



The Hebe Haven Yacht Club Limited 白沙灣遊艇會  
10.5 Miles, Hiram's Highway, Pak Sha Wan, Sai Kung, N.T. Hong Kong  
香港 新界 西貢 白沙灣 西貢公路 10 咪半  
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**THE HEBE HAVEN YACHT CLUB LIMITED  
(the "Club")**

**WRITTEN RESOLUTION OF THE GENERAL COMMITTEE  
(made pursuant to Article 15.20 of the Article of Association of the Club)**

By way of an email sent at 1:50pm on 10 April 2024, the Commodore (Don Johnston) informed all members of the General Committee to vote on the following resolution:

**Resolution #R202404001: Approval of Lumi Asia Limited as Service Provider for Two Hybrid Meetings**

**THAT Lumi Asia Limited be re-appointed as service provider for the next two member meetings (one GMM and one AGM) to run the voting collection and counting system for hybrid meetings at a total cost for two meetings of \$313,650 + 5% contingency for OT totalling \$329,332 (Proposer: Aaron Goach and Seconder: Don Johnston)**

The Commodore invited the members of the General Committee to vote on the said resolution on or before 12:00pm on 12 April 2024.

Upon a count of votes received by email at 10:30am on 12 April 2024 the Commodore declared that the resolution was **APPROVED**.

The results of the voting on the said resolution, verified by the relevant General Committee members who voted, is attached.



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**Verification of resolution #R202404002 passed on 12 April 2024:**

**THAT Lumi Asia Limited be re-appointed as service provider for the next two member meetings (one GMM and one AGM) to run the voting collection and counting system for hybrid meetings at a total cost for two meetings of \$313,650 + 5% contingency for OT totalling \$329,332.**

NAME	INITIAL	VOTE			SIGNATURE
		FOR	AGAINST	ABSTAIN	
Donald Johnston	DWJ	✓			
Sonny Payne	SP	✓			
Aaron Goach	AG	✓			
Daniel Chan	DC	✓			
Bridget Chan	BC		✓		
Eddy Lo	EL	✓			
Harvey Jessop	HJ	✓			
Carol Biddell	CB	✓			
Clayton Yu	CY	✓			
David Lam	DL	✓			
Frances Hurley	FH			✓	
John KK Lo	KK	✓			
Joseph Lau	JL	✓			
Simon Robertson	SR	✓			
Michael Sharp	MS	✓			



## Proposal

**Reference number:**

**Date:** 26 March 2024

**Paper submitted by:** Paul Arkwright, General Manager

**Committee:** NA

### Purpose

To propose a cost-effective hybrid and within budget FYE 2025 (online & in-person) voting system for club meetings including GMM and AGM.

### Background and justification

The Club's General Meeting of Members (GMM) and Annual General Meeting (AGM) are essential meetings to the running of the Club and require significant space to set up all the logistics required and make provision to accommodate all members who wish to attend. Maximising member representation at such meetings will help garner more representative votes to help the Club deliver what the majority of members feel is in the best interests of the Club.

Member meetings (MMs) have traditionally been held in the Garden Bar and more recently (when the removal of the Garden Bar tent was mandated by HAB) in the WM Hotel. Now we have renovated the Pak Sha Wan Centre (PSWC) to include a 1,500 sq. ft conference hall—this can be used for future MMs. The voting system has evolved from a show of hands, to red and green paddles, to a computerized voting system run by a third-party vendor, Datacap. The next step is to provide a simple solution that allows both in-person and online voting and the immediate vote counting of such votes (i.e. a hybrid voting system).

### Key advantages

- Increase engagement with members to encourage a wider representation of votes
- AGM/GMM can still go ahead in bad weather conditions
- Removes need for individuals to travel to the physical venue—saving time, money and fuel (positive for ESG)
- Allows attendees (even if overseas) to join remotely
- Makes it easier to comfortably fit everyone into the new PSWC venue
- Removes need for manual vote collection and feeding into a vote counting machine—which saves time for shorter meetings and is more accurate.
- From an HAB perspective, increased attendance at our AGM and GMM means the Club maximizes representation across our membership, which demonstrates good corporate governance and is in line with best practices for such meetings.
- The audit registration of encompass a full audit trail of when any member/voter takes any action. If all attendees vote digitally, results can be obtained much quicker than the conventional show of hands voting method.

### Proposed Scope of Works

The proposed works (to cover a 7.00pm – 9.30pm meeting) is to include:

- AGM License Fee (for Hybrid AGM System)
- On-site Technical Support
- Transportation of Crew & Equipment
- Pre-event On-site Technical Dry-run
- On-event day set up and meeting

### Costs

Two qualified service providers have been sourced that are capable of providing such hybrid AGM vote casting and counting services:

Contractor	Service Fees	Fee Index
i. Lumi Asia Limited	\$156,825 per event <sup>#</sup>	100%
ii.		

<sup>#</sup> 15% discount if we commit to min. two events per year (originally @\$184,500 per event)  
After 9.30pm overtime charges apply @\$7,841 per 30-mins overtime

### Recommended Hybrid AGM service provider

Lumi provide a secure and reliable system in terms of registration, voting, Q&A and web broadcasting module for Hybrid meetings. Their virtual meeting technology also complies with the Companies Ordinance and HK Law in terms of audit and corporate governance issues.

Lumi has served multiple Hong Kong listed companies including Cheung Kong Asset Holdings Limited, CLP Group, Hutchison Telecom, MTR, DBS, OCBC, Hong Kong Housing Society, Manulife, The American Club Singapore, Far East Organization, MapleTree and HutchMED.

Lumi has ISO certification for their Information Security Management System (ISO/IEC 27001:2013) which bears testament to their reliability and security of their hybrid AGM System.

### Payment terms

- Invoicing Information: 100% of charges will be invoiced upon completion of each event
- Payment Terms (Days): Net 30

### Resolution

**THAT Lumi Asia Limited be re-appointed as service provider for the next two member meetings (one GMM and one AGM) to run the voting collection and counting system for hybrid meetings at a total cost for two meetings of \$313,650 + 5% contingency for OT \$329,332.**



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**Reference number:** GC 20240408

**Date:** 8 April 2024

**Paper submitted by:** Don Johnston

**Committee:** General Committee

### 1. Purpose

To supplement the proposal to GenCom dated 28 March 2024 to appoint Lumi Asia Limited.

### 2. Governance

From a governance perspective, the Club must be inclusive in all the meanings of the word. This means that there should be no barriers to participation. The standard adopted for an AGM should be adopted for all meetings of Members.

The technology adopted for registration, voting, and vote counting, attendance and simultaneous translation must be able to resist challenges to the accuracy and integrity of the process.

### 3. Meeting Managemnt

Last year the Club engaged Lumi Asia Limited (Lumi) twice. Once was as a trial run in an Open Forum, and the second was for the AGM in the Pak Sha Wan Centre. The Club has evolved from its previous voting system:

- A. **Previous HHYC voting system:** counting paddles and wholly in-person meetings with no translation provided.
- B. **Current HHYC hybrid voting system:** voting by poll using an electronic vote counter, allowing attendance either in person or online and simultaneous translation to all attendees.

Key drawbacks of the previous voting systems include:

- Potential inaccuracies of counting votes;
- Difficulty in identifying voting members at the meeting;
- Only accessible in-person; and,
- Precludes non-English speaking members from understanding the meeting.

The current hybrid voting system eliminates each of these potential issues.



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In 2023, the GenCom debated having hybrid meetings—permitted by law in Hong Kong, following the amendment of relevant provisions in Section 584 of the Companies (Amendment) Ordinance 2023 that came into operation on 28 April 2023—together with provision of simultaneous interpretation at such meetings. The pros and cons were tabled and, last year, GenCom made a commitment to conduct hybrid meetings—with paperless registration and voting systems in addition to provision of simultaneous interpretation at such meetings.

#### 4. Attendance by Voting Members

The history from FYE 2015 affirms my experience gleaned in 1990 - 2000 that low attendance at meetings of members indicates general satisfaction amongst the membership, while high attendance at meetings of members tends to be a sign of serious dissatisfaction amongst the members. Attached is a graph of attendance by voting members at AGMs and GMMs, which shows an escalating level of dissatisfaction from 2015 to the crisis AGM in 2019.

As there has been only one AGM using a hybrid format, the data is not yet statistically representative but 25% of the attendance was on – line.

#### 5. Cost of Meetings

If the cost of AGMs and GMMs are to be compared, then it is necessary to remove expenses which are unique to AGMs (e.g. the production and distribution of the Annual Report (blue booklet) and etc.). The comparable cost indicates that using hybrid meetings at Pak Sha Wan Centre has not materially increased the overall costs. The costs are also (by nature) fixed and vary mainly with the level of service provided rather than with the numbers attending. Attached is a graph showing the comparable costs for AGMs and GMMs.

-End-



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