

Draft (12-06-2023)

ARTICLES OF ASSOCIATION

OF

HOCKEY HONG KONG, CHINA
中國香港曲棍球總會

(Adopted by way of a Special Resolution on ____ 2023)

(A Company incorporated on 10 January 2014 under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap.32) Laws of Hong Kong with limited liability and with licence to dispense with “limited”)

THE COMPANIES ORDINANCE (CHAPTER 622)

Company Limited by Guarantee
and not having a Share Capital

ARTICLES OF ASSOCIATION

OF

HOCKEY HONG KONG, CHINA

中國香港曲棍球總會

Adopted by special resolution on []

Part A Mandatory Articles

1. The name of the Company is “HOCKEY HONG KONG, CHINA 中國香港曲棍球總會” (hereinafter called “Hockey HKC”). The Company was formerly known as “The Hong Kong Hockey Association”.
2. The registered office of Hockey HKC will be situated in the Hong Kong Special Administrative Region (hereinafter called Hong Kong).
3. The objects for which Hockey HKC is established are:
 - a) to be the sole body responsible for the organisation of hockey in Hong Kong;
 - b) to control, promote and develop hockey at all levels throughout Hong Kong in conformity with guidelines as may be given by the Federation Internationale de Hockey (hereinafter called “FIH”) and in accordance with the Rules of Hockey from time to time made by the FIH Rules Committee;

- c) to support and maintain the ideals and objects of the Olympic movement and in particular the fight against doping by means of appropriate tests and the opposition to any discrimination on the grounds of race, sex, politics, religion or creed;
- d) to improve the quality of hockey grounds and amenities in Hong Kong;
- e) to promote the advancement of hockey umpiring in Hong Kong;
- f) to make, adopt, vary and publish rules, regulations, bye-laws and conditions for the regulation of hockey and to take all such steps as shall be deemed necessary or advisable for enforcing such rules, regulations, bye-laws and conditions;
- g) to maintain, continue or provide for the affiliation of associations and clubs for promoting or playing hockey ;
- h) to maintain, continue, or provide for registration of hockey players;
- i) to acquire and conduct a sports club, in particular for the game of hockey, and to provide, equip and maintain a clubhouse or clubhouses with all appropriate accommodation and facilities, refreshments and other amenities as may be thought fit;
- j) generally, to deal with all matters pertaining to the game of hockey in Hong Kong;
- k) to do all such other lawful things as are incidental or conducive to the attainment of the above objects;

Ancillary to and in furtherance of the objects of Hockey HKC as set out in Articles 3(a) to 3(k) above of these Articles of Association, Hockey HKC shall have the powers set out in clauses 3(l) to A3(mm) of these Articles of Association provided always that the said powers can be exercised only in the pursuit of the main objects of Hockey HKC, whether directly or indirectly, and shall not be exercised in a manner which would negate the charitable status of Hockey HKC under the general law.

- l) to build, alter, adapt, construct, repair, maintain and equip a clubhouse or clubhouses, and all other buildings necessary or convenient for the conduct of a hockey sports club in Hong Kong or any other club or clubs elsewhere;
- m) to establish, carry on and subsidise a sports club in Hong Kong or any other club or clubs and to let, hire out or permit to be used by members of such club or clubs or any person or persons, with or without payment, any clubhouse or clubhouses and any other property of Hockey HKC;
- n) to buy or take on hire or otherwise provide furniture and furnishings, catering equipment and utensils, sanitary equipment, towels, glass, china, cutlery, books, papers, periodicals, stationery and all other things required in connection with operating a sports club;

- o) to buy, provide, make and sell meals, food, all kinds of beverages, sports clothing and accessories and other facilities, goods and equipment on a non-profit making basis;
- p) to provide the facilities and general equipment necessary for social entertainment and other games and sports, and for musical, dramatic, video and other social entertainments;
- q) to print and publish any newsletters, periodicals, books or leaflets on a non-profit making basis;
- r) to represent, express and to give effect to the majority opinions of the members of Hockey HKC on hockey matters of all kinds;
- s) to delegate its control and administration of the game of hockey for the attainment of all or any of the objects of Hockey HKC;
- t) to provide recreational opportunities and promote hockey awareness through structured tournaments, competitions, exhibitions and other programmes;
- u) to provide and improve or to assist in the provision and improvement of amenities and grounds in order that the game of hockey may be developed and advanced;
- v) to develop and to provide support in the development of hockey teams to participate in international, regional and local competitions;
- w) to provide support in the promotion, advancement and development of hockey umpiring in Hong Kong, in particular, to the Umpires' Section, and to recruit and develop competent umpires and improve the standard of umpiring at all levels by running suitable programmes;
- x) to provide and assist in hockey coach development on a non-profit making basis in Hong Kong, alone and with other organisations;
- y) to participate in and attend meetings and other activities in order to foster and maintain beneficial relations with other local sporting bodies and associations, regional and worldwide hockey and sporting organisations;
- z) to participate in, arrange and provide for or join in arranging and providing for the holding of meetings, recreational activities and exhibitions in general;
- aa) to receive donations, gifts and bequests and make the same in line with the policies from time to time of Hockey HKC for the welfare and benefit of players and others as Hockey HKC deems fit;
- bb) to raise funds for the activities of Hockey HKC by all available means including from fees, levies and subscriptions and, subject to the prior consent of the FIH in writing, from royalties, sponsorships and the licensing or assignment of commercial other rights;

- cc) to co-operate and enter into arrangements with any authorities, national, local or otherwise;
- dd) to make any charitable donation to other associations or organizations either in cash or assets for the furtherance of the objects of Hockey HKC provided that such associations or organizations shall have objects similar to the objects of Hockey HKC 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 Hockey HKC under or by virtue of Articles 4 to 7 of Part A below;
- ee) to purchase or otherwise acquire, hold for any estate and interest, and sell, manage, lease, dispose of, improve, develop, exchange, turn to account or otherwise deal with any real or personal property on reasonable terms and conditions which Hockey HKC deems appropriate for furtherance of the objects of Hockey HKC but not otherwise;
- ff) subject to Articles 4 to 7 of Part A below, to make all necessary or appropriate arrangements for carrying on the activities of Hockey HKC and for this purpose to appoint officers and engage and remunerate employees;
- gg) to invest the money of Hockey HKC not immediately required for its objects in or on such investments, securities or property on reasonable terms and conditions which Hockey HKC deems appropriate for furtherance of the objects of Hockey HKC but not otherwise as may be thought fit, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law and subject also as provided below;
- hh) to draw, make, accept, endorse, discount, negotiate, execute, and issue, and to buy, sell and deal with bills of exchange, promissory notes, and other negotiable or transferable instruments or securities;
- ii) to sell, lease, grant licenses, easements and other rights over, and in any other manner deal with or dispose of, the undertaking, property, assets, rights and effects of Hockey HKC or any part thereof for such consideration as may be thought fit on reasonable terms and conditions which Hockey HKC deems appropriate for furtherance of the objects of Hockey HKC but not otherwise;
- jj) to support or subscribe for any charitable, benevolent, public, general or useful object or for any purpose which may be considered likely directly or indirectly to further the objects of Hockey HKC provided that the recipients shall have objects similar to the objects of Hockey HKC 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 Hockey HKC under or by virtue of Articles 4 to 7 of Part A below;
- kk) subject to the provisions of Articles 4 to 7 of Part A below, to establish and maintain or contribute to any pension or superannuation of funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, any individuals who are or were at any time in the employment or service of Hockey HKC

and the wives, husbands, widows, widowers, families and dependants of any such individuals;

- ll) to deal with all other matters pertaining to the game of hockey in Hong Kong;
- mm) to do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents, subsidiary companies or otherwise, and either alone or in conjunction with others;

Provided that:

- i) in case Hockey HKC shall take or hold any property which may be subject to any trust or trusts, Hockey HKC shall only deal with or invest the same in such manner as allowed by law, having regard to such trust or trusts;
- ii) the objects of Hockey HKC shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers; and
- iii) the powers set forth in the Seventh Schedule to the predecessor Ordinance (as defined in section 2(1) of the Companies Ordinance (Cap. 622 of the Laws of Hong Kong) shall not apply to Hockey HKC.

Provided further that:

- iv) Hockey HKC is established for non-profit distributing purposes only and its property and income shall be held and applied for those purposes only and all the objects and powers of Hockey HKC as set forth in this Article 3 shall be construed as limited by the foregoing terms of this proviso which shall be treated as overriding in effect and as governing all the provisions of these Articles of Association notwithstanding anything expressed or implied therein to the contrary; but so that nothing herein or in these Articles of Association shall be construed as limiting or restricting the power of Hockey HKC from making any profits for the purpose of carrying into effect any of its objects set forth in these Articles of Association.

Subject to the provisos immediately preceding this paragraph, it is hereby declared that the objects of Hockey HKC as specified in these Articles of Association (except only if and so far as otherwise expressly provided therein) shall be separate and distinct objects of Hockey HKC and shall not be in any way limited by reference to any other paragraph or the order in which the same occur or the name of Hockey HKC.

- 4. The income and property of Hockey HKC, whencesoever derived, shall be applied solely towards the promotion of the objects as set forth in these Articles of Association.

5. Subject to Articles 7 and 8 below, no portion of the income and property of Hockey HKC shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever, to the members of Hockey HKC.
6. No member of the Council of Hockey HKC shall be appointed to any salaried office of Hockey HKC, or any office of Hockey HKC paid by fees and no remuneration or other benefit in money or money's worth (except as provided in Article 8 below) shall be given by Hockey HKC to any member of the Council.
7. Nothing herein shall prevent the payment, in good faith, by Hockey HKC of reasonable and proper remuneration to any officer or servant of Hockey HKC, or to any member of Hockey HKC not being a member of the Council in return for any services actually rendered to Hockey HKC.
8. Nothing herein shall prevent the payment, in good faith, by Hockey HKC:-
 - a. to any member of its Council of out-of-pocket expenses properly incurred;
 - b. of interest on money lent by any member of Hockey HKC or its Council at a rate per year not exceeding 2% above the prime rate prescribed for the time being by The Hong Kong and Shanghai Banking Corporation Limited for Hong Kong dollar loans;
 - c. of reasonable and proper rent for premises demised or let by any member of Hockey HKC or of its Council;
 - d. of remuneration or other benefit in money or money's worth to a body corporate in which a member of Hockey HKC or of its Council is interested solely by virtue of being a member of that body corporate by holding not more than one-hundredth part of its capital or controlling not more than one-hundredth part of its votes.
9. No person shall be bound to account for any benefit he may receive in respect of any payment properly paid in accordance with Articles 7 and 8 above.
10. The liability of the members of Hockey HKC is limited.
11. Every member of Hockey HKC undertakes to contribute to the assets of Hockey HKC, in the event of its being wound up while it is a member, or within one year after it ceases to be a member, for the payment of the debts and liabilities of Hockey HKC contracted before it ceases to be a member, and of 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 HK\$100.
12. If upon the winding up or dissolution of Hockey HKC there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, this shall not be paid to or distributed among the members of Hockey HKC, but shall be given or transferred to some other institution or institutions having objects similar to the objects of Hockey HKC 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 Hockey HKC under or by virtue of Articles 4 to 7 of Part A hereof, such institution or institutions to be determined by the members of Hockey HKC at or before the time of dissolution and in default thereof by a Judge of the High Court of Hong Kong 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 or public object.

13. No addition, alteration or amendment shall be made to or in these Articles of Association for the time being in force, unless such addition, alteration or amendment has previously been submitted to and approved by the Registrar of Companies in writing or is made under a direction given under section 104(2)(b) or 105 of the Companies Ordinance (Cap. 622).
14. Hockey HKC shall not form a subsidiary or hold a controlling interest in another body corporate unless the formation of such a subsidiary or the holding of such a controlling interest has previously been approved by the Registrar of Companies in writing.

Founding Members (formerly known as the subscribers to the memorandum of association when incorporating Hockey HKC on 10 January 2014

The Nav Bharat Club The Hong Kong Football Club The Kowloon Cricket Club
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*** End of Part A ***

PART B Other Articles

DEFINITIONS AND INTERPRETATION

1. In these Articles, unless the context otherwise requires, the following words and expressions shall have the following meanings:

"Articles"	means these Articles of Association as from time to time amended, altered or added to in accordance with the Ordinance and these Articles;
"Authorized Representative"	as defined in Article 13 hereof;
"Blocked Member"	as defined in Article 6(c) hereof;
"Clubs"	means any club, society, association or organization which includes amongst its activities the playing of hockey;
"Club Officials"	means the Presidents, Chairmen, Honorary Secretaries and Hockey Convenors of Affiliated Clubs. In addition, persons who hold these posts in a Hockey Section of a multi-sports club are also designated Club Officials;
"Council"	means the governing body for the time being of Hockey HKC;
"Council Members"	as defined in Article 52 hereof;
"Council Officers"	as defined in Article 52(1) hereof;
"Hockey HKC"	means this company, Hockey Hong Kong, China;
"Member"	as defined in Article 8 hereof;
"Member Club"	means a Club which is a Member;
"Office"	means the registered office of Hockey HKC;
"Ordinance"	means the Companies Ordinance (Cap. 622 of the Laws of Hong Kong) (including the related subsidiary legislation);
"President"	means the President of Hockey HKC from time to time;

"Register"	means the register of members of Hockey HKC to be kept pursuant to section 627 of the Ordinance;
"Reporting Documents"	as defined in Article 84 hereof;
"Seal"	means the common seal of Hockey HKC;
"Secretary"	means the Honorary Secretary of Hockey HKC from time to time;
"Section"	as defined in Article 15 hereof;
"Treasurer"	means the Honorary Treasurer of Hockey HKC from time to time;
"Unincorporated HKHA"	means the unincorporated body known as the Hong Kong Hockey Association, prior to its incorporation on 10 January 2014; and
"Vice President"	means a Vice President of Hockey HKC from time to time.

2. In these Articles, unless there by something within the subject or context inconsistent with such construction:
 - a. words denoting the singular shall include the plural and vice versa and words denoting one gender shall include all genders and words denoting persons shall include companies, associations and bodies or persons whether corporate or not;
 - b. references to any statute or statutory provision shall be construed as relating to any statutory modification or re-enactment thereof for the time being in force;
 - c. subject as aforesaid, any words or expressions defined in the Ordinance shall, if not inconsistent with the subject or context, bear the same meanings in these Articles;
 - d. headings are for ease of reference only and shall not affect interpretation;

General

3. Hockey HKC is established for the objects expressed in Part A of these Articles of Association.

MEMBERSHIP

4. The number of Members shall not exceed 100 but the Council may from time to time register an increase or decrease in the number of Members. No person shall be admitted as a Member without the prior approval of Council.
5. New Clubs wishing to participate in the activities of Hockey HKC may apply in writing to be invited to become affiliated to Hockey HKC.
 - a. Before admitting an applicant as a Member, Council must be satisfied that the applicant:
 - i. is a properly constituted club, sports association, society or other group of persons according to law, custom or practice;
 - ii. has as one of its principal objects the promotion and active encouragement of hockey;
 - iii. has a sufficient number of members to enable it to participate in hockey matches, competitions, tournaments and events organized under the auspices of Hockey HKC including participation by its individual membership as players, coaches, committee members, umpires and other officials.
 - b. The Council has the sole discretion to accept or reject such application. An applicant shall be approved by simple majority of Council. The Council is not required to provide any reasons for rejecting any application for membership.
6. The membership of a Member may be suspended or terminated at any time as follows:
 - a. The Council may on due cause of whatever nature being shown (including, without limitation, cessation of eligibility for membership in accordance with the relevant criteria set out in Article 5(a) or any behaviour likely to be injurious to the reputation or interests of Hockey HKC), suspend any Member from membership for such period as the Council shall think fit or terminate any Member's membership.
 - b. Every motion for the suspension or termination of a Member's membership shall be considered at a Council meeting. Such a motion shall not be deemed carried except by a three quarters majority vote of Council Members holding office on the day that the motion is considered. Such motion may be presented in writing by any Section or full Member to Council.
 - c. A Member shall be given not less than fourteen (14) days' notice of the Council's meeting at which suspension or termination of its membership is to be considered and of the grounds on which suspension or termination of its

membership is sought and such Member (a “Blocked Member”) shall be entitled to submit representations to that meeting either orally or in writing.

- d. A Blocked Member may, by written notice delivered to the Council within fourteen (14) days following a Council meeting at which a motion to suspend or terminate its membership is carried, appeal against the decision of the Council, and the following shall apply:
 - i. the appeal shall be heard by the Members in a general meeting;
 - ii. decisions of the Members shall be final.
- e. A Blocked Member's membership shall be automatically suspended from the date of the decision of the Council to suspend or terminate its membership until such time as the Blocked Member's membership is reinstated by the Members or terminated by the Council/Members.
- f. A Blocked Member may apply to have their membership reinstated, such application to be made in such manner as the Council shall decide.
- g. The Council may, in its sole discretion, reinstate a Blocked Member on such terms and conditions as it may be decide.

7.

- a. There shall be two categories of membership being:
 - i. full member; and
 - ii. associate member.
- b. Full membership is open to Clubs which enter teams in league competitions organised by the Men’s Section or the Women’s Section. Except as provided in Article 34(4), each such Member Club shall be permitted to vote at general meetings of the respective sections and Hockey HKC.
- c. New clubs which are accepted as full member shall be permitted to vote at general meetings only after two years of participation in the league. Associate membership is open to Clubs or schools which enter team in youth and mini-hockey competitions. Except as provided in Article 34(d), such Clubs or schools shall only be permitted to vote at general meetings of the Promotion and Development Section.

8. The Members of Hockey HKC are:-

- a. the first Members as admitted pursuant to Article 9; and
- b. any further Clubs as the Council shall admit to membership in accordance with these Articles and rules made pursuant thereto.

9. The first Members of Hockey HKC are the founding members as described in Part A of these Articles of Association together with every Club who, at the date of incorporation of Hockey HKC on 10 January 2014 was a member of the Unincorporated HKHA, and who, on or before the said date of incorporation, or during such extended period as the council of the Unincorporated HKHA determined, signed and delivered to the Secretary the form of membership prescribed by the Council.
10. The following membership provisions apply to Clubs that are or wish to become Members of Hockey HKC:
 - a. The annual fee payable by the first Members shall be determined by Hockey HKC in general meeting.
 - b. To remain a Member of Hockey HKC:
 - i. each year the Club shall be invited jointly by the relevant Section and Council to participate in the upcoming winter league competition;
 - ii. each year a Club shall pay to Hockey HKC on or before 1st September (or any other date set by Hockey HKC), an annual fee which has been approved by Hockey HKC in general meeting; and
 - iii. each year a Club that proposes to enter teams in more than one Section of Hockey HKC shall pay the relevant annual affiliation fee for each Section; and
 - iv. except as provided in Article 34(d) each Club which is a Member shall be permitted to vote at general meetings of Hockey HKC in accordance with the provisions of these Articles;
 - c. Each Club that proposes to enter teams in league competitions, one day tournaments or any other event held under the auspices of Hockey HKC, shall pay an entrance fee for the respective events as laid down by the organising Section in its bye-laws from time to time;
 - d. Hockey HKC may from time to time raise fees or charges to meet administrative expenses of Hockey HKC or to fund Hockey HKC to participate in / host any international / regional tournaments to promote the game of hockey;
 - e. Clubs are required to pay all such fees or charges within thirty (30) days of the date of the debit note and the Council may expel any Club from membership of Hockey HKC for breach of this provision but such expulsion will not however be effective until it has been confirmed by a special resolution of Hockey HKC in general meeting;

- f. Neither the Council nor its agents shall be held responsible for any loss or injury to any member of Clubs or any other person, arising out of any matters pertaining to hockey in Hong Kong;
- g. All Clubs shall ensure that their Club Officials, players and spectators participating in or at hockey games held under the auspices of Hockey HKC shall be governed by the:
 - i. current Rules of Hockey issued by the FIH Rules Committee;
 - ii. Rules of Hockey HKC laid down and promulgated from time to time by Hockey HKC;
 - iii. Bye-laws of the relevant Section(s) of Hockey HKC;
- h. All Clubs shall be held responsible for the conduct of their Club Officials, players or members participating in or watching any hockey match or hockey function in Hong Kong or elsewhere in which a team from Hong Kong is a participant.

11. A Club shall cease to be a Member if such Club:

- a. having paid all money due from such Member Club to Hockey HKC, withdraws its membership on giving one month's notice in writing to the Secretary of its intention to do so; or
- b. is removed as a Member by special resolution of Hockey HKC to that effect; or
- c. is removed in pursuant to Article 6; or
- d. being a corporate body, goes into liquidation or is affected by circumstances analogous thereto except for the purpose of solvent amalgamation or reconstruction.

12. Where a Member ceases to be a Member under Article 11: (i) all rights and privileges to which that Member was entitled (but not any liability to which the Member was subject) immediately before the cessation of the membership shall cease as regards that Member at the time when the Member ceases to be a Member and (ii) the former Member's name shall be promptly removed from the Register. The rights and privileges of membership shall be personal to each Member and shall not be transferable or transmissible by act of the Member or by operation of law.

13. Each Member Club shall be entitled to send to any general meeting of Hockey HKC up to three (3) representatives (an "Authorized Representative") but only one (1) of the Authorised Representatives shall be permitted to vote. The Authorised Representative

permitted to vote at such meeting shall personally sign the attendance register before the commencement of that general meeting.

14. Each Member Club shall notify the Secretary in writing at least seven (7) days before the date of any general meeting the names of the Authorized Representatives of that Member Club including the name of the particular Authorized Representative who is authorized to vote at that general meeting.

THE SECTIONS

15. Recognising the different aspects of hockey in Hong Kong, Hockey HKC hereby recognizes the following sections ("Sections") that are responsible for the administration of:-

- a. the promotion and development of hockey, particularly at the junior level, the Promotion and Development Section;
- b. men's hockey, the Men's Section;
- c. women's hockey, the Women's Section;
- d. masters' hockey, the Masters' Section; and
- e. umpiring, the Umpires' Section.

16. Each Section shall comply with any mode of proceedings and regulations which the Council may make on that behalf but subject thereto may determine and regulate its own proceedings in the same manner as the Council may do. In this connection, each Section shall make bye-laws to regulate the proceedings of its business, meetings and responsibilities. Section bye-laws shall include membership criteria, procedures for annual general meetings, extraordinary general meetings, the composition of its committee, voting rights, election of office bearers, and committee responsibilities and must be approved by the Council before becoming operative. Each Section shall submit its annual report and accounts to the Council by 30th June of each year.

ARTICLES OF HOCKEY HKC

17. Subject to Article 13 of Part A of these Articles of Association, notice of an alteration to these Articles intended to be proposed at a general meeting shall be given in writing to the Secretary not less than 28 days before the date of such a meeting.
18. No new Article shall be made nor existing Article amended or rescinded except by a special resolution at a general meeting of Members.

19. The Secretary shall send a copy of any amended Articles to each Member as soon as possible after the general meeting.

GENERAL MEETINGS

20. Subject to section 107 of Schedule 11 and to sections 611, 612 and 613 of the Ordinance, Hockey HKC must, in respect of each financial year of Hockey HKC, hold a general meeting as its Annual General Meeting ("AGM") in accordance with section 610 of the Ordinance. The AGM shall be held at such time and place as may be determined by the Council. All other general meetings shall be called extraordinary general meetings ("EGM"). Inter alia, the purpose of the AGM shall include:

- a. confirming the minutes of the previous AGM and any other general meetings held in the intervening period;
- b. considering matters arising therefrom;
- c. receiving and considering the accounts, balance sheet and the reports of Council Members and auditors as at 31st March of the current year;
- d. electing Council Officers for the ensuing year in accordance with these Articles;
- e. considering any other business of which due notice has been given in accordance with these Articles;
- f. appointing auditors; and
- g. fixing the remuneration of the auditors or determining the manner in which such remuneration is to be fixed.

21. The Council may, if it thinks fit, call a general meeting. If the Council is required to call a general meeting under section 566 of the Ordinance, it must call it in accordance with section 567 of the Ordinance. If the Council does not call a general meeting in accordance with section 567 of the Ordinance, the Members who requested the meeting, or any of them representing more than one half of the total voting rights of all of them, may themselves call a general meeting in accordance with section 568 of the Ordinance.

NOTICE OF GENERAL MEETINGS

22. An AGM shall be called by twenty-one (21) days' notice in writing at the least and any other EGM by fourteen (14) days' notice in writing at the least. The period of notice shall in each case be exclusive of the day on which it is served or deemed to be served and of the day on which the meeting is to be held and shall be given in a manner hereinafter mentioned to all Members entitled to attend and vote at the meeting provided that a general meeting, notwithstanding that it has been called by a shorter

notice than that specified above, shall be deemed to have been duly called if it is so agreed:

- (1) in the case of a meeting called as the AGM, by all the Members entitled to attend and vote thereat; and
- (2) in the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meeting being a majority together representing not less than 95 per cent of the total voting rights at that meeting of all the Members entitled to attend and vote at the meeting.

23. Apart from the Members, the persons entitled to receive notice of general meetings shall include the following:

- a. Patron;
- b. Vice-Patrons;
- c. Life Vice-Patrons;
- d. Honorary Life Presidents;
- e. Honorary Life Vice-Presidents;
- f. Council Members;
- g. Section committee members; and
- h. Auditors.

24. Every notice calling a general meeting shall specify the place and the day and time of the meeting. In the case of an AGM, the notice shall also specify the meeting as such. In the case of any general meeting at which special business is to be transacted, the notice shall specify the general nature of such business; and if any resolution is to be proposed as a special resolution, the notice shall contain a statement to that effect. All business shall be deemed special that is transacted at an EGM and also all that is transacted at AGM other than the routine business.

25. For the purposes of the last preceding article, "routine business" shall mean and include only business transacted at an AGM of the following classes, that is to say the matters referred to in Articles 20(a) to 20(d), 20(f) and 20(g).

26. The accidental omission to give notice of a meeting to, or the non-receipt of a notice of a meeting by any person entitled to receive notice, shall not invalidate the proceedings at that meeting.

27. Any Member Club may submit to the Secretary notice of any other business to be considered at the AGM. Such notice shall be in writing and must be received by the Secretary at least twenty-eight (28) days before the date of the AGM. Such business will then be included on the agenda for that AGM.
28. As regards an AGM of Hockey HKC, the Secretary shall dispatch the agenda of the AGM together with a copy of the audited accounts and the list of nominations for Council Officers to all those persons listed in Article 23 not less than 21 days before the AGM.

PROCEEDINGS AT GENERAL MEETINGS

29. The President shall act as chairman at all general meetings. In the absence of the President, one of the Vice-Presidents shall act as chairman of the meeting. If at any time there is more than one Vice-President, the right in the absence of the President to preside as chairman shall be determined as between the Vice-Presidents present (if more than one) by seniority in length of appointment or otherwise as resolved by the Members in general meeting. In the absence of the President and Vice-Presidents or if they are unwilling to act, the Members present shall elect any one of their number as chairman for that particular meeting.
30. The chairman of the meeting may, with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the general 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.
31. When a general meeting is adjourned for thirty days or more, notice of the adjourned general meeting shall be given as in the case of an original general 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 general meeting.
32. No business other than the appointment of a chairman shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business and continues to be present until the conclusion of the meeting. Ten Member Clubs present and entitled to vote shall be a quorum for all purposes.
33. If within five minutes from the time appointed for a general meeting (or such longer interval as the chairman of the meeting may think fit to allow) a quorum is not present, the meeting, if convened on the requisition 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, or to such day and at such time and place as the chairman of the meeting may determine, and in the latter case not less than seven days' notice of the adjourned meeting shall be given in like manner as in the case of the original meeting. At the adjourned meeting, any Member Club present and entitled to vote shall be a quorum.

34. The following rules regarding outstanding fees or debts due to either Hockey HKC or any Section shall apply to all general meetings:
- a. the Men's and Women's Section will inform the Treasurer of all Member Clubs with outstanding fees or debts as at 31st May of the current year;
 - b. the Treasurer shall notify Member Clubs in writing at least fourteen (14) days before the date of the general meeting details of any outstanding fees due from them and this notice will include details of any affiliation or other fees raised by Hockey HKC and due by 31st May of the current year that have not been paid;
 - c. each Member Club shall settle all outstanding fees at least seven (7) days before the date of the general meeting and payment by bank cheque is acceptable; however, it is the responsibility of the Member Club to ensure the cheque is honoured by the bank and where a cheque is subsequently dishonoured, the Council shall have the power to take disciplinary action against the Member Club as deemed necessary; and
 - d. the entitlement to attend and vote at a general meeting under these Articles shall be withdrawn from a Member Club if it has not settled all outstanding fees and debts at least seven (7) days before the date of the general meeting in question.
35. The Secretary or his nominee or any individual appointed by the Council in his place shall take minutes covering resolutions and proceedings of all general meetings. These minutes shall be considered at the next general meeting and, if approved, shall be signed by the chairman of such meeting. The chairman of the meeting's signature shall be conclusive evidence of the correctness of the minutes.

VOTING AT MEETINGS

36. At any general meeting a resolution (except a resolution relating to election of Council Members which will be decided by a poll) put to the vote of the meeting shall be decided on a show of hands unless a poll is, before or on the declaration of the result of the show of hands, demanded by:
- a. the chairman of the meeting;
 - b. not less than 5 Member Clubs having the right to vote at the meeting;
 - c. Member Clubs representing not less than 5% of the total voting rights of all the Member Clubs having the right to vote at the meeting.
37. A demand for a poll may be withdrawn only with the approval of the meeting. Unless a poll is demanded, and the demand be not withdrawn, a declaration by the chairman of the meeting that a resolution has been carried, or carried unanimously, or carried by a particular majority, or lost or not carried by a particular majority, and an entry to that

effect in the minute book, shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded for or against such resolution.

38. If a poll is demanded, it shall be taken in such manner (including the use of ballot or voting papers or tickets) as the chairman decides. The chairman of the meeting may (and if so directed by the meeting shall) appoint scrutineers and may adjourn the meeting to some place, day and time fixed by him for the purpose of declaring the result of the poll.
39. A poll demanded on the choice of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either immediately or at such subsequent time (not being more than thirty days from the date of the meeting) and place as the chairman may direct. No notice need be given of a poll not taken immediately. The demand for a poll shall not prevent the continuance of the meeting for the transaction of any business other than the question on which the poll has been demanded.
40. On a show of hands or a poll, every Member Club who is present in person through an Authorised Representative shall have one vote each in respect of each of the Men's Section or the Women's Section that they have entered teams and paid the affiliation fees for the current year.
41. No objection shall be raised as to the admissibility of any vote except at the meeting or adjourned meeting at which the vote objected to is or may be given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection shall be referred to the chairman of the meeting, whose decision shall be final and conclusive.
42.
 - a. In the case of an equality of votes, whether on a show of hands or on a poll ballot, the chairman of the meeting shall be entitled to a second or casting vote.
 - b. In the case of an equality of votes relating to the election of Council Officers, there shall be a second round of voting. In the case of a further equality of votes after the second round, the chairman of the meeting, or acting chairman if the chairman himself is a candidate contesting the position, shall be entitled to a second vote,
43. A resolution in writing signed (in such manner as to indicate, expressly or impliedly, unconditional approval) by or on behalf of all Member Clubs entitled to attend and vote at general meetings shall, for the purposes of these Articles, be treated as a resolution duly passed at a general meeting of Hockey HKC and, where relevant, as a special resolution so passed.
44. Any such resolution shall be deemed to have been passed at a meeting held on the date on which it was signed by the last Member Club to sign, and where the resolution states a date as being the date of the Member Club's signature thereof by any Member Club

the statement shall be prima facie evidence that it was signed by the Member Club on that date. Such a resolution may consist of several documents in the like form, each signed by one or more relevant Member Clubs.

THE COUNCIL

45. The affairs of Hockey HKC shall be managed by the Council who may pay all expenses incurred in forming and registering Hockey HKC and may exercise all such powers of Hockey HKC as are not by the Ordinance or by these Articles required to be exercised by Hockey HKC in a general meeting, subject nevertheless to any regulations of these Articles and to the provisions of the Ordinance, and to such regulations (not inconsistent with the aforesaid regulations or provisions) as may be prescribed by Hockey HKC in a general meeting but no regulation so made by Hockey HKC shall invalidate any prior act of the Council which would have been valid if such regulation had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Council by any other Article.
46. The Council shall have power from time to time to make, alter or revoke, rules and bye-laws for the regulation of Hockey HKC and otherwise for the furtherance of the purposes for which Hockey HKC is established, provided that such rules and bye-laws are not repugnant to these Articles of Association and otherwise for the furtherance of the objects for which Hockey HKC is established.
47. Any resolution of the Council for the making, alteration or revocation of such rules and bye-laws shall be subject to confirmation by ordinary resolution of Hockey HKC at the next annual general meeting and, if it be not so confirmed, shall cease to have effect at the conclusion of that meeting.
48. All such rules and bye-laws for the time being in force shall be binding upon all Members until the same shall cease to have effect as hereinbefore provided or shall be varied or set aside by an ordinary resolution of Hockey HKC.
49. No Member shall be absolved from such rules and bye-laws by reason of his not having received a copy of the same, or of any alterations or additions thereto, or having otherwise no notice of them.
50. It is expressly declared that without prejudice to the power of the Council to make rules and bye-laws on other matters the following shall be deemed to be matters which may be governed by bye-laws within the meaning of this Article, that is to say:
 - a. as to the rights and privileges to be accorded to, and the qualifications, restrictions and conditions to be imposed on Members;
 - b. as to committees established in connection with various branches of Hockey HKC's activities and as to the appointment, removal, qualification,

disqualification, duties, functions, powers and privileges of members of such committees.

51. Without prejudice to the above Articles 45-50, the Council shall have the power to act in any manner not inconsistent with these Articles to do the following:
- a. affiliating Hockey HKC with relevant Hong Kong and international governing sports bodies and the appointment of representatives to these bodies;
 - b. deciding the creation of strategy and policy for all matters relating to hockey in Hong Kong;
 - c. deciding on the appointment of all media (including but not limited to print and electronic publishing/production) spokespersons on matters relating to hockey in Hong Kong; and
 - d. approving, before implementation, Section bye-laws for hockey competitions and tournaments and international or other representatives matches.

COUNCIL MEMBERS

52. The Council shall consist of not less than ten members ("Council Members") all of whom must be a Member or otherwise affiliated to a Member Club as follows:
- a. not more than five officers comprising a President, two Vice-Presidents, a Secretary and a Treasurer ("Council Officers");
 - b. five ex-officio members comprising the chairmen of the five Sections listed in Article 15 hereof from time to time holding office ("Section Officers"); and
 - c. Any person for the time being appointed as a Council Officer or Council Member shall be deemed to be a Director of Hockey HKC for the purpose of the Ordinance.
53. The first Council Members of Hockey HKC shall be appointed in writing by founding members as described in Part A of these Articles of Association. All the Council Members of Hockey HKC shall vacate office at the first AGM and their elections shall take place as follows:-
- a. the President, one Vice President and the Secretary shall be elected at the first AGM for a term of two years while one Vice President and the Treasurer shall be elected at the first AGM for a term of one year and at subsequent AGMs for a term of two years;
 - b. the Section Officers shall be elected at the first AGM for a term of one year;

- c. Council Members may stand for re-election at AGMs; save that the Council's permission is necessary for such Council Members to stand for re-election unless they have attended not less than sixty percent of the Council's meetings during their term of office;
- d. only a person who has been a Council Member in the preceding year shall be eligible for the office of President but if a Section Officer is elected as President, he/she will have to resign as chairman of that Section;
- e. nominations for the ten (10) Council Members to be elected at an AGM shall be forwarded to the Secretary in writing at least fourteen (14) days before the AGM;
- f. to be valid the aforesaid nominations shall be proposed and seconded by duly authorised officials of Member Clubs and agreed to by the nominees. The proposer and seconder must be from different member clubs. Late nominations, or nominations not in the required form, will not be considered. ;
- g. if there are insufficient nominations for the Council Members, nominations duly proposed and seconded will be accepted at the AGM from the floor;
- h. where there are more than ten (10) nominees for the Council Members, the election will be conducted by paper ballot in which event:
 - i. the Secretary or if he is absent, a person appointed by the chairman of the AGM, shall at the AGM distribute to each Member Club a ballot paper which contains the names of the nominees for election as Council Officers;
 - ii. a Member Club shall have one vote for each vacancy of each of the Men's Section or the Women's Section that they have entered teams and paid the affiliation fees for the current year;
 - iii. the completed ballot papers shall be returned to the scrutineers (who are appointed by the chairman of the AGM and are not standing as nominees for any of the elected officers) at the AGM and the scrutineers shall then furnish to the chairman of the AGM a report on the results;

54. The office of a Council Member shall be vacated ipso facto in any of the following events, namely:

- a. if he shall become prohibited by law from acting as a Council Member or shall cease to be qualified under these Articles to act as a Council Member;
- b. if he shall resign or if he shall offer to resign and the Council shall resolve to accept such offer and so that in either such case, the office of Council Member

shall be vacated with effect from the date of or, as the case may be, specified in any notice of such resignation or offer which is lodged at the Office (not being a date earlier than the date of such notice) or, if no such notice is lodged, such date and time as the Council may resolve;

- c. if in Hong Kong or elsewhere, he shall have a bankruptcy order made against him or shall make any arrangement or composition with his creditors generally;
- d. if in Hong Kong or elsewhere, an order shall be made by any court claiming jurisdiction in that behalf on the ground (however formulated) of mental disorder for his detention or for the appointment of a guardian or for the appointment of a receiver or other person (by whatever name called) to exercise powers with respect to his property or affairs;
- e. if, without leave, he is absent from meetings of the Council for six consecutive months and the Council resolves that his office be vacated;
- f. if he shall be removed from office by ordinary resolution of the Member Clubs.

MEETINGS AND PROCEEDINGS OF THE COUNCIL

- 55. The Council shall meet for the dispatch of business, adjourn and otherwise regulate its meetings as it sees fit. Questions arising at any Council meeting shall be decided by a majority of votes and in the case of an equality of votes, the chairman of the meeting shall have a second or casting vote.
- 56. The Secretary shall call Council meetings at any Council Member's direction at least once every two months and shall give all Council Members not less than seven days' notice for an ordinary meeting and not less than forty-eight hours for a special meeting. Any Council Member may waive notice of any meeting and any such waiver may be retroactive.
- 57. The President shall act as chairman at all Council meetings. In the absence of the President, one of the Vice-Presidents shall act as chairman of the meeting. In the absence of the President and Vice-presidents, the Council Members present shall elect any one of their number as chairman for that particular meeting.
- 58. The business to be transacted at Council meetings shall include, but not be limited to:
 - a. receiving of reports on the up-to-date status of each Section;
 - b. consideration of the up-to-date financial status of Hockey HKC;
 - c. consideration of appointments and fixing of remuneration for administrative staff of Hockey HKC;

- d. creation of, and appointment to, any committee considered necessary to effectively carry out the business of Hockey HKC;
 - e. consideration and decision upon reports of Council-appointed committees;
 - f. approval of the Annual Report prepared for Hockey HKC AGM; and
 - g. consideration of any other business necessary to carry out the objects of Hockey HKC.
59. The Council may delegate any of its powers or discretions to committees consisting of one or more Council Members and (if thought fit) one or more co-opted persons. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations which may from time to time be imposed on it by the Council. In particular:
- a. a committee shall meet and adjourn as it considers proper;
 - b. the resolution of questions arising at any committee meeting shall be determined by a majority of votes of the members present and in the case of an equality of votes, the chairman of the meeting shall have a second or casting vote;
 - c. all committees shall obtain the Council's prior written approval for any expenditure, and shall report regularly to the Council.
60. The quorum necessary for the transaction of Council business shall be six Council Members present in person.
61. A meeting of the Council at which a quorum is present when the meeting proceeds to business and continues to be present until the conclusion of the meeting shall be competent to exercise all powers and discretions for the time being exercisable by the Council. A meeting of the Council may be held by means of telephone or teleconferencing or any other telecommunications facility provided that all participants are thereby able to communicate immediately by voice with all other participants.
62. The Council shall have the power to fill any casual vacancy which may occur among the Council Members, except for the office of President. Any person accepted by the Council to fill a casual vacancy among the Council Members shall retire at the next AGM and shall be eligible for re-election subject to the provisions of these Articles. Should the office of President become vacant between AGMs, the Council shall appoint a Vice-President as President.
63. The continuing Council Members may act notwithstanding any vacancies but if and so long as the number of Council Members is reduced below the minimum number fixed by these Articles, the continuing Council Members may act for the purpose of filling such vacancies or of summoning general meetings, but not for any other purpose.

64. If at any time there is more than one Vice-President, the right, in the absence of the President to chair a meeting of the Council or of Hockey HKC, shall be determined as between the Vice-Presidents present (if more than one) by seniority in length of appointment or otherwise as resolved by the Council.
65. A resolution in writing signed (in such manner as to indicate, expressly or impliedly, unconditional approval) by all Council Members shall be as effective as a resolution duly passed at a meeting of the Council and may consist of several documents in the like form each signed by one or more Council Members.

COUNCIL MEMBERS' INTERESTS

66. A Council Member who is in any way, whether directly or indirectly, materially interested in a contract, arrangement or transaction or proposed contract, arrangement or transaction with Hockey HKC and which is of significance in relation to Hockey HKC's business shall declare the nature of his interest at the earliest meeting of the Council at which it is practicable for him to do so, in accordance with provisions of the Ordinance.
67. A general notice to the Council by a Council Member stating that, by reason of facts specified in the notice, he is to be regarded as interested in contracts, arrangements or transactions or proposed contracts, arrangements or transactions of any description which may subsequently be made or contemplated by Hockey HKC shall be deemed for the purposes of this Article to be a sufficient declaration of his interest, so far as attributable to those facts, in relation to any contract, arrangement or transaction or proposed contract, arrangement or transaction of that description which may subsequently be made or contemplated by Hockey HKC, but no such general notice shall have effect in relation to any contract, arrangement or transaction or proposed contract, arrangement or transaction unless it is given before the date on which the question of entering into the same is first taken into consideration on behalf of Hockey HKC.
68. A Council Member may vote in respect of any contract, arrangement or transaction or proposed contract, arrangement or transaction notwithstanding that he may be interested therein and, if he does so, his vote shall be counted and he may be counted in the quorum at any meeting of the Council at which any such contract, arrangement or transaction or proposed contract, arrangement or transaction shall come before the meeting for consideration provided that he has, where relevant, first disclosed his interest in accordance with Articles 66 and 67 above.
69. If any question shall arise at any meeting as to the materiality of a Council Member's interest or the significance of a contract, arrangement or transaction or proposed contract, arrangement or transaction or as to the entitlement of any Council Member to vote or form part of a quorum and such question is not resolved by his voluntarily agreeing to abstain from voting, such question shall be referred to the chairman of the meeting (or, if the Council Member concerned is the chairman, to the other Council

Members present at that meeting) and his ruling (or, as the case may be, the ruling of the other Council Members) in relation to such Council Member shall be final and conclusive except in a case where the nature or extent of the interests of the Council Member concerned as known to such Council Member has not been fairly disclosed.

70. Hockey HKC may by ordinary resolution suspend or relax the provisions to any extent or ratify any transaction not duly authorised by reason of a contravention of Articles 66 to 69.

PATRON, VICE-PATRONS, LIFE VICE-PATRONS, HONORARY LIFE PRESIDENTS AND HONORARY LIFE VICE-PRESIDENTS

71. The Council may at any time appoint a Patron who shall hold office either until he resigns or until the Council shall appoint another Patron in his stead or he is removed as such by the Council.
72. Up to ten Vice-Patrons may be appointed annually at the first meeting of an incoming Council after the AGM. Such Vice-Patrons shall be appointed in writing by the Council and can be removed at any time by the Council.
73. In order to show Hockey HKC's appreciation of active service and support to hockey in Hong Kong at the patronage level, the Council may award the title of Life Vice-Patron of Hockey HKC to an individual deemed worthy of this award.
74. In order to show Hockey HKC's appreciation of active service and support to hockey in Hong Kong at the administrative level, the Council may award the titles of Honorary Life President or Honorary Life Vice President of Hockey HKC to an individual deemed worthy of this award. Neither an Honorary Life President nor a Honorary Life Vice President is deemed to be a Council Member.

CHEQUES

75. All cheques, promissory notes, drafts, bills of exchange and other negotiable or transferable instruments and all receipts for moneys paid to Hockey HKC shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, signed jointly by any two of the Treasurer, Secretary, President and Vice-Presidents of Hockey HKC.

THE SEAL

76. The Council shall provide for the safe custody of the Seal and the Seal shall not be used without the authority of the Council or of a committee authorised by the Council in that behalf. Every instrument to which the Seal shall be affixed shall be signed by two (2) Council Members.

MINUTES

77. The Secretary or his nominee or any individual appointed by the Council in his place shall take minutes covering resolutions and proceedings of all meetings of the Council.
78. The minutes of such Council meetings shall be considered at the following Council meeting and, if approved, shall be signed by the chairman of the next such Council meeting. The signature of the chairman shall be conclusive evidence of the correctness of the minutes.
79. The Council Members shall cause minutes to be made in books provided for the purpose:
- a. of all appointments of officers made by the Council Members;
 - b. of the names of the Council Members present at each meeting of the Council and of any committee of the Council;
 - c. of all resolutions and proceedings at all meetings of the Association, and of the Council, and of committees of the Council,

and every Council Member present at any meeting of Council or committee of Council shall sign his name in a book to be kept for that purpose.

SECRETARY

80. The Honorary Secretary shall be deemed to be the “company secretary” of Hockey HKC for the purpose of the Ordinance.

ACCOUNTS

- 81.
- a. The Council Members shall keep accounting records as required by the Ordinance, including accounting records with respect to:
 - i. all sums of money received and expended by Hockey HKC and the matters in respect of which the receipt and expenditure takes place;
 - ii. all sales and purchases of goods by Hockey HKC; and;
 - iii. the assets and liabilities of Hockey HKC;

- b. Proper accounting records shall not be deemed to be kept if there are not kept such accounting records as are necessary to give a true and fair view of the state of Hockey HKC's affairs and to explain its transactions.
 - c. The Council Members must prepare annual financial statements for each accounting reference period as required by the Ordinance. The financial statements must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Hong Kong Institute of Certified Public Accountants or its successors and adhere to all of its recommended practices.
82. The accounting records of Hockey HKC shall be kept by the Treasurer at the Office, or subject to the applicable statutory requirements, at such other place or places as the Council thinks fit, and shall always be open to inspection by Council Members. The Treasurer will be given notice of all Hockey HKC financial transactions.
83. The Council Members shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of Hockey HKC or any of them shall be open to the inspection of Members not being Council Members, and no Member (not being a Council Member) shall have any right to inspect any account or book or document of Hockey HKC except as conferred by statute or authorised by the Council Members or by Hockey HKC in general meeting.
84. The Council Members shall from time to time in accordance with the applicable statutory requirements, cause to be prepared and to be laid before Hockey HKC in the general meeting the reporting documents (as defined in section 357(2) of the Ordinance) (“Reporting Documents”) for each accounting reference period as required by the applicable statutory requirements. The Treasurer shall present an audited balance sheet as at 31st March of the current year for consideration of the Council in July each year.
85. A copy of the Reporting Documents which are to be laid before Hockey HKC in a general meeting shall not less than twenty-one days before the date of the meeting be sent to every Member of Hockey HKC and to every other person who is entitled to receive notices of meetings from Hockey HKC under the provisions of the Ordinance or of these Articles; provided that this Article shall not require a copy of these documents to be sent to any person of whose address Hockey HKC is not aware, but any Member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the Office.

AUDITORS

86. Auditors shall be appointed and their duties regulated in accordance with the applicable statutory requirements.

87. Subject to the provisions of the Ordinance, all acts done by any person acting as an auditor of Hockey HKC shall, as regards all persons dealing in good faith with Hockey HKC, be valid, notwithstanding that there was some defect in his appointment or that he was at the time of his appointment not qualified for appointment or subsequently became disqualified.
88. An auditor of Hockey HKC shall be entitled to attend any general meeting and to receive all notices of and other communications relating to any general meeting which any Member is entitled to receive and to be heard at any general meeting on any part of the business of the meeting which concerns him as auditor.

NOTICES

89. Any notice or other document from Hockey HKC to a Member shall be given in writing or by facsimile, email or other means of telecommunication in permanent written form and any such notice or document (as the case may be) may be served or delivered by Hockey HKC on or to any Member as follows:
- a. personally;
 - b. by sending it through the post in a prepaid envelope addressed to such Member at his address appearing in the Register or at any other address supplied by him to Hockey HKC for the giving of notice to him; or
 - c. by transmitting it to any such address or transmitting it to any facsimile or telecommunication or transmission number or email address supplied by him to Hockey HKC for the giving of notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the notice being duly received by the Member.
90. A Member who has no registered address in Hong Kong for the service of notices and other documents on him shall be deemed to have received any notice or document which shall have been displayed at the Office and shall have remained there for 24 hours and such notice or document shall be deemed to have been received by such Member on the day following that on which it shall have been first so displayed.
91. Any notice or other document:
- a. if served or delivered by post, shall be deemed to have been served or delivered at the time when the envelope containing the same is put into the post and in proving such service or delivery it shall be sufficient to prove that the letter containing the notice or document was properly addressed and put into the post and a certificate in writing signed by the Secretary that the envelope containing the notice or other document was so addressed and put into the post shall be conclusive evidence thereof; and

- b. if served or delivered in any other manner contemplated by these Articles, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch or transmission and in proving such service or delivery a certificate in writing signed by the Secretary as to the fact and time of such service, delivery, despatch or transmission shall be conclusive evidence thereof.

WINDING UP

92. The Council shall have power in the name and on behalf of Hockey HKC to present a petition to the Court for Hockey HKC to be wound up.

INDEMNITY

93. Every officer of Hockey HKC (other than a Council Member) shall be indemnified out of assets of Hockey HKC against all costs, charges, losses, expenses and liabilities incurred by him in the proper or reasonable execution and/or discharge of his duties and/or the exercise of his powers and/or otherwise in relation to or in connection with his duties, powers or office including (without prejudice to the generality of the foregoing) any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee or auditor of Hockey HKC and in which judgment is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any ordinance for relief from liability in respect of any such act or omission in which relief is granted to him by the Court.

CONFLICT OF INTEREST

94. If a Council Member is in any way (directly or indirectly) interested in a transaction, arrangement or contract with Hockey HKC that is significant in relation to Hockey HKC's business and the Council Member's interest is material, the Council Member must declare their interest in accordance with section 536 of the Ordinance.