

Draft (17-11-2020)

~~MEMORANDUM~~

~~-AND~~

ARTICLES OF ASSOCIATION

OF

THE HONG KONG HOCKEY ASSOCIATION

Incorporated the 10th day of January 2014

(Revised xxxxxxxxxxx)

~~Mayer Brown JSM~~

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~~Hong Kong~~

~~Ref: NDH~~

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THE COMPANIES ORDINANCE (CHAPTER ~~32~~ 622)

Company Limited by Guarantee
and not having a Share Capital

MEMORANDUM ARTICLES OF ASSOCIATION

OF

THE HONG KONG HOCKEY ASSOCIATION

PART A

- A1. The name of the Company is “THE- HONG KONG HOCKEY ASSOCIATION” (hereinafter called the “HKHA”).
- ~~2.~~ A2 The registered office of the HKHA will be situated in the Hong Kong Special Administrative Region (hereinafter called Hong Kong).
- ~~3.~~ A3 The objects for which the HKHA is established are:
- (1) to acquire and take over all or any part of the assets and liabilities of the present unincorporated body known as the Hong Kong Hockey Association (hereinafter called the “Unincorporated HKHA”) and to be like the Unincorporated HKHA the sole body responsible for the organisation of hockey in Hong Kong;
 - (2) 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;Hoekey Rules Board under the authority of the FIH;
 - (3) 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;
 - (4) to improve the quality of hockey grounds and amenities in Hong Kong;

- (5) to promote the advancement of hockey umpiring in Hong Kong;
- (6) 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;
- (7) to maintain, continue or provide for the affiliation of associations and clubs for promoting or playing hockey and to take over and continue the present register of such associations and clubs as kept by the Unincorporated HKHA;
- (8) to maintain, continue, or provide for registration of hockey players and to take over and continue the present registers of such players as kept by the Unincorporated HKHA;
- (9) to take over and continue with such variations as from time to time may be decided by the HKHA, all the rules, registers, books, accounts and other documents of the Unincorporated HKHA;
- (10) 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;
- (11) generally, to deal with all matters pertaining to the game of hockey in Hong Kong;
- (12) 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 the HKHA as set out in Articles Clauses A3(1) to A3(12) above of ~~this Memorandum these Articles~~ -of Association, the HKHA shall have the powers set out in Articles clauses A3(13) to A3(40) of ~~this these Memorandum Articles~~ of Association provided always that the said powers can be exercised only in the pursuit of the main objects of the HKHA, whether directly or indirectly, and shall not be exercised in a manner which would negate the charitable status of the HKHA under the general law.

- (13) 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;
- (14) 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 the HKHA;

- (15) 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;
- (16) 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;
- (17) 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;
- (18) to print and publish any newsletters, periodicals, books or leaflets on a non-profit making basis;
- (19) to represent, express and to give effect to the majority opinions of the members of the HKHA on hockey matters of all kinds;
- (20) to delegate its control and administration of the game of hockey for the attainment of all or any of the objects of the HKHA;
- (21) to provide recreational opportunities and promote hockey awareness through structured tournaments, competitions, exhibitions and other programmes;
- (22) 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;
- (23) to develop and to provide support in the development of hockey teams to participate in international, regional and local competitions;
- (24) 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;
- (25) to provide and assist in hockey coach development on a non-profit making basis in Hong Kong, alone and with other organisations;
- (26) 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;
- (27) to participate in, arrange and provide for or join in arranging and providing for the holding of meetings, recreational activities and exhibitions in general;

- (28) to receive donations, gifts and bequests and make the same in line with the policies from time to time of the HKHA for the welfare and benefit of players and others as the HKHA deems fit;
- (29) to raise funds for the activities of the HKHA 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;
- (30) to co-operate and enter into arrangements with any authorities, national, local or otherwise;
- (31) to make any charitable donation to other associations or organizations either in cash or assets for the furtherance of the objects of the HKHA provided that such associations or organizations shall have objects similar to the objects of the HKHA 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 HKHA under or by virtue of Article Clause A4 of the Memorandum Articles of Association;
- (32) 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 the HKHA deems appropriate for furtherance of the objects of the HKHA but not otherwise;
- (33) subject to clause Article A4 of this these Memorandum Articles of Association to make all necessary or appropriate arrangements for carrying on the activities of the HKHA and for this purpose to appoint officers and engage and remunerate employees;
- (34) to invest the money of the HKHA not immediately required for its objects in or on such investments, securities or property on reasonable terms and conditions which the HKHA deems appropriate for furtherance of the objects of the HKHA 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;
- (35) 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;
- (36) 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 the HKHA or any part thereof for such consideration as may be thought fit on reasonable terms and conditions which the HKHA deems appropriate for furtherance of the objects of the HKHA but not otherwise;

- (37) 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 the HKHA provided that the recipients shall have objects similar to the objects of the HKHA 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 HKHA under or by virtue of ~~Clause 4 Article A4~~ of the ~~Memorandum- Articles~~ of Association;
- (38) subject to the provisions of ~~clause 4 Article A4~~ 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 the HKHA and the wives, husbands, widows, widowers, families and dependants of any such individuals;
- (39) to deal with all other matters pertaining to the game of hockey in Hong Kong;
- (40) 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:

- (a) in case the HKHA shall take or hold any property which may be subject to any trust or trusts, the HKHA shall only deal with or invest the same in such manner as allowed by law, having regard to such trust or trusts;
- (b) the objects of the HKHA shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers; and
- (c) the powers set forth in the Seventh Schedule of the predecessor Ordinance (as defined in section 2(1) of the Companies Ordinance, Chapter 622 (Cap. 32 of the Laws of Hong Kong) shall not apply to the HKHA.

Provided further that:

- (d) the HKHA 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 the HKHA as set forth in this ~~Article A3~~~~clause 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 ~~this Memorandum— these Articles~~ of Association notwithstanding anything expressed or implied therein to the contrary; but so that nothing herein or in the Articles of Association of the HKHA shall be construed as limiting or restricting the power of the HKHA from making any profits for the purpose of carrying into effect any of its objects set forth in these Articles ~~this Memorandum~~ of Association.

Subject to the provisos immediately preceding this paragraph, it is hereby declared that the objects of the HKHA as specified in ~~this Memorandum these Articles~~ of Association (except only if and so far as otherwise expressly provided therein) shall be separate and distinct objects of the HKHA 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 the HKHA.

- A4. (1) The income and property of the HKHA, whencesoever derived, shall be applied solely towards the promotion of the objects as set forth in ~~this Memorandum these Articles~~ of Association.
- (2) Subject to ~~elause Article A4~~(4) and A4(5) below, no portion of the income and property of the HKHA shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever, to the members of the HKHA.
- (3) No member of the Council of the HKHA shall be appointed to any salaried office of the HKHA, or any office of the HKHA paid by fees and no remuneration or other benefit in money or money's worth (except as provided in ~~elause Article A4~~(5) below) shall be given by the HKHA to any member of the Council .
- (4) Nothing herein shall prevent the payment, in good faith, by the HKHA of reasonable and proper remuneration to any officer or servant of the HKHA, or to any member of the HKHA not being a member of the Council in return for any services actually rendered to the HKHA.
- (5) Nothing herein shall prevent the payment, in good faith, by the HKHA :-
- (a) to any member of its Council of out-of-pocket expenses properly incurred;
 - (b) of interest on money lent by any member of the HKHA 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 the HKHA 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 the HKHA 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.
- (6) No person shall be bound to account for any benefit he may receive in respect of any payment properly paid in accordance with ~~elauses Articles A4~~ (4) and A4(5) above.

A5. The liability of the members of the HKHA is limited.

A6. Every member of the HKHA undertakes to contribute to the assets of the HKHA, 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 the HKHA 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.

A7. If upon the winding up or dissolution of the HKHA 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 the HKHA, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the HKHA 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 HKHA under or by virtue of clause 4 hereof, such institution or institutions to be determined by the members of the HKHA at or before the time of dissolution and in default thereof by a Judge of the High Court of the Hong Kong Special Administration 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 or public object.

A8. No addition, alteration or amendment shall be made to or in ~~this Memorandum of Association or the~~ 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).

A9. The HKHA 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.

~~WE, the several persons whose names and addresses are given below, are desirous of being formed into a Company in pursuance of this Memorandum of Association.~~

~~Names, addresses and descriptions of signatories~~

~~1. Name : The Nav Bharat Club
Address : 3rd Floor, Bel Trade Commercial Building
1-3 Burrows Street
Wanchai
Hong Kong~~

~~Signature :~~

~~(signed) Sarinder Singh Dillon, Director~~

~~Dated the 23rd day of April 2013~~

~~Witness to the above signature :~~

~~Witness' name : (signed) Nicholas David Hunsworth
Witness' address : 18/F, Prince's Building, 10 Chater Road, Central, Hong Kong
Witness' occupation : Solicitor, Hong Kong SAR~~

~~2. Name : The Hong Kong Football Club
Address : 3 Sports Road
Happy Valley
Hong Kong~~

~~Signature :~~

~~(signed) Nicholas David Hunsworth, Vice President~~

~~Dated the 23rd day of April 2013~~

~~Witness to the above signature :~~

~~Witness' name : (signed) John Malcolm Hiekin
Witness' address : 18/F, Prince's Building, 10 Chater Road, Central, Hong Kong
Witness' occupation : Solicitor, Hong Kong SAR~~

~~WE, the several persons whose names and addresses are given below, are desirous of being formed into a Company in pursuance of this Memorandum of Association.~~

~~Names, addresses and descriptions of signatories~~

3. ~~Name~~ : ~~The Kowloon Cricket Club~~
~~Address~~ : ~~10 Cox's Road, Kowloon, Hong Kong~~

~~Signature~~ :

~~(signed) Robin Gill, President~~

~~Dated the 21st day of June 2013~~

~~Witness to the above signature :~~

~~Witness' name~~ : ~~Tsang Pui Wah~~
~~Witness' address~~ : ~~Flat 8, 7/F, Blk F, Sunshine City, Ma On Shan, New Territories~~
~~Witness' occupation~~ : ~~Senior Executive Assistant~~

~~THE COMPANIES ORDINANCE (CHAPTER 32)~~

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

~~ARTICLES OF ASSOCIATION~~

~~OF~~

~~THE HONG KONG HOCKEY ASSOCIATION~~

PART B

DEFINITIONS AND INTERPRETATION

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

"Accounts" means the financial statements (including the statement of comprehensive income) of the HKHA referred to in Article 18(3);

"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;

"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 the HKHA;

"Council Members"	as defined in Article 52 hereof;
"Council Officers"	as defined in Article 5052(1) hereof;
"HKHA"	means this company, the Hong Kong Hockey Association;
"Member"	as defined in Article 8 hereof;
"Member Club"	means a Club which is a Member;
"Office"	means the registered office of the HKHA;
"Ordinance"	means the Companies Ordinance (Chapter 622 Cap. 32 of the Laws of Hong Kong) as amended from time to time; <u>including the related subsidiary legislature;</u>
"President"	means the President of the HKHA from time to time;
"Register"	means the register of members of the HKHA to be kept pursuant to the provisions section 95 of the Ordinance;
"Seal"	means the common seal of the HKHA;
"Secretary"	means the Honorary Secretary of the HKHA from time to time <u>and the person; holding such office shall be deemed to be the 'company secretary' of the HKHA for the purpose of the Ordinance;</u>
"Section"	as defined in Article 15 hereof;
"Treasurer"	means the Honorary Treasurer of the HKHA from time to time;
"Vice President"	means a Vice President of the HKHA from time to time;

2. 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 corporations.

3. 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.

4. 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.

PURPOSE

5. The HKHA is established for the purposes expressed in Part A of its Memorandum the Articles of Association.

MEMBERSHIP

6. The number of Members with which the HKHA proposes to be registered is 70 but the Council may from time to time register an increase or decrease in the number of Members.

7. (1) There shall be two categories of membership being full member and associate member.

(2) Full membership is open to Clubs which enter teams in the Men's and/or Women's league competitions. ~~organised by the Men's Section or the Women's Section.~~ Except as provided in Article ~~3234~~(4), each such Member Club shall be permitted to vote at general meetings of the ~~respective sections and the~~ HKHA. 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.

(3) Associate membership is open to Clubs or schools which enter team in youth and mini-hockey competitions. ~~Except as provided in Article 34(4), such Clubs or schools shall only be permitted to vote at general meetings of the Promotion and Development Section.~~ Associate members have no voting rights at general meetings of the HKHA.

8. The Members of the HKHA are :-

(1) the first Members as admitted pursuant to Article 9; and

(2) 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 the HKHA are the subscribers to the HKHA's Memorandum of Association together with every Club who, at the date of incorporation of the HKHA, 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 may determine, signs and delivers 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 the HKHA:

(1) The annual fee payable by the first Members shall be determined by the HKHA in general meeting.

(2) To remain a Member of the HKHA:

~~(a)~~ a Club shall pay to the HKHA on or before 1st September each year, or any date set by the HKHA, an annual fee which has been approved by the HKHA in general meeting; ~~and~~

~~(b) — a Club that proposes to enter teams in more than one Section of the HKHA shall pay the relevant annual affiliation fee for each Section;~~

and except as provided in Article ~~A32(4)~~34(4) each Club which is a Member shall be permitted to vote at general meetings of the HKHA in accordance with the provisions of these Articles;

(3) Each Club that proposes to enter teams in league competitions, one day tournaments or any other event held under the auspices of the HKHA, shall pay an entrance fee for the respective events as laid down by the HKHA organising Section in its bye-laws from time to time;

(4) The HKHA may from time to time raise fees or charges to meet administrative expenses of the HKHA or to fund the HKHA to participate in / host any international / regional tournaments to promote the game of hockey;

(5) 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 the HKHA for breach of this provision but such expulsion will not however be effective until it has been confirmed by a special resolution of the HKHA in a general meeting;

(6) 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;

(7) All Clubs shall ensure that their Club Officials, players and spectators participating in or at hockey games held under the auspices of the HKHA shall be governed by the :

(a) current Rules of Hockey issued by the FIH Rules Committee~~Hockey Rules Board under the authority of the FIH~~;

(b) Rules and Bye-laws of the HKHA laid down and promulgated from time to time by the HKHA;

~~(e) — Bye laws of the relevant Section(s) of the HKHA;~~

- (8) 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:

- (1) having paid all money due from such Member Club to the HKHA, withdraws its membership on giving one month's notice in writing to the Secretary of its intention to do so; or
- (2) is removed as a Member by special resolution of the HKHA to that effect; or
- (3) is requested by more than 75% in number of the Council to resign membership to become effective at such time as the Council shall specify provided that in such event, a Member shall have a right of appeal to the Members in a general meeting who may either affirm, annul or modify the decision of the Council; or
- (4) 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, 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. 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 the HKHA up to three (3) representatives (an "Authorized Representative") but only one (1) of the Authorized Representatives shall be permitted to vote. The Authorized 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, the HKHA hereby recognizes the following sections ("Sections") that are responsible for the administration of:—~~

~~(1) — the promotion and development of hockey, particularly at the junior level, the Promotion and Development Section;~~

~~(2) — men's hockey, the Men's Section;~~

~~(3) — women's hockey, the Women's Section;~~

~~(4) — veterans' hockey, the Veterans' Section; and~~

~~(5) — 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 THE HKHA

~~1517.~~ Subject to ~~Clause Article A~~8 of the ~~Articles Memorandum~~ 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.

~~1618.~~ No new Article shall be made nor existing Article amended or rescinded except by a special resolution at a general meeting of Members.

~~1719.~~ The Secretary shall send a copy of any amended Articles to each Member as soon as possible after the general meeting.

GENERAL MEETINGS

~~1820.~~ An annual general meeting ("AGM") shall be held not more than eighteen months after the incorporation of the HKHA and subsequently once in every year at such time (within a period of not more than fifteen months after the holding of the last preceding annual general meeting, if any) 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 :

- (1) confirming the minutes of the previous AGM and any other general meetings held in the intervening period;
- (2) considering matters arising therefrom;
- (3) receiving and considering the accounts, balance sheet and the reports of ~~the~~ the Council ~~Members~~ and auditors as at 31st March of the current year;
- (4) electing Council Officers for the ensuing year in accordance with these Articles;
- (5) considering any other business of which due notice has been given in accordance with these Articles;
- (6) appointing auditors; and
- (7) fixing the remuneration of the auditors or determining the manner in which such remuneration is to be fixed.

~~1921.~~ The Council may whenever it thinks fit, convene an EGM, and EGMs shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by section 113 ~~(???)~~ of the Ordinance. Such requisition shall be made to the Secretary.

NOTICE OF GENERAL MEETINGS

~~2022.~~ An AGM and any EGM at which it is proposed to pass a special resolution shall be called by twenty-one days' notice in writing at the least and any other EGM by fourteen 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.

2123. Apart from the Members, the persons entitled to receive notice of general meetings shall include the following:

- (1) Patron;
- (2) Vice-Patrons;
- (3) Life Vice-Patrons;
- (4) Honorary Life Presidents;
- (5) Honorary Life Vice-Presidents;
- (6) Council ~~Members~~ Officers; and
- (7) ~~Section committee members; and~~
- (8) Auditors.

2224. 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.

2325. 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 Article ~~20(1) to 20(4), 20(6) and 20(7).~~ 18(1) to 18(4), 18(6) and 18(7).

2426. 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.

2527. 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.

2628. As regards an AGM of the HKHA, 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~~ 21 not less than 21 days before the AGM.

PROCEEDINGS AT GENERAL MEETINGS

~~2729~~. 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.

~~2830~~. 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.

~~2931~~. 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.

~~3032~~. 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.

~~3133~~. 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.

~~3234~~. The following rules regarding outstanding fees or debts due to ~~either~~ the HKHA ~~or any Section~~ shall apply to all general meetings :

~~(1) 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;~~

~~(2)~~ 1 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 the HKHA and due by 31st May of the current year that have not been paid;~~

(32) 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

(34) 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.

~~3335.~~ 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

~~3436.~~ At any general meeting a resolution (except a resolution relating to election of Council ~~Officers 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:

- (1) the chairman of the meeting;
- (2) not less than 5 Member Clubs having the right to vote at the meeting;
- (3) Member Clubs representing not less than one-tenth of the total voting rights of all the Member Clubs having the right to vote at the meeting.

~~3537.~~ 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.

~~3638.~~ 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.

~~3739.~~ 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.

~~3840.~~ 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 Section that they have entered teams and paid the affiliation fees for the current year. A Member Club which have entered five or more teams in the current or most recent men's and/or women's league shall be entitled to an additional one vote.~~

~~3941.~~ 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.

~~4042.(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.

~~40(b)~~ In the case of an equality of votes relating to 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 casting vote.

~~4143.~~ 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 HKHA and, where relevant, as a special resolution so passed.

~~4244.~~ 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

4345. The affairs of the HKHA shall be managed by the Council who may pay all expenses incurred in forming and registering the HKHA and may exercise all such powers of the HKHA as are not by the Ordinance or by these Articles required to be exercised by the HKHA 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 the HKHA in a general meeting but no regulation so made by the HKHA 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.

4446. The Council shall have power from time to time to make, alter or revoke, rules and bye-laws for the regulation of the HKHA and otherwise for the furtherance of the purposes for which the HKHA is established, provided that such rules and bye-laws are not repugnant to the ~~Memorandum or~~ Articles of Association of the HKHA.

4547. 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 the HKHA at the next annual general meeting and, if it be not so confirmed, shall cease to have effect at the conclusion of that meeting.

4648. 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 the HKHA.

4749. 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.

4850. 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 :

- (1) as to the rights and privileges to be accorded to, and the qualifications, restrictions and conditions to be imposed on Members;
- (2) as to committees established in connection with various branches of the HKHA's activities and as to the appointment, removal, qualification, disqualification, duties, functions, powers and privileges of members of such committees.

4951. Without prejudice to the above Articles ~~44-48 46-50~~, the Council shall have the power to act in any manner not inconsistent with these Articles to do the following :

- (1) affiliating the HKHA with relevant Hong Kong and international governing sports bodies and the appointment of representatives to these bodies;
- (2) deciding the creation of strategy and policy for all matters relating to hockey in Hong Kong;
- (3) 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
- (4) approving, before implementation, ~~Section~~ bye-laws for hockey competitions and tournaments and international or other representatives matches.

COUNCIL MEMBERS

5052. The Council shall consist of not less than ten officers members ("Council Members Officers") all of whom must be a Member or otherwise affiliated to a Member Club as follows:

- (1) President
- (2) Vice President (Competitions)
- (3) Vice President (International)
- (4) Vice President (Technical)
- (5) Vice President (Development)
- (6) Vice President (Promotion & Marketing)
- (7) Vice President (Facilities)
- (8) Vice President (Technology)
- (9) Honorary Secretary
- (10) Honorary Treasurer

- ~~(1) not more than five officers comprising a President, two Vice Presidents, a Secretary and a Treasurer ("Council Officers"); and~~
- ~~(2) five ex officio members comprising the chairmen of the five Sections listed in Article 15 hereof from time to time holding office ("Section Officers").~~

5153. The first Council Members of the HKHA shall be appointed in writing by the subscribers to the Articles Memorandum of Association. All the Council Officers/Members of the HKHA shall vacate office at the first AGM and their elections shall take place as follows:-

- (1) the President, ~~one~~ Vice President (Competitons), Vice President (International), Vice President (Technical) -and the Secretary -shall be elected at the first AGM for a term of two years while ~~one~~ Vice President (Development), Vice President (Promotion & Marketing), Vice President (Facilities), Vice President (Technology) 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;
- ~~(2) the Section Officers shall be elected at the first AGM for a term of one year;~~
- ~~(3 2)~~ Council Officers Members may stand for re-election at AGMs; save that the Council's permission is necessary for such Council Officers 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;
- ~~(4 3)~~ only a person who has been a Council OfficerMember 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;~~
- ~~(5 4)~~ nominations in respect of each of the for the ten (10) Council Members Officers to be elected at an AGM shall be forwarded to the Secretary in writing at least fourteen (14) days before the AGM;
- ~~(6 5)~~ to be valid the aforesaid nominations shall be proposed and seconded by duly authorised officials of Member Clubs and agreed to by the nominees. ~~and late~~ The proposer and seconder must be from different member clubs. Late nominations, or nominations not in the required form, will not be considered. ~~provided that the proposer and the seconder must be from different Member Clubs;~~
- ~~(7 6)~~ if there are insufficient nominations for the Council Officers Members, nominations duly proposed and seconded will be accepted at the AGM from the floor;
- ~~(8 7)~~ where there are more than one nominee for any of the positions listed in Article 51(3) ten (10) nominees for the Council Members, the election will be conducted by paper ballot in which event:
 - (a) 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;

~~(b) — a Member Club shall have one vote for each vacancy in respect of each Section that they have entered teams and paid the affiliation fees for the current year;~~

(e b) 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;

~~5254.~~ The office of a Council Member Officer shall be vacated ipso facto in any of the following events, namely:

- (1) if he shall become prohibited by law from acting as a Council Member Officer or shall cease to be qualified under these Articles to act as a Council Member Officer;
- (2) 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 Officer 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;
- (3) 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;
- (4) 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;
- (5) if, without leave, he is absent from meetings of the Council for six consecutive months and the Council resolves that his office be vacated;
- (6) if he shall be removed from office by ordinary resolution of the Member Clubs.

MEETINGS AND PROCEEDINGS OF THE COUNCIL

~~5355.~~ 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.

5456. The Secretary shall call Council meetings at any Council Officers' Member's direction at least once every two months and shall give all Council Officers' Members not less than seven days' notice for an ordinary meeting and not less ~~then than~~ forty-eight hours for a special meeting. Any Council Officer Member may waive notice of any meeting and any such waiver may be retroactive.

5557. 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.~~

5658. The business to be transacted at Council meetings shall include, but not be limited to:

- (1) receiving of reports from each Council Officer on the up-to-date status of each Section;
- (2) consideration of the up-to-date financial status of the HKHA;
- (3) consideration of appointments and fixing of remuneration for administrative staff of the HKHA;
- (4) creation of, and appointment to, any committee considered necessary to effectively carry out the business of the HKHA;
- (5) consideration and decision upon reports of Council-appointed committees;
- (6) approval of the Annual Report prepared for the HKHA AGM; and
- (7) consideration of any other business necessary to carry out the objects of the HKHA.

5759. The Council may delegate any of its powers or discretions to committees consisting of one or more Council Members Officers 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:

- (1) a committee shall meet and adjourn as it considers proper;
- (2) 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;

- (3) all committees shall obtain the Council's prior written approval for any expenditure, and shall report regularly to the Council.

~~5860.~~ The quorum necessary for the transaction of Council business shall be six Council ~~Members~~ Officers present in person.

~~5961.~~ 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.

~~6062.~~ The Council shall have the power to fill any casual vacancy which may occur among the Council ~~Members~~ Officers, except for the office of President. Any person accepted by the Council to fill a casual vacancy among the Council ~~Members~~ Officers 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.

~~6163.~~ The continuing Council ~~Officers~~ Members may act notwithstanding any vacancies but if and so long as the number of Council ~~Officers~~ Members is reduced below the minimum number fixed by these Articles, the continuing Council ~~Officers~~ Members may act for the purpose of filling such vacancies or of summoning general meetings, but not for any other purpose.

~~6264.~~ ~~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 the HKHA, ~~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 shall chair the meeting.~~

~~6365.~~ A resolution in writing signed (in such manner as to indicate, expressly or impliedly, unconditional approval) by all Council ~~Officers~~ 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 ~~Officers~~ Members.

COUNCIL ~~MEMBERS'~~ OFFICERS' INTERESTS

6466. A Council Member Officer who is in any way, whether directly or indirectly, materially interested in a contract, arrangement or transaction or proposed contract, arrangement or transaction with the HKHA and which is of significance in relation to the HKHA'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.

6567. A general notice to the Council by a Council Member Officer 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 the HKHA 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 the HKHA, 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 the HKHA.

6668. A Council Member Officer 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 64 and 67 65 above.

6769. If any question shall arise at any meeting as to the materiality of a Council Member's Officer'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 Officer 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 Officer concerned is the chairman, to the other Council Members Officers present at that meeting) and his ruling (or, as the case may be, the ruling of the other Council Members Officers) in relation to such Council Member Officer shall be final and conclusive except in a case where the nature or extent of the interests of the Council Member Officer concerned as known to such Council Member Officer has not been fairly disclosed.

6870. The HKHA 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 6664 to 6967.

PATRON, VICE-PATRONS, LIFE VICE-PATRONS, HONORARY LIFE

PRESIDENTS AND HONORARY LIFE VICE-PRESIDENTS

6971. 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.

7072. 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.

7173. In order to show the HKHA'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 the HKHA to an individual deemed worthy of this award.

7274. In order to show the HKHA'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 the HKHA to an individual deemed worthy of this award. Neither an Honorary Life President nor an Honorary Life Vice President is deemed to be a Council ~~Member~~ Officer.

CHEQUES

7375. All cheques, promissory notes, drafts, bills of exchange and other negotiable or transferable instruments and all receipts for moneys paid to the HKHA 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 the HKHA.

THE SEAL

7476. 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~~ Officers.

MINUTES

7577. 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.

7678. 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.

7779. The Council Members Officers shall cause minutes to be made in books provided for the purpose:

- (1) of all appointments of officers made by the Council Members Officers;
- (2) of the names of the Council Members Officers present at each meeting of the Council and of any committee of the Council;
- (3) 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 Officer present at any meeting of Council—or committee of Council shall sign his name in a book to be kept for that purpose.

SECRETARY

7880. The Honorary Secretary shall be deemed to be the “company secretary” Secretary of the HKHA for the purpose ~~of section 154~~ of the Ordinance.

ACCOUNTS

7981. The Council Members Officers shall cause proper books of account to be kept with respect to:

- (1) all sums of money received and expended by the HKHA and the matters in respect of which the receipt and expenditure takes place;
- (2) all sales and purchases of goods by the HKHA; and;
- (3) the assets and liabilities of the HKHA ;

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the HKHA's affairs and to explain its transactions.

8082. The books of accounts of the HKHA shall be kept by the Treasurer at the Office-, or subject to section ~~121(3)~~ 374 of the Ordinance, at such other place or places as the Council thinks fit, and shall always be open to inspection by Council Members Officers. The Treasurer will be given notice of all HKHA financial transactions.

8183. The Council Members Officers 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 the HKHA or any of them shall be open to the inspection of Members

not being Council ~~Members~~ Officers, and no Member (not being a Council ~~Member~~ Officer) shall have any right to inspect any account or book or document of the HKHA except as conferred by statute or authorised by the Council ~~Members~~ Officers or by the HKHA in general meeting.

8284. The Council ~~Members~~ Officers shall from time to time in accordance with the provisions sections 122 and 129D of the Ordinance, cause to be prepared and to be laid before the HKHA in general meeting such income and expenditure accounts, balance sheets and reports as are referred to in those sections. The Treasurer shall present an audited balance sheet as at 31st March of the current year for consideration of the Council in ~~July~~ June each year.

8385. A copy of every balance sheet and income and expenditure account which are to be laid before the HKHA in general meeting (including every document required by law to be attached or annexed thereto), together with a copy of the Council Members' report and a copy of the auditors' report, shall not less than twenty-one days before the date of the meeting be sent to every Member of the HKHA and to every other person who is entitled to receive notices of meetings from the HKHA 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 the HKHA 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

8486. Auditors shall be appointed and their duties regulated in accordance with the provisions sections 131, 132, 133, 140, 140A, 140B and 141 of the Ordinance.

8587. Subject to the provisions of the Ordinance, all acts done by any person acting as an auditor of the HKHA shall, as regards all persons dealing in good faith with the HKHA, 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.

8688. An auditor of the HKHA 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

8789. Any notice or other document from the HKHA 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 the HKHA on or to any Member as follows :

- (1) personally;
- (2) 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 the HKHA for the giving of notice to him; or
- (3) 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 the HKHA 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.

~~8890.~~ 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.

~~8991.~~ Any notice or other document:

- (1) 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
- (2) 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

~~9092.~~ The Council shall have power in the name and on behalf of the HKHA to present a petition to the Court for the HKHA to be wound up.

9193. The provisions of ~~clause 7 of the Memorandum Article A7~~ of the Articles of Association of the HKHA relating to the winding-up or dissolution of the HKHA shall have effect and be observed as if the same were repeated in these Articles.

INDEMNITY

9294. Subject to the applicable provisions of ~~section 165~~ of the Companies Ordinance, every Council Member and other officer of the HKHA shall be indemnified out of assets of the HKHA 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 the HKHA 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.

INTERPRETATION

93. Any questions as to the interpretation of these Articles and any Rule or Bye-law shall be left to the Council whose position on any point shall be final and all matters not especially provided for by these Articles shall be left to the decision of the Council whose ruling shall be conclusive.

Names, addresses and descriptions of signatories

1. Name : ~~The Nav Bharat Club~~
Address : ~~3rd Floor, Bel Trade Commercial Building~~
~~1-3 Burrows Street~~
~~Wanchai~~
~~Hong Kong~~
Signature :

(signed) ~~Sarinder Singh Dillon, Director~~

Dated the 23rd day of April 2013

~~Witness to the above signature :~~

- ~~Witness' name : (signed) Nicholas David Hunsworth~~
~~Witness' address : 18/F, Prince's Building, 10 Chater Road, Central, Hong Kong~~
~~Witness' occupation : Solicitor, Hong Kong SAR~~

2. Name : ~~The Hong Kong Football Club~~
Address : ~~3 Sports Road~~
~~Happy Valley~~
~~Hong Kong~~
Signature :

(signed) ~~Nicholas David Hunsworth, Vice-President~~

Dated the 23rd day of April 2013

~~Witness to the above signature :~~

- ~~Witness' name : (signed) John Malcolm Hickin~~
~~Witness' address : 18/F, Prince's Building, 10 Chater Road, Central, Hong Kong~~
~~Witness' occupation : Solicitor, Hong Kong SAR~~

~~Names, addresses and descriptions of signatories~~

3. ~~Name~~ ÷ ~~The Kowloon Cricket Club~~
~~Address~~ ÷ ~~10 Cox's Road, Kowloon, Hong Kong~~
~~Signature~~ ÷

~~(signed) Robin Gill, President~~

~~Dated the 8th day of November 2013~~

~~Witness to the above signature :~~

~~Witness' name~~ ÷ ~~(signed) Greg Hartigan~~
~~Witness' address~~ ÷ ~~10 Cox's Road~~
~~Witness' occupation~~ ÷ ~~General Manager~~