

THE COMPANIES ORDINANCE (CHAPTER 32)

**Company Limited by Guarantee
and not having a Share Capital**

**MEMORANDUM OF ASSOCIATION
OF
HONG KONG NETBALL ASSOCIATION LIMITED
(香港投球總會有限公司)**

1. The name of the Company is "HONG KONG NETBALL ASSOCIATION LIMITED (香港投球總會)" (hereinafter referred to as "the Association").
2. The Registered Office of the Association will be situated in Hong Kong.
3. The objects for which the Association is established are :-
 - (a) To take over and acquire the assets and liabilities and to effectuate and carry into execution the powers, obligations, duties and general objects of the present unincorporated body known as the "Hong Kong Netball Association".
 - (b) To take all responsible measures to increase participation of netball in the local schools, universities and local community in any way which the Association or the Executive Council of the Association should think proper.
 - (c) To take all possible measures to raise the standard of netball in Hong Kong and to promote the game of netball in any way which the Association or the Executive Council of the Association should think proper.
 - (d) To ensure all affiliated clubs and associations play in accordance with the rules of the game of netball issued under the authority of International Federation of Netball Association.
 - (e) To hold, arrange and participate in netball games and competitions within or outside Hong Kong, and to do or provide for all such matters and things as may be necessary thereto.
 - (f) To assist schools, clubs or federations in games and competition within or outside Hong Kong, and to do or provide all such matters and things as may be necessary thereto.
 - (g) To subscribe to, become a member of, and co-operate with any other association, body or government or municipal department for the purpose of promoting the

game of netball.

- (h) To purchase, manage, or associate in the management of, take on lease, or otherwise acquire any lands, buildings or property, real or personal, which may be requisite for, or capable of being conveniently used in connection with, any of the objects of the Association.
 - (i) To raise money by subscriptions and to grant rights and privileges to members.
 - (j) To print and publish such newspapers, periodicals, books, or leaflets or hosting a web page, as the Association may think desirable for the promotion of its objects.
 - (k) To sell, manage, lease, mortgage, dispose of or otherwise deal with all or any part of the property, real or personal, of the Association.
 - (l) To borrow and raise money in such manner as the Association may think fit.
 - (m) To invest and deal with the moneys of the Association not immediately required upon such securities or otherwise in such manner as may from time to time be determined by the Executive Council.
 - (n) To subscribe to charities and to grant donations for any public purpose.
 - (o) To take such steps as the Association may deem desirable to prevent infringement of the rules and regulations of the game of netball.
 - (p) To make, adopt, vary and publish rules, by-laws and conditions for the regulation of the netball game in Hong Kong and to take such steps as may be desirable to enforce them.
 - (q) To encourage the coaching of players and the training and badging of umpires for the game of netball.
 - (r) To administer the funds of the Association, to organize and regulate the Season, competitions, leagues and matches and to make rules, by-laws and guidelines for the regulation thereof.
 - (s) To carry on the business of the Association under the absolute control and direction of the Executive Council for the time being thereof.
 - (t) To promote, organise, maintain and provide such other facilities for any other sports or games for the use and enjoyment of members of the Association.
 - (u) To do all such things as are incidental or conducive to the attainment of the above objects or any of them.
4. The income and property of the Association, whenever and wherever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association; 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 Association. Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer, clerk or

servant of the Association, or to any member of the Association, in return for any service actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding 12% per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Association. No member of the Executive Council of the Association, except the full time salaried officer of the Association who may sit as member of the Executive Council, shall receive any compensation other than the repayment of out-of-pocket expenses and approved expenses in relation to carrying out duties of the Association as a result of being an Executive Council member.

5. No addition, alterations or amendment shall be made to or in the Memorandum and Articles of Association for the time being in force, unless the same shall have been passed by resolution at an Annual General Meeting or Extra-ordinary General Meeting and submitted to and approved by the Registrar of Companies in writing.
6. The liability of the members is limited.
7. Every member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up during the time that he or she is a member or within one year afterwards for payment of the debts and liabilities of the Association contracted before the time at which he or she ceased to be a member, and of the costs, charges, and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding the sum of one Hong Kong Dollar.
8. If upon the winding up of the Association 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 Association, but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Association, 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 Association under or by virtue of clause 4 hereof, such institution or institutions to be determined by the members of the Association before the time of dissolution and in default thereof by a Judge of the High Court of the Hong Kong Special Administrative Region having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.
9. True accounts shall be kept of the sums of money received and expended by the Association, and the matters in respect of which such receipt and expenditure take place, and of the property credits and liabilities of the Association, and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being, shall be open to the inspection of the members. Once at least in every year the accounts of the Association shall be examined and the correctness of the Balance Sheet ascertained by one or more authorized auditor or auditors.
10. We, the several persons whose names, addresses and descriptions are hereto subscribed, are desirous of being formed into an Association in pursuance of this Memorandum of Association.

Names, Descriptions and Addresses of Subscribers

1. Wong Wai Kwan, Anna

Address : 1/F., C, 40 Fa Po Street Yau Yat Chuen, Kowloon, H.K.

Description: President

2. Karin Cherry

Address : 9B Holly Court, 1 Holly Road, Happy Valley, Hong Kong

Description: Vice President

3 . Lo Man Chun

Address : Flat E, 8/F, Block 6, Tsui Lai Garden, Sheung Shui, N.T., Hong Kong

Description: Hon Treasurer

Dated :

Witness:-

Name

Profession:

Address:

THE COMPANIES ORDINANCES (CHAPTER 32)

**Company Limited by Guarantee
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ARTICLES OF ASSOCIATION

OF

HONG KONG NETBALL ASSOCIATION LIMITED

(香港投球總會有限公司)

PRELIMINARY

1. The number of members of the association for the purpose of registration shall not exceed 3,000, but the Executive Council may from time to time register and increase of Members.
2. These Articles shall be construed with reference to the provisions of the Companies Ordinance of the Laws of Hong Kong and any regulations, rules or other subsidiary legislation made under it, and the terms used in these Articles shall be taken as having the same respective meanings as they have when used in that Ordinance.
3. The Association is established for the purpose expressed in the Memorandum of Association.

4. INTERPRETATION

- (a) In these Articles the following expressions shall unless the context otherwise requires have the meanings respectively assigned to them, namely:-

“Annual General Meeting” means the yearly general meeting of the Association.

“Annual Membership Fee” means the annual fee for membership of the Association payable by a Member to maintain his membership with the Association for the relevant category of membership as determined by the Executive Council from time to time, but excluding any charge for use of any particular facility of the Association from time to time fixed by the Executive Council.

“Annual Registration Date” means such date as the Executive Council may from time

to time determine and set out in the By-Laws.

“Associate Member” means any person registered as such in the Register of Members in accordance with these Articles and the requirements of the By-Laws.

“Association” means HONG KONG NETBALL ASSOCIATION LIMITED(香港投球總會有限公司).

“By-Laws” means by-laws of the Association, established and amended by the Executive Council from time to time.

“Executive Council” means the Executive Council of the Association.

“Extraordinary General Meeting” means a general meeting of the Association specially summoned as an Extraordinary General Meeting under these Articles.

“Financial Year” means the period from 1st April in one year to the 31st March the next succeeding year.

“General Meeting” means either the Annual General Meeting or an Extraordinary General Meeting.

“Hong Kong” means the Hong Kong Special Administrative Region of the People’s Republic of China.

“Hong Kong Identity Card” means an identity card of a resident of Hong Kong.

“Life Member” means any person on whom life membership of the Association is conferred in accordance with these Articles and the By-Laws and who is registered as such in the Register of Members.

“Member” means an Ordinary Corporate Member, an Ordinary Individual Member, an Ordinary Junior Individual Member, a Life Member or an Associate Member of the Association that is registered in the Register of Members.

“Ordinance” means the Companies Ordinance (Cap. 32) of the laws of Hong Kong.

“Ordinary Corporate Member means any club or association registered as such in the Register of Members in accordance with these Articles.

“Ordinary Individual Member: means any individual registered as such in the Register of Members in accordance with these Articles.

“Ordinary Junior Individual Member” means any individual aged 21 or below registered as such in the Register of Members in accordance with these Articles and the By-Laws.

“President” means the president of the Association for the time being.

“Register of Members” means the register of Members kept by the Executive Council.

“Seal” means the common seal of the Association.

“Season” means the period between the conclusion of one Annual General Meeting and the conclusion of the Annual General Meeting next following.

“Secretary” means the member of the Executive Council holding the office of Secretary of the Association for the time being.

“Special Resolution” means a special resolution of the Association passed in accordance with Section 116 of the Ordinance.

“Subscription Fee” means the fee payable to the Association by an applicant for membership of the Association upon application for membership, which amount shall be determined by the Executive Council from time to time.

“Treasurer” means the member of the Executive Council holding the office of treasurer of the Association for the time being.

“Vice-President” means the Vice-Presidents of the Association for the time being.

“Visiting Member” means any person registered as such in accordance with these Articles and the By-Laws.

“Voting Member” means a Member having voting rights in respect of any Annual General Meeting or Extraordinary General Meeting determined in accordance with Articles 20 and 21.

Unless the context otherwise requires, in these Articles, the masculine gender shall include the feminine and neuter gender and vice versa.

(b) In these Articles, save where the context requires otherwise:

- (i) words importing the singular include the plural and vice versa, and words importing one gender include both genders and the neuter and vice versa;
- (ii) “in writing” and “written” includes printing, type, telex, facsimile, electronic mail, photography, posting of a document or information on the Association website and all other modes of representing or reproducing words in permanent visible form;
- (iii) references to a person includes an individual, body corporate, partnership, any other unincorporated body or association of persons, and any government or government agency;
- (iv) **may** shall be construed as permissive and **shall** shall be construed as imperative;

- (v) a reference to dollars, \$, Hong Kong dollars or HK\$ is to the lawful currency of Hong Kong;
 - (vi) a reference to a statutory enactment shall include reference to any amendment or re-enactment thereof for the time being in force.
- (c) Subject to the last two preceding Articles, any words defined in the Ordinance shall, if not inconsistent with the subject or context, bear the same meaning in these Articles.

MEMBERSHIP

5. (a) **Ordinary Corporate Member**

Any club or association registered in Hong Kong who plays or intends to play netball, or is interest in the development of netball is eligible to become an Ordinary Corporate Member of the Association on payment of the Subscription Fee.

(b) **Ordinary Individual Member**

Any individual who possesses a valid Hong Kong Identity Card is eligible to become an Ordinary Individual Member of the Association on payment of the Subscription Fee.

(c) **Ordinary Junior Individual Member**

Any individual aged 21 or below as of the Annual Registration Date and who possesses a valid Hong Kong Identity Card is eligible to become a Junior Individual Member of the Association on payment of the Subscription Fee.

(d) **Life Member**

A individual who is a Member may be granted status as a Life Member if such Member meets the requirements for Life Members and the procedure for nomination for Life Membership of the Association set out in the By-Laws. The decision to award Life Membership to a nominee Member requires the approval of at least a two-third majority of all the Voting Members at a General Meeting.

(e) **Associate Member**

Any individual who possesses a valid Hong Kong Identity Card and meets the requirements for Associate Members set out in the By-Laws is eligible to become an Associate Member of the Association on payment of the Subscription Fee.

- (f) Other than in respect of a Life Member, a Member must renew their membership of the Association annually by payment of the Annual Membership Fee. Membership of the Association is subject to payment in full by the due date for payment determined by the Executive Council in accordance with the By-Laws of the Annual Membership Fee.

(g) Visiting Member

Any individual, who is not an Ordinary Individual, Ordinary Junior Individual or Life Member may apply to the Association to become a Visiting Member subject to satisfying the requirements for Visiting Members and complying with the procedure set out in the By-Laws.. The decision whether to admit a Visiting Member of the Association shall be at the sole discretion of the Executive Council, and shall be subject to payment by the applicant of the relevant Subscription Fee. An individual admitted as a Visiting Member shall be registered in the Register of Members as such only for the then current Financial Year.

(h) A Visiting Member shall have no right to vote at any General Meeting.

- 6.** The Secretary shall keep the Register of Members in which will be recorded such particulars as the Executive Council may from time to time prescribe. No name or designation shall be entered in the Register of Members, save on the authority of the Executive Council nor shall any name be removed from the Register except under the provision of these Articles.
- 7.** No club association or individual shall be admitted to membership of the Association unless :-
 - (a)** he is eligible for membership in accordance with Article 5 and
 - (b)** he has executed and sent to the Secretary an application for admission framed in such terms and in such form as the Executive Council may from time to time prescribe; and
 - (c)** he has supplied to the Executive Council such further information and particulars as the Executive Council may require;
 - (d)** his application has been approved by the Executive Council; and
 - (e)** he has paid to the Association the Annual Membership Fee.
- 8.** The approval of the Executive Council as to admission to membership of the Association shall be final and conclusive, and the Executive Council shall be entitled in its absolute discretion to refuse to admit to membership any applicant without giving any reason for such refusal.
- 9.** Members shall furnish the Secretary with a postal address and/or email address to which notices and letters may be sent and shall notify the Secretary of any change thereof as soon as reasonably practicable. All notices and letters sent by post, email or otherwise to such address shall be considered as duly received by the Member.
- 10.** A person, club or association shall immediately cease to be a Member upon the happening of any one of the following events, namely:-
 - (a)** if the Member shall resign by not less than one month's notice in writing given to the Executive Council;
 - (b)** if the Member shall cease to be eligible for membership in accordance with Article 5

- (c) if the Member, being a corporation, shall go into liquidation or have a receiver or a manager or a receiver and manager appointed of its undertaking and assets or any part thereof;
- (d) if the Member, being an individual, is adjudicated a bankrupt or who compounds with his creditors under the provisions of any act or ordinance relating to bankruptcy or who shall be imprisoned for criminal offence, or who, in the opinion of the Executive Council, shall have left Hong Kong to escape trial, or shall be dismissed from the public service with disgrace;
- (e) if the Member shall fail to perform any obligation binding upon the Member under these Articles or the By-Laws for a period of one month after notice in writing requiring him to do the same shall have been served upon the Member by the Association; or
- (f) if in the opinion of the Executive Council the Member's conduct shall be calculated in any respect to be prejudicial to the interests of the Association or of its Members collectively thereof and the Member fails to remedy such conduct to the satisfaction of the Executive Council within the time periods and in accordance with the procedure set out in the By-Laws.

The Executive Council shall as soon as reasonably practicable give notice in writing to a person, club or association whose membership of the Association ceases pursuant to this Article 10.

11. Any person aggrieved by the termination of his membership under Article 10 may appeal the decision of the Executive Council in accordance with the procedures set out in the By-Laws.
12. Any person, club or association who for any cause whatsoever shall cease to be a Member shall not be repaid any part of the Annual Membership Fee paid by such person, club or association to the Association unless the Executive Council in its absolute discretion shall otherwise determine, but such person, club or association, notwithstanding that the person, club or association has ceased to be a Member, shall remain liable for and shall pay to the Association all monies which at the time when the person, club or association ceased to be a Member were due from it to the Association under any of the provisions of these Articles or the By-Laws and shall remain liable for any sum which such person, club or association may become liable to pay under these Articles.
13. Any person, club or association who for any reason whatsoever (including, for the avoidance of doubt, by resignation as a Member pursuant to Article 15) shall cease to be a Member shall immediately discontinue the use of any facilities of the Association and shall not be allowed to enter any premises of the Association nor to participate or represent any team in playing in netball matches or activities organized by the Association, nor be eligible to become a Visiting Member, nor use any other document containing any indication of membership of the Association, and shall forthwith return to the Secretary the same and any other property of the Association then in its possession.
14. The Executive Council may re-admit, under any such conditions as it may prescribe, to membership of the Association a club, association or individual which has ceased to be or resigned as a Member.

15. A Member may resign their membership of the Association by either giving written notice of their resignation to the Executive Council.

FEES AND SUBSCRIPTIONS

16. The Annual Membership Fee payable by applicants for membership and by Members to the Association shall be determined from time to time by the Executive Council and set out in the By-Laws.
17. All amounts paid and all donations made by Members to the Association shall not be refundable.
18. The Annual Membership Fee shall be due to the Association for each Financial Year by the Annual Registration Date or as at the time an application for membership is made (in the case of Members joining the Association part-way through a Financial Year), as set out in the By-Laws. Members who join the Association at any time during a Financial Year shall be required to pay the such portion of the Annual Membership Fee as may be specified in the By-Laws.
19. The rights and privileges of a Member shall be personal to himself and shall not be transferable by his own act or operation of law.

VOTES OF MEMBERS

20. Each Ordinary Corporate Member, Ordinary Individual Member, Ordinary Junior Individual Member, Life Member and Associate Member shall be entitled to one vote on any motion or matter to be voted upon by the Members in General Meeting. Visiting Members shall not be entitled to vote on any motion or matter to be voted upon by the Members in General Meeting. On a poll, votes may be given in person or by proxy.
21. A Member shall not be entitled to vote on any matter at any General Meeting unless all moneys presently payable by the Member to the Association have been paid in full. A Member of unsound mind, or in respect of whom an order has been made by any court of competent jurisdiction in lunacy, shall not be entitled to vote on any matter at any General Meeting.
22. A Voting Member may appoint a proxy to act in place or instead of the Voting Member either generally, for a specified period or for a specified General Meeting. An instrument appointing a proxy be in substantially the following form:-

Hong Kong Netball Association Limited (香港投球總會有限公司)

I/We,

Being an Ordinary/Association corporate/Individual/Individual Junior/Life Member of the abovenamed Association hereby appoint _____ of _____ as my Proxy, to vote for me/us and on my/our behalf at the General Meeting of the Association for _____ month from the date hereof or at the General Meeting of the Association to be held on the _____ day of _____ and at any adjournment thereof.

As witness my hand the _____ day of _____

SIGNED by the said)

)

in the presence of)

23. in order to be valid, an instrument appointing a proxy shall be deposited with the Secretary not less than 48 hours before the time appointed for holding the General Meeting or adjourned General Meeting at which the person named in the instrument proposes to attend and vote. Notwithstanding any other provision of these Articles, an instrument appointing a proxy shall not be valid after the expiration of 6 months from the date of its execution.
24. A resolution in writing signed by all Members for the time being entitled to receive notice of and to attend and vote at a General Meeting (or being Ordinary Corporate Members, signed by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting duly convened and held.
25. Any Ordinary Corporate Member may by resolution of its members or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Association and the person so authorised shall be entitled to exercise the same powers on behalf of the Ordinary Corporate Member which he represents as that Member could exercise if it were an individual Member.

THE EXECUTIVE COUNCIL

26. The Association shall have an Executive Council consisting of a maximum of 12 members, or such other number as the Association may by Ordinary Resolution determine.
27. Subject to Article 32, the members of the Executive Council shall be elected by majority of Voting Members present in person or by proxy and entitled to vote at each Annual General Meeting.
28. The Executive Council must include members holding the following positions and offices:
 - (a) President
 - (b) Vice-President
 - (c) Treasurer
 - (d) Secretary
 - (e) subject to Article 26, such other positions and offices as the Executive Council may from time to time determine.
29. The following persons are eligible to nominate for election as members of the Executive Council:
 - (a) any Ordinary Individual Member, Ordinary Junior Individual Member,

Associate Member or Life Member; and

- (b) the Association's full time salaried employee holding the position of Development Officer, provided that such person may not serve on the Executive Council in any of the offices listed in Article 26(a), (b), (c) or (d) . .

No Member of the Association who has not attained the age 18 year shall be eligible to be nominated for election as a member of the Executive Council.

- 31. Subject to Article 54, each member of the Executive Council shall hold office for one year from the close of the Annual General Meeting at which such member is elected to the Executive Council and shall be eligible for re-election.
- 32. (a) Subject to paragraph (b) below, a Voting Member shall be entitled to nominate in writing not more than 12 candidates for election to the Executive Council provided that such nomination must be in writing in the form prescribed from time to time by the Executive Council and must be received by the Association no later than 30 clear days prior to the date set down by the Executive Council for the Annual General Meeting.

(b) A candidate for election to the Executive Council can not be nominated for election without his consent. Each nomination form (which must be in the prescribed form) must be signed by both the Voting Member nominating a candidate or candidates for election and the candidate(s) nominated for election.
- 33. The business of the Association shall be managed by the Executive Council who may exercise all such powers of the Association as are not, by the Ordinance or by these Articles required to be exercised by the Association in General Meeting, subject nevertheless to any regulations, not being inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting, but no regulation made by the Association in General Meeting shall invalidate any prior act of the Executive Council which would have been valid if that regulation had not been made.
- 34. The President, or such other member of the Executive Council as the President may nominate from time to time, shall act as the representative of the Association in all its external and internal matters and affairs and shall carry into effect the same and all resolutions duly passed by the Association or its Executive Council.
- 35. The Vice-President shall assist the President in the conduct of all matters and affairs of the Association and shall in the absence of the President act on his behalf.
- 36. The Treasurer shall manage the collection of the fees, subscriptions and all other moneys payable to the Association, the preparation of the accounts of the Association and expenditure of the Association. The Treasurer shall be responsible for preparing the accounts of the Association. The Treasurer shall prepare, or cause to be prepared, the annual accounts of the Association and submit the same to the Auditor for audit within 120 calendar days of the end of each Financial Year. The audited accounts will be presented to the Executive Council for inspection and approval and thereafter shall be presented for adoption at the Annual General Meeting in accordance with the requirements of the Ordinance.

- 37.** (a) The Secretary shall under the direction of the Executive Council to conduct the secretarial work and ordinary business of the Association in accordance with these Articles.
- (b) The Secretary shall be required to compile the agenda and keep an accurate minute and record of the proceedings of the Association and the Executive Council.
- (c) The Secretary shall keep and update as necessary from time to time, the Register of Members.
- (d) The Secretary shall issue all correspondence on behalf of the Association not required to be issued by the President.
- (e) The Secretary shall prepare, or cause to be prepared, and send notice of all meetings of the Executive Council to members of the Executive Council in accordance with the procedures in the By-Laws and of all General Meetings to all Members entitled to receive notice of, and vote at, such General Meetings.
- 38.** The Executive Council shall have power at any time and from time to time appoint such committee or committees consisting of such members as they deem fit to deal with and consider such matters as they may determine, and may determine the powers, functions and duties of any such committee.
- 39.** The Executive Council shall have power in the name of the Association to hold any functions for the entertainment of any person or persons irrespective of whether such person or persons are Members and shall have right to reserve at any time during the day or at night, and either the whole or any portion of any facilities or other premises of the Association for the purpose of such entertainment.
- 40.** Subject to Article 42., the Executive Council may, from time to time make, add to, alter and repeal By-Laws for the following purposes:
- (a) regulating the conduct of netball leagues in Hong Kong and of any other competitions or matches organised by the Association;
- (b) regulating the selection of representative Hong Kong netball teams and teams in games organized by the Association;
- (c) adapting or modifying the laws of netball in their application to Hong Kong.
- (d) regulating the conduct of Executive Council members and the procedure at Executive Council meetings and the meetings of any committee appointed by the Executive Council;
- (e) determining the Annual Membership Fee, netball team registration fees and such other fees as the Association may from time to time be permitted to levy;
- (f) regulating the management and administration of the Association; and
- (g) generally for the carrying on of the business of the Association.
- 41.** The Secretary shall cause all By-Laws to be entered into a book to be kept for such

purpose and updated from time to time, as required. The By-Laws shall be open to inspection of all Members during ordinary business hours at the registered office of the Association. The Secretary shall send a copy of the By-Laws to each Ordinary Corporate Member prior to the commencement of the Season in each Financial Year.

- 43.** The Executive Council shall appoint or dismiss such officers, clerks and servants as may be necessary to carry out the matters and affairs of the Association and fix the amount of their remuneration. They shall under the instruction of the Executive Council do and perform all such duties as shall be required and shall also assist the Executive Council in the management of matters and affairs thereof.
- 44.** The Executive Council shall have power at any time to invite any person to be a patron of the Association and shall have power to invite him to participate in any of the meetings of the Association and of the Executive Council but any such patron shall not have the right to vote on any matter at any General Meeting or at any meeting of the Executive Council or any committee appointed by the Executive Council.
- 45.** The Executive Council shall have power at any time to invite any person to be an honorary advisor of the Association and shall have power to invite them to participate in any of the meetings of the Executive Council but any such honorary adviser shall not have the right to vote on any matter at any General Meeting or at any meeting of the Executive Council or any committee appointed by the Executive Council.
- 46.** The Executive Council shall cause minutes to be made in books provided for that purpose:-

 - (a) of all appointments of committees made by the Executive Council;
 - (b) of the names of the members present at each meeting of the Executive Council and of any committee; and
 - (c) of all resolutions and proceedings at all General Meetings, and at all meetings of the Executive Council or any committee.
- 47.**

 - (a) The Executive Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit and shall adopt standing orders for the proceedings of the Executive Council and directives to members of the Executive Council. Each member of the Executive Council shall have one vote and questions arising at any meeting shall be determined by a vote of the majority of members present at such meeting. In the case of an equality of votes the Chairman of the meeting shall have a second or casting vote.
 - (b) The Executive Council shall meet as often as the business of the Association may require but not less than once in a quarter of each Financial Year. The President may, and the Secretary shall upon the request of the President or of any four members of the Executive Council at any time convene a meeting of the Executive Council provided that five clear days' prior notice of a meeting together with a detailed agenda shall be given to all members of the Executive Council. Anything of important and emergent nature not specified in the agenda for a meeting of the Executive Council shall not be discussed unless otherwise determined by a resolution of not less than three quarters of the members of the Executive Council members present and entitled to vote at such meeting.

- 48.** A member of the Executive Council may participate in any meeting of the Executive Council (or any committee thereof of which such member is a member) by means of telephone or similar communication equipment by way of which all persons participating in such meeting can hear each other and such participation shall be deemed to constitute presence in person at the meeting.

The quorum necessary for the transaction of the business of the Executive Council shall be 4 members of the Executive Council present at the time when the meeting proceeds to business and continuing to be present until the conclusion of the meeting.

- 49.** The President shall preside at every meeting of the Executive Council. In the absence of the President, the Vice-President shall preside. If none of them be present within 15 minutes from the time appointed for the meeting, the members of the Executive Council present shall choose one of their members present as Chairman of such meeting.
- 50.** A meeting of the Executive Council at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the regulations of the Association for the time being vested in or exercisable by the Executive Council generally.
- 51.** If at any meeting of the Executive Council a quorum is not present within half an hour from the time appointed, unless otherwise agreed, another meeting shall be convened on 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 from the time appointed for the meeting, the members of the Executive Council present at such meeting shall be a quorum.
- 52.** All acts done by any meeting of the Executive Council, or by a Committee appointed by the Executive Council, shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such members of the Executive Council or persons 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 member of the Executive Council.
- 54** The office of any member of the Executive Council shall be vacated, if he
- (a) is unable to carry out his duties through any cause whatsoever; or
 - (b) is absent for three consecutive Executive Council meetings without reasonable excuse; or
 - (c) becomes bankrupt; or
 - (d) dies or is found lunatic or becomes of unsound mind; or
 - (e) resigns his office by notice writing to the Association; or
 - (f) ceases to be a Member of the Association.
- 55.** If the office of any Executive Council member shall be vacated for any of the reasons set out in Article 54, the remaining members of Executive Council shall appoint a successor to the office vacated for the unexpired term of the then current year until the next Annual General Meeting. For the avoidance of doubt, any Member appointed to

the Executive Council to fill any such casual vacancy must meet the eligibility criteria set out in Article 29.

ANNUAL GENERAL MEETINGS

- 56.** A General Meeting to be called the Annual General Meeting shall be held once in each financial year at such time and place as the Executive Council shall determine provided that an Annual General Meeting shall be held not more than 15 months after the holding of the last preceding Annual General Meeting. Provided that so long as the Association 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.
- 57.** Notice in writing of each Annual General Meeting shall be given to all Members who are entitled to attend and vote at such Annual General Meeting, not less than 21 clear days before the date proposed in such notice for such meeting to be held. The notice of Annual General Meeting shall include details of all resolutions proposed to be put to Members at such Annual General Meeting and of the matters set out in Article 58.
- 58.** The following resolutions shall be put to Members at each Annual General Meeting:
- (a) the adoption of the minutes for the previous General Meeting;
 - (b) the report of the President for the immediately preceding Financial Year;
 - (c) the presentation and adoption of the audited accounts of the Association for the immediately preceding Financial Year;
 - (d) the appointment of the Auditors for the next following Financial Year;
 - (e) the election of members of the Executive Council for the next following Financial Year;
 - (f) such other matters :
 - (i) as the Executive Council shall determine;
 - (ii) of which due notice has been given to the Executive Council in accordance with the By-Laws and of which due notice has been given to Members in accordance with Article 57 prior to holding of the Annual General Meeting; and
 - (iii) as may be brought forward by the Executive Council with the consent of a majority of Voting Members present in person at the Annual General Meeting.

EXTRAORDINARY GENERAL MEETING

- 59.** The Executive Council may convene an Extraordinary General Meeting whenever it thinks fit. The Executive Council shall also upon a requisition in writing signed by Members representing not less than one tenth of the total voting rights of all Members, within 21 days of the date such requisition is received, convene an Extraordinary General Meeting to be held within 28 days of the date on which such notice of

Extraordinary General Meeting is given to Members entitled to attend and vote at such General Meeting. The requisition shall clearly set out all resolutions to be proposed at the Extraordinary General Meeting. If the Executive Council fails to take the necessary action within the prescribed time, Members representing not less than one tenth of the total voting rights of all Members may themselves convene an Extraordinary General Meeting and for this purpose shall have access to such records of the Association as will enable them to convene the meeting.

60. The business of all Extraordinary General Meeting shall be strictly confined to the matters set out in the notice of the meeting.
61. The quorum of the Meeting shall be the same as that of the Annual General Meeting.

NOTICE OF GENERAL MEETINGS

62. The Executive Council shall not less than 14 clear days before the date proposed for an Extraordinary General Meeting (other than the Annual General Meeting) or in the case of an Extraordinary General Meeting for the passing of a Special Resolution, not less than 21 clear days before the date proposed for such Extraordinary General Meeting, send to Members a written notice which shall include :-
 - (a) details of all resolutions proposed to be put to Members at such meeting; and
 - (b) the place, date and time of the meeting.

Notice of an Annual General Meeting will be given in accordance with Article 57.

63. The non-receipt of such notice by any Member or the accidental omission to give notice to any Member shall not invalidate the proceedings of the meeting.

TRANSACTION OF BUSINESS AT A GENERAL MEETING

64. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business and continue to be present until the conclusion of the General Meeting. The quorum for a General Meeting shall be 30 Voting Members or 10% of all Voting Members, whichever is lower, present in person.
65. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present at the meeting, it shall stand adjourned to the same day in the next week at the same time and place or at such other place as the Executive Council may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Members present shall be a quorum.
66. The President of the Executive Council shall preside as Chairman at every General Meeting but if he is not present within fifteen minutes after the time appointed for the holding of the same, those Members present and entitled to vote at the General Meeting may by ordinary resolution choose some other Executive Council member to act as Chairman of the General Meeting, or if no such member of the Executive Council be present or if none of the Executive Council members present agrees to take the chair, they shall choose one Member from amongst themselves who shall preside.
67. 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 demanded in accordance with this Article 67. The Chairman of the General Meeting or any Member present in person and entitled to vote may demand a poll. All resolutions (other than matters proposed as Special Resolutions) shall require a simple majority of Voting Members present in person or by proxy. A declaration by the Chairman of the meeting that a resolution had been carried or carried unanimously or by a particular majority and an entry to that effect in the minute book of the Association 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. A demand for a poll may be withdrawn.

- 68.** If a poll be demanded in the manner aforesaid, it shall be taken at such time and place and in such manner as the Chairman of the General Meeting shall direct, except that a poll demanded on the election of a Chairman of the General Meeting or on a question of adjournment shall be taken forthwith, and the result of the poll shall be deemed to be the resolution of the General Meeting at which the poll was demanded. The demand for a poll shall not prevent the continuance of a General Meeting for the transaction of any business other than the question on which a poll has been demanded.
- 69.** In the case of an equality of votes the Chairman of a General Meeting shall be entitled to a second or casting vote.

ACCOUNTS

- 70.** The Executive Council shall cause proper books of accounts to be kept with respect to all sums of money received and expended by the Association and all matters in respect of which receipts and expenditures take place and which have a bearing on the assets and liabilities of the Association. Proper books of account shall not be deemed to be kept if there are not kept such books as are necessary to give a true and correct view of the state of the Association affairs and to explain its transactions.
- 71.** True accounts shall be kept of the sums of money received and expended by the Association, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Association; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in force, shall be open to the inspection of the Members. Once at least in every year the accounts of the Association shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.
- 72.** The Executive Council shall lay before the Members at each Annual General Meeting :
 - (a) a statement of income and expenditure giving a true and correct view of the income and expenditure of the Association for the period of the preceding Financial Year;
 - (b) a balance sheet giving a true and correct view of the state of the assets and liabilities of the Association as at the end of the immediately preceding Financial Year (a copy of every balance sheet, including every documents required by law to be annexed thereto, which is to be laid before the Association in General Meeting together with a copy report of the Executive Council and a copy of the Auditor's report, shall be sent together with notice of the Annual General Meeting sent to Members or made known to and available to Members (including, for the avoidance of doubt, by posting on the Association's website) before the date of the Annual General Meeting); and

- (c) a report with respect of the Association's financial affairs.
- 73.** The annual accounts of the Association as laid before Members in accordance with Article 72 shall be signed by the President and the Treasurer and their report shall accompany the accounts so signed.
- 74.** It shall be the duty of the Auditors to state whether in their opinion the annual accounts have been properly prepared and whether they give a true and correct view of the state of the Association's financial affairs as at the end of the Financial Year to which such accounts relate and of the income and expenditure of the Association for that Financial Year.
- 75.** The Association may establish one or more bank accounts in the name of the Association and shall be authorized by the signatures of any two of following:
 - (a) The President,
 - (b) the Vice President;
 - (c) the Treasurer; and
 - (d) Secretary.

AUDITORS

- 76.** The Auditors shall be appointed by resolution of a majority of Voting Members present in person or by proxy and entitled to vote at each Annual General Meeting.
- 77.** The Auditors shall retire at the Annual General Meeting next following the Annual General Meeting at which they were appointed but shall be eligible for re-appointment.
- 78.** In the event of an Auditor being or becoming unable to act, the Executive Council may appoint another Auditor to act in his place until the next Annual General Meeting.
- 79.** A member of the Executive Council shall not eligible for appointment as an Auditor.
- 80.** The Auditors shall have the right of access at all times to the books of account and all relevant documents of the Association and shall be entitled to require from the Executive Council and officers and employees of the Association such information and explanations as may be necessary for the performance of their duties as Auditors.
- 81.** As required by these Articles and as the Executive Council may direct, the Auditors shall report to the Executive Council on other records which the Association is required to keep by law or by these Articles and in connection with every balance sheet so prepared the report shall state:-
 - (a) whether or not the Auditors have obtained all information and explanations they require in order to carry out their duties;
 - (b) whether in their opinion the balance sheet referred to in the report is properly drawn up so as to exhibit a true and correct view of the state of the Association's affairs according to the best of their information and the explanations given to them as shown in the books of the Association; and

- (c) whether in their opinion the records which the Association is required to keep by law or by these Articles have been properly kept.

NOTICES

- 82.** A notice to be given under these Articles may be served on Members by telex, electronic-mail, post, facsimile, through posting of such notice on the Association's website or by sending such notice to the Member's affiliated club, association or team.
- 83.** A notice if served by post shall be deemed to have been served at the time when the envelope or wrapper containing it would be delivered in the ordinary course of post and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed, prepaid and posted in the normal manner.
- 84.** A notice if served by (a) electronic-mail shall be deemed to have been served 48 hours after the time of the transmission by electronic mail; (b) telex or facsimile shall be deemed to have been served upon production by the transmitting telex or facsimile machine of a report confirming transmission of the telex or facsimile in full to the telex or facsimile number of the recipient; and (c) posting on the Association's website shall be deemed to have been served at the time the notice is posted on the Association's website.

SEAL OF THE ASSOCIATION

- 85.** The Seal shall be in the custody of the Executive Council.
- 86.** The Seal shall not be affixed to any instrument except by the authority of a resolution of the Executive Council and in the presence of the President of the Executive Council and the Secretary or such other persons as the Executive Council may from time to time appoint for that purpose.
- 87.** The President of the Executive Council and the Secretary or other persons appointed under Articles 86 shall sign every instrument to which the Seal is so affixed in their presence.

Names , Addresses and Descriptions of Subscribers

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Hong Kong,
Treasurer

Dated the day of 2005

Witness to the above signatures:

Solicitor,
HONG KONG