and to place the ballot box in the appointed accountant office for 2 weeks for members to vote in person.</p>

23(1) & (2)	Term of Office of President and Vice President	Telia, Alvin, Kent Wong	1. 3 years term is too long; 2. should not give preference to just President and Vice President, but also all permanent officers	1. Proposed to have 2 years term for President and is permitted to be re-elected for another 3 years consecutively; 2. The 2 years term re-elected consecutively for another 3 years should apply to all 4 permanent officers	No formed opinion of CC, will hear more views from Members on this.
26(8)	Termination of Committee membership	Telia	The misconduct behaviour should be verified by Disciplinary Committee		CC has no objection to incorporate proposed amendment
30 & 31	1. Qualifications of Disciplinary Committee and Appeals Committee; 2. Disciplinary Actions on Coaches	WSW, Hope Sport's rep, Graham,	1. WSW and Lewis suggested that these Committee members should possess knowledge or experience or background or familiar with triathlon; 2. WSW considers that targets of complaints should not be confined to coaches but also members; 3. Graham considers that legal	1. Mrs Lee considers that retired judges or lawyers are the most preferable candidate; 2. disciplinary actions should extend to cover parents, ordinary members and committee members. 3. should look for people from other sports arena rather than Triathlon people to serve	1. CC considers that if the qualification is far too restrictive, no one would be eligible at all to sit in these committees. 2. existing drafting of sub-clause 2 already provides that either chairman or at least one of them has legal qualification. 3. CC suggests changing "legal qualifications" to "qualified lawyers". 4. CC has no objection to clarify the drafting of Club Member under sub-clause 5 and to include Appeal Committee members as

			<p>qualification is not necessary; and “legal qualification” should be defined.</p> <p>4. Tolia considers not necessary to require chairman to be qualified lawyers as long as one of them has such qualification suffices.</p>		<p>excluded lists</p>
28	Formation of sub-committees	Graham	<p>1. There should only be one single member from each Club instead of 2</p> <p>2. Too many members from the same Club in each sub-committee which could result in unfair prejudice.</p> <p>3. People who are clearly conflicted (e.g. having their children in NS or RS) should not sit on ANY committees be it Excom or sub-committees</p>		<p>1. CC agrees that in principle this is fair but may not be practically plausible.</p> <p>2. CC agrees.</p>
	Appeals Committee	Graham	<p>1. There should be 5 resident members of the Appeal Committee, ideally not associated with any Clubs and</p>		<p>1. CC has no objection to the suggestion provided that it is practically plausible.</p> <p>2. CC suggests that matters should first be considered and dealt by</p>

			<p>from a diversity of backgrounds (e.g. not all lawyers).</p> <p>2. The question was asked as to how each matter is heard.</p>		<p>Excom, if the complainant is not satisfied with Excom's response, they can request to have the matter heard by the Appeal Committee.</p> <p>3. The complainant will then choose 1 member from the Appeal Committee that they would like to hear their case. Excom will do the same. The 2 chosen Appeal Committee member will together choose a third member, who will be the chairperson of that particular matter. In other words, there will only ever be 3 out of the 5 resident members of the Appeal Committee hearing each matter.</p> <p>CC considers that these appeal procedure should be determined by Appeals committee and set out in By-laws</p>
34	Attendance of Head Coach	WSW, Kent Wong	HTC should attend ExCom meeting	HTC or his appointed representative should attend	<p>1. CC considers that HTC should focus in elite coaching rather than ExCom's administrative duties, and should be excused from any overbearing of ExCom and sub-committee meetings.</p> <p>2. Language is another big issue which may not render HTC's attendance and participation</p>

					constructive and effective. 3. CC suggests that HTC or his reps is when necessary, expected to be invited to ExCom meeting.
45	Quorum for AGM and EGM	Telia	Impose minimum requirement of numbers of 5 to 6 Club Members or individual members in order to form quorum	Hope Sport and Energetic reps support this, while Amen, Alvin and Kent Wong opposed Mrs Lee suggests that individual members without club affiliation should be included	CC has no objection to this proposal. May consider a smaller number of minimum requirements of Club Members and individual members.
54	Signing authority	Telia	To include direct relations such as couples as exclusion of signing parties		CC considers that existing original drafting is extensive enough to cover the meaning. However, CC may add “extended family” to the end of the paragraph.
New Article	Honorary Vice-President	Mrs Lee, Alvin	Create a new class or title to honor those cash donors to TriHK	Fonella suggests that the donation has to be unconditional	CC has no strong objection to such proposal.
General	Time frame for implementation of amended Articles	Alvin, Kent Wong, Telia	Not enough time to prepare for election and reconsider the amendments despite 4 consultation forums	No similar views of insufficient time from other Members	CC considers that in view of the commitment at last AGM, it is contemplated by Members that a revised Articles is to be implemented when passed. Besides, sufficient time for review amendments are allowed and consultation period for Members’ opinion were

					unprecedentedly provided with a view to facilitate Members to understand the amendments.
	Should adopt Chinese language Articles of the Association as TriHK's Articles	Alvin, Kent Wong, Telia	HK has reverted to China and hence should have a Chinese version of Articles		The English text M&A is a legal document which is required, and has been lawfully registered, under Companies Ordinance. It has also been adopted since its incorporation by founders, and is binding on Members for 20 years, and is validly existing at the time of Members' application to become a member of TriHK. As the review exercise of the current adopted English text M&A was approved by ExCom, CC has neither power nor authority to insist or to propose any adoption of a Chinese text M& A which is completely outside the scope and parameter of the vested authority, formation and function of CC, or ExCom decision.
	Policy and rules	Graham and various parents of NS squad	Much like the ITU, TriHK should have their own set of policy and rules to follow at each race.		CC agrees. Hence, the current amendments include By-laws which is expected to set out policies and rules for all Members to follow.

Comments on Memorandum of Association

Object Clause (f)

Alvin Tang's comment:

The formation of the Association is not because of the Focus/Elite Sport status. The Association was formed and existed before Triathlon was a Focus/Elite Sport.

CC has no objection to delete the proposed amendments.