



編號 698878

No.

公 司 註 冊 處

COMPANIES REGISTRY

公 司 更 改 名 稱 證 明 書
CERTIFICATE OF CHANGE OF NAME

本 人 謹 此 證 明

I hereby certify that

Hong Kong Sports Association for Persons with Intellectual Disability
香港智障人士體育協會

已 獲 發 特 許 證 可 無 須 加 入 「 有 限 公 司 」 一 詞 ， 並 已 藉
having been granted a licence to dispense with the word 'Limited' and having by
特 別 決 議 更 改 其 名 稱 ， 該 公 司 為 有 限 公 司 ，
special resolution changed its name, is a limited company and is now incorporated
其 根 據 香 港 法 例 第 622 章 《 公 司 條 例 》 註 冊 的
under the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)

名 稱 現 為
in the name of

Hong Kong, China Sports Association for Persons with Intellectual Disability
中國香港智障人士體育協會

本 證 明 書 於 二 〇 二 三 年 九 月 十 二 日 發 出 。

Issued on 12 September 2023 .

香港特別行政區公司註冊處處長鄧婉雯

Miss Helen TANG

Registrar of Companies
Hong Kong Special Administrative Region

註 Note :

公司名稱獲公司註冊處註冊，並不表示獲授予該公司名稱或其任何部分的商標權或任何其他知識產權。

Registration of a company name with the Companies Registry does not confer any trade mark rights or any other intellectual property rights in respect of the company name or any part thereof.

THE COMPANIES ORDINANCE (CHAPTER 622)
A Company Limited by Guarantee and not having a Share Capital
ARTICLES OF ASSOCIATION
OF
HONG KONG SPORTS ASSOCIATION FOR PERSONS WITH INTELLECTUAL DISABILITY
(香港智障人士體育協會)

PRELIMINARY

1. The name of the company is “HONG KONG SPORTS ASSOCIATION FOR PERSONS WITH INTELLECTUAL DISABILITY (香港智障人士體育協會)” (“Association”)
2. (a) In these Articles,

Annual General Meeting has its meaning ascribed under Article 20;

Articles these Articles of Association as amended from time to time;

Association means HONG KONG SPORTS ASSOCIATION FOR PERSONS WITH INTELLECTUAL DISABILITY(香港智障人士體育協會), formerly known as HONG KONG SPORTS ASSOCIATION FOR THE MENTALLY HANDICAPPED (香港弱智人士體育協會);

Committee Member means any person for the time being elected as a member of the Executive Committee of the Association and Committee Member shall be deemed to be a “director” of the Association for the purpose of the Ordinance;

Chairperson means the chairperson of the Executive Committee of the Association;

Executive Committee means the Executive Committee as elected pursuant to Articles 45 and 46;

Extraordinary General Meeting means all general meetings other than Annual General Meetings;

Hong Kong means the Hong Kong Special Administrative Region of the

People's Republic of China;

Ordinance means the Companies Ordinance (Chapter 622) , including the related subsidiary legislation;

Seal means the common seal of Association;

Secretary means the Honorary Secretary of the Executive Committee elected from time to time and any person appointed from time to time to perform the duties of the Company Secretary of the Association for the time being for the purpose of the Ordinance.

- (b) In these Articles, except where the context otherwise requires, the singular includes the plural and the plural includes singular and words importing the singular number include the plural and vice versa and words importing masculine gender shall include feminine and neuter gender, references to persons includes bodies corporate and unincorporated and reference to individuals do not include bodies corporate and unincorporated.
- (c) Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.
- (d) Unless otherwise defined or stated, these Articles shall be construed with reference to the provisions of the Ordinance and terms used in these Articles shall be taken as having the same respective meanings as they have when used in the Ordinance.
- (e) The headings contained in these Articles are intended for ease of reference only and shall not affect the construction or interpretation of these Articles.

3. The registered office of the Association will be situated in Hong Kong.

OBJECTS

4. The objects for which the Association is established are:-

- (a) For relief of persons with intellectual disability for the benefit of the Hong Kong community, to facilitate the integration of persons with intellectual disability into the community by developing and furthering their sport talents.
- (b) In furtherance of the objects of the Association but not otherwise, to organize

workshops and seminars facilitating coaches in training athletes with intellectual disability.

- (c) In furtherance of the objects of the Association but not otherwise, to develop, promote and organize various sports and recreational activities on a non-profit making basis for persons with intellectual disability with a view to enhancing their physical and mental development.
- (d) In furtherance of the objects of the Association but not otherwise, to encourage members of the public to participate in the work of the Association.
- (e) In furtherance of the objects of the Association but not otherwise, to promote the concept of sportsmanship to persons with intellectual disability.
- (f) In furtherance of the objects of the Association but not otherwise, to train persons with intellectual disability to take part in local and international competitions.
- (g) In furtherance of the objects of the Association but not otherwise, to integrate persons with intellectual disability with able bodies through sports and recreational activities.
- (h) Subject to the provisions of section 115 of the Ordinance, to purchase, take on lease or in exchange, hire or otherwise acquire any real estate which are necessary or convenient for any of the objects of the Association.
- (i) In furtherance of the objects of the Association but not otherwise, to commence any action or other legal proceedings in any Courts of Justice or before any tribunal in all matters in connection with or in relation to the Association's properties or any part thereof and also to take such lawful ways and means for the recovery or possession of the Association's properties or any part thereof and to apply to the appropriate authorities, Court or tenancy tribunal for an order to exclude the Association's property or any part thereof for the further application of the Landlord and Tenant (Consolidation) Ordinance (Cap. 7) or any enactment in substitution therefor and for such purpose to file such application, petition and/or other documents and to agree to the terms and conditions for the obtaining for such exemption order or for the obtaining of a recommendation for any tribunal for such order.
- (j) To grant, sell, convey, assign, surrender, exchange, partition, yield up, mortgage, demise, reassign, transfer or otherwise dispose of any lands, building, messuages, tenements, mortgages, debentures, funds, shares or

securities which are for the time being vested in or belonging to the Association upon such terms as the Association thinks fit for the objects of the Association.

- (k) For the objects of the Association to accept and receive subscriptions, donations, subsidies and gifts from the governmental bodies, persons, corporations or any other organizations whether local or overseas, either in cash or in kind.
- (l) Subject to Article 11 below, in furtherance of the objects of the Association but not otherwise, to subscribe to become a member of and co-operate with or amalgamate with or assist in the establishment of any other companies, institutions, societies, associations or organizations whether incorporated or not whose objects are similar to those of the Association provided that the Association shall not subscribe to or support with its funds or amalgamate with any companies, institutions, societies, associations or organizations which do not prohibit the distribution of their income and property among their members to an extent at least as great as is imposed on the Association under or by virtue of Articles 5 and 8 hereinafter provided.
- (m) In furtherance of the objects of the Association but not otherwise, to transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the companies, institutions, societies or associations with which this Association is authorized to amalgamate provided that such companies, institutions, societies or associations shall have provisions in their constitutions prohibiting the distribution of their income and property amongst their members to an extent at least as great as is imposed on the Association under or by virtue of Articles 5 and 8 hereof and whose objects are similar to those of the Association.
- (n) To do all such other lawful things as are incidental or conducive to the attainment of any of the above objects, provided that :-
 - (i) In case the Association shall take or hold any property which may be subject to any trusts, the Association will only deal with or invest the same in such manner as allowed by law, having regard to such trusts;
 - (ii) The objects of the Association shall not extend to the regulation of relations between workers and employers or organizations of workers and organizations of employers;
 - (iii) The powers set forth in the Seventh Schedule of the predecessor Ordinance (as defined in section 2(1) of the Ordinance) are hereby

excluded.

5. (a) The income and property of the Association whencesoever derived shall be applied solely towards the promotion of the objects of the Association as set forth herein.
- (b) Subject to Articles 5(d) and 5(e) below, no portion of the income and property of the Association shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever, to the members of the Association.
- (c) No Committee Member or member of the governing body of the Association shall be appointed to any salaried office of the Association, or any office of the Association paid by fees and no remuneration or other benefit in money or money's worth (except as provided in Article 5(e) below) shall be given by the Association to any Committee Member or member of the governing body of the Association.
- (d) Nothing herein shall prevent the payment, in good faith, by the Association of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association not being a Committee Member or the member of the governing body of the Association in return for any services actually rendered to the Association.
- (e) Nothing herein shall prevent the payment, in good faith, by the Association:
 - (i) to any Committee Member or member of its governing body of out-of-pocket expenses;
 - (ii) of interest on money lent by any member of the Association or Committee Member or member of its governing body at a rate per year not exceeding 2.0% above the prime rate prescribed for the time being by The Hongkong and Shanghai Banking Corporation Limited for Hong Kong dollar loans;
 - (iii) of reasonable and proper rent for premises demised or let by any member of the Association or Committee Member or any member of its governing body;
 - (iv) of remuneration or other benefit in money or money's worth to a body corporate in which a member of the Association or Committee Member or member of its governing body 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 a one-hundredth part of its votes.

(f) No person shall be bound to account for any benefit he may receive in respect of any payment properly paid in accordance with Articles 5(d) and 5(e) above.

6. The liability of the members is limited.
7. Every member of the Association undertakes to contribute to the assets of the Association in the event of its being wound up while he is a member, or within one year after he ceased to be a member, for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and 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\$1.00.
8. If upon the winding-up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association and such institution or institutions shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Association under or by virtue of Article 5 hereof and this article, such institution or institutions to be determined by the members of the Association at or before the time of dissolution or in default thereof by a Judge of the High Court of Hong Kong having jurisdiction in regard to charitable fund, and if and so far as effect cannot be given to the aforesaid provision then to some charitable objects.
9. True accounts shall be kept of the sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place and of the property, assets and liabilities of the Association, and subject to any reasonable restrictions as to the time and manner of inspecting the same which may be imposed in accordance with these Articles and any regulations of the Association for the time being in force shall be open to the inspection of the member. The accounts of the Association shall be examined at least once every year; and the correctness of the balance sheet shall be ascertained by one or more authorized auditor or auditors at least once in every year.
10. No addition, alternation or amendment shall be made to or in these Articles for the time being in force, unless such addition, alternation 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 Ordinance.

11. The Association 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.

MEMBERSHIP

12. For the purposes of registration, the number of members of the Association is declared not to exceed 1,000 but the Executive Committee may from time to time register an increase of members.
13. There shall be five types of members, namely, Ordinary Members, Life Members, Honorary Members, Institutional Members and Associate Members.
14. (a) The classes of members and the qualifications, restrictions and conditions applicable to each class shall be as follows :-

- (i) Ordinary Members

Any person aged 21 or above whose aim is to assist, promote or take part in the sports and recreational activities for persons with intellectual disability may upon the payment of a membership fee and then an annual subscription fee, the amounts of which are to be determined by the Executive Committee from time to time and such amounts should be endorsed in the Annual General Meeting, apply to become an Ordinary Member of the Association. An Ordinary Member is entitled to vote at the Annual General Meeting and the Extraordinary General Meeting and is also entitled to be nominated for election as a Committee Member.

- (ii) Life Members

Any ordinary member who pays a membership fee of \$500.00 or at least ten times that of the annual subscription fee of an Ordinary Member, whichever is the higher, may become a Life Member of the Association. A Life Member will enjoy all the rights the same as those of an Ordinary Member.

- (iii) Honorary Members

Appropriate persons who may or may not be an Ordinary Member can be nominated without the payment of any fees as Honorary Members by

the Executive Committee.

(iv) Institutional Members

Any schools, centres, workshops, or organization for persons with intellectual disability may apply to become Institutional Members of the Association. An Institution Member may nominate a number of its members to attend functions of the Association. The number of such nominated participants will be determined from time to time by the Executive Committee. The subscription fee for institution membership may be different from individual membership and is to be determined in general meeting by members.

(v) Associate Members

Any person whose aim is to assist, promote or take part in the sports and recreational activities for persons with intellectual disability may by paying a membership fee apply for admission as an Associate Member. The membership fee for an Associate Member will be determined in a general meeting by members from time to time or as circumstances requires.

- (b) Institutional Members, Associate Members and Honorary Members shall have the same obligations and rights as Ordinary Members except the right to vote and be voted into office.
- (c) Membership fee or annual subscription fee paid to the Association shall not be refunded under any circumstances.
- (d) Subject to the endorsement of the Association in a general meeting, the Executive Committee may, when they think fit, create any class or classes of members and determine the rights, privileges and benefits of any new class of members.

ADMISSION OF MEMBERS

- 15. Every application for membership shall be made by that applicant for membership in such form as the Executive Committee shall from time to time prescribe or approve.
- 16. All applications for membership shall be considered by the Executive Committee at its meeting and if approved by a majority of the Committee Members present, the

applicant shall be selected. The applicant shall be notified of this in writing.

17. The Executive Committee shall have absolute discretion in accepting or refusing anyone for membership and its decision shall be final. In the event of refusal, the Executive Committee shall not be required to give any reasons. The applicant shall be notified of this in writing.

DISQUALIFICATION OF MEMBERS

18. If any member shall be convicted of any criminal offence or shall refuse to comply with the provisions of the Articles or any rules or regulations of the Association or has committed any conduct likely to be injurious to the Association or its reputation, such member shall be liable to expulsion by a resolution of a two-third majority of the Committee Members at the Executive Committee meeting provided that at least 7 days before the meeting at which such resolution is passed the member shall have had notice thereof, and of the intended resolution for his expulsion, and that the member shall before the passing of such resolution have had an opportunity of giving in writing any explanation or defence he may think fit. And, such member shall have the right to appeal against the decision of the Executive Committee for his expulsion to the members of the Association in a general meeting. The decision of the members present in the general meeting shall be a simple majority decision and the member shall before the passing of such resolution have had an opportunity of giving in writing any explanation or defence he may think fit. The decision of the members in the general meeting shall be final.
19. Any member who shall be for any reason expelled under the Articles or cease to be a member shall forfeit all rights in and claims upon the Association and shall have no claim whatsoever on the property of the Association.

GENERAL MEETINGS

20. (a) Subject to sections 611, 612 and 613 of the Ordinance, the Association, must, in respect of each financial year of the Association, hold a general meeting as its annual general meeting in accordance with section 610 of the Ordinance, and not more than 15 months shall elapse between the date of one annual general meeting and that of the next. Provided that so long as the Association holds its first Annual General Meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year.
- (b) The Annual General Meeting shall be held at such time and place as the Executive Committee shall appoint. Members may participate in any Annual General Meeting by means of conference telephone, electronic or other

communications equipment through which all persons participating in the meeting can communicate with each other simultaneously and instantaneously and, for the purpose of counting a quorum, such participation constitute presence at a meeting participating were present in person.

21. The Executive Committee may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on the written requisition signed by at least 50 members or, in default, may be convened by such requisition, as provided by sections 566, 567 and 568 of the Ordinance. If at any time there are not sufficient Committee Members present to form a quorum, any Committee Member or any two members of the Association may convene an Extraordinary General Meeting in the same manner as nearly as possible that in which meetings may be convened by the Executive Committee. Members may participate in any Extraordinary General Meeting by means of conference telephone, electronic or other communications equipment through which all persons participating in the meeting can communicate with each other simultaneously and instantaneously and, for the purpose of counting a quorum, such participation constitute presence at a meeting participating were present in person.

NOTICE OF GENERAL MEETINGS

22. (a) An Annual General Meeting or Extraordinary General Meeting called for the passing of a special resolution must be called by notice of at least 21 days in writing.
- (b) An Extraordinary General Meeting called for the passing of an ordinary resolution shall be called by notice of at least 14 days in writing.
- (c) The notice shall be exclusive of :
- (i) the day on which it is served or deemed to be served; and
 - (ii) the day for which it is given.
- (d) The notice shall :
- (i) specify the place, the day and the time of meeting;
 - (ii) the general nature of that business in case of special business;
 - (iii) for a notice calling an Annual General Meeting, state that the meeting is an Annual General Meeting;

- (iv) If a resolution (whether or not a special resolution) is intended to be moved at the meeting –
 - (1) include notice of the resolution; and
 - (2) include or be accompanied by a statement containing any information or explanation that is reasonably necessary to indicate the purpose of the resolution;
- (v) If a special resolution is intended to be moved at the meeting, specify the intention and include the text of the special resolution; and
- (vi) contain a statement specifying a member’s right to appoint a proxy under section 596(1) of the Ordinance

in a manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Association in a general meeting, to such persons as are, under the Articles entitled to receive such notices from the Association.

- (e) Article 22(d)(iv) does not apply in relation to a resolution of which:
 - (i) notice has been included in the notice of the meeting under section 567(3) or 568(2) of the Ordinance; or
 - (ii) notice has been given under section 615 of the Ordinance.
- (f) Despite the fact that a general meeting is called by shorter notice than that specified in the Articles, be deemed to have been duly called if it is so agreed:
 - (i) in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and
 - (ii) 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% of the total voting rights of all the members entitled to attend and vote at that meeting.
- (g) Any accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

- 23. (a) Notice of a general meeting must be given to:
 - (i) every member; and

- (ii) every Committee Member,

- (b) If notice of a general meeting or any other document relating to the meeting is required to be given to a member, the Association must give a copy of it to its auditor (if more than one auditor, to everyone of them) at the same time as the notice of the other document is given to the member.

- (c) No person other than those referred to in Articles 23(a) and 23(b) above shall be entitled to receive notices of general meetings.

PROCEEDINGS AT GENERAL MEETINGS

- 24. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Executive Committee and auditors, the election of Committee Members in the place of those retiring and the appointment of, and the fixing of the remuneration of the auditors.

- 25. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business and continues to be present until the conclusion of the meeting; save as herein otherwise provided, the quorum shall be fifteen members present in person or by proxy.

- 26. (a) If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon 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 other day and at such other time and place as the Executive Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present in person or by proxy shall be a quorum.

- (b) The chairperson of the general meeting may adjourn a general meeting at which a quorum is present if:
 - (i) the meeting consents to an adjournment; or

 - (ii) it appears to the chairperson of the general meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in

an orderly manner.

- (c) The chairperson of the general meeting must adjourn a general meeting if directed to do so by the meeting.
 - (d) When adjourning a general meeting, the chairperson of the general meeting must specify the date, time and place to which it is adjourned.
 - (e) Only the business left unfinished at the general meeting may be transacted at the adjourned meeting.
 - (f) When a general meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original general meeting.
 - (g) If a general meeting is adjourned for less than 30 days, it is not necessary to give any notice of the adjourned meeting.
27. The Chairperson of the Executive Committee shall preside as chairperson at every general meeting of the Association or if he shall not be present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act or is absent from Hong Kong or has given notice to the Association of his intention not to attend the meeting, the Committee Members present shall elect one of their number to be chairperson of the meeting.
28. If at any meeting no Committee Member is willing to act as chairperson of the meeting or if no Committee Member is present within 15 minutes after the time appointed for holding the meeting, the members present shall elect one of their numbers to be the chairperson of the meeting.
29. (a) At any general meeting, a resolution put to the vote of the meeting shall be decided by a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded:
- (i) by the chairperson of the general meeting;
 - (ii) by a member or members present in person or by proxy and representing at least 5% of the total voting rights of all the members having the right to vote at the meeting; or
 - (iii) by at least 2 members present in person or by proxy
- (b) The instrument appointing a proxy is regarded as conferring authority to

demand or join in demanding a poll on a resolution.

(d) The demand for a poll may be withdrawn.

30. Except as provided in Article 35 if a poll is duly demanded it shall be taken in such manner as the chairperson of the meeting directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

31. In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

32. A poll demanded on the election of a chairperson of the meeting, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairperson of the meeting directs, and any business other than that upon which a poll has been deemed may be proceeded with pending the taking of the poll.

33. On a vote on a resolution on a show of hands at a general meeting, a declaration by the chairperson of the meeting that the resolution-

(a) has or has not been passed; or

(b) has passed by a particular majority,

is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

34. An entry in respect of the declaration in the minutes of the meeting is also conclusive evidence of that fact without the proof.

35. (a) Any objection to the qualification of any person voting at a general meeting may only be raised at the meeting or adjourned meeting at which the vote objected to is tendered, and a vote not disallowed at the meeting is valid.

(b) Any objection must be referred to the chairperson of the meeting whose decision is final.

VOTES OF MEMBERS

36. Only Ordinary Member and Life Member shall have voting rights and shall be entitled to be nominated for election as a Committee Member.

37. On a vote on a resolution, whether on a show of hands at a general meeting or on a poll taken at a general meeting-
- (a) every Ordinary Member and Life Member present in person has 1 vote; and
 - (b) every proxy present who has been duly appointed by an Ordinary Member or Life Member entitled to vote on the resolution has 1 vote.
38. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis or other person in the nature of a committee, receiver or curator bonis appointed by that Court.
39. No member shall be entitled to vote at any general meeting unless all moneys payable by him to the Association in his capacity as member, and which have been outstanding for more than 1 month after they fall due for payment, have been paid at least one month before the date of that general meeting.

PROXY

40. A member of the Association is entitled to appoint another person who shall also be an Ordinary Member or a Life Member of the Association as a proxy to exercise all or any of the Ordinary Member's or Life Member's rights to attend and to speak and vote at a general meeting.
41. (a) A proxy may only validly be appointed by a notice in writing (proxy notice) that-
- (i) states the name and address of the member appointing the proxy;
 - (ii) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - (iii) is authenticated, or is signed on behalf of the member appointing the proxy; and
 - (iv) is delivered to the Association in accordance with these Articles and any instructions contained in the notice of the general meeting in relation to which the proxy is appointed.
- (b) The Association may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

- (c) If the Association requires or allows a proxy notice to be delivered in electronic form, it may require the delivery to be protected by a security arrangement it specifies.
 - (d) A proxy notice may specify how the proxy appointed under it is to vote (or that the proxy is to abstain from voting) on one or more resolutions dealing with any business to be transacted at a general meeting.
 - (e) Unless a proxy notice indicates otherwise, it must be regarded as-
 - (i) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the general meeting; and
 - (ii) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.
42. (a) A proxy notice does not take effect unless it is received by the Association-
- (i) for a general meeting or adjourned general meeting, at least 48 hours before the time appointed for holding the meeting or adjourned meeting; and
 - (ii) for a poll taken more than 48 hours after it was demanded, at least 24 hours before the time appointed for taking the poll.
- (b) An appointment under a proxy notice may be revoked by delivering to the Association a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- (c) A notice revoking the appointment only takes effect if it is received by the Association-
- (i) for a general meeting or adjourned general meeting, at least 48 hours before the time appointed for holding the meeting or adjourned meeting; and
 - (ii) for a poll taken more than 48 hours after it was demanded, at least 24 hours before the time appointed for taking the poll.
43. (a) A proxy's authority in relation to a resolution is to be regarded as revoked if the

member who has appointed the proxy-

- (i) attends in person the general meeting at which the resolution is to be decided; and
 - (ii) exercises, in relation to the resolution, the voting right that the member is entitled to exercise.
- (b) A member who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of the meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Association by or on behalf of the member.
44. (a) A vote given in accordance with the terms of a proxy notice is valid despite-
- (i) the previous death or mental incapacity of the member appointing the proxy; or
 - (ii) the revocation of the appointment of the proxy or of the authority under which the appointment of the proxy is executed.
- (b) Article 44(a) does not apply if notice in writing of the death, mental incapacity or revocation is received by the Association-
- (i) for a general meeting or adjourned general meeting, at least 48 hours before the time appointed for holding the meeting or adjourned meeting; and
 - (ii) for a poll taken more than 48 hours after it was demanded, at least 24 hours before the time appointed for taking the poll.

EXECUTIVE COMMITTEE

45. Until otherwise determined by the Association in a general meeting, the total number of Committee Members from time to time shall not be more than 15 and not less than 7. The posts of the Committee Members are as follows:
- (a) Chairperson;
 - (b) Vice-chairperson(s);
 - (c) Honorary Secretary; and

(d) Honorary Treasurer.

46. Until otherwise determined by the general meeting, the management of affairs of the Association shall be vested in the Executive Committee and without prejudice to the generality of the foregoing, the Executive Committee shall carry out the following functions:

(a) to implement resolution passed by the general meetings;

(b) to prepare the annual budget and annual account;

(c) to make recommendations to the general meeting;

(d) to manage the day-to-day running of the Association including its office and employees; and

(e) to decide the salary and terms of service of the employees of the Association.

47. Committee Members may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Committee Members may participate in any Executive Committee meeting by means of conference telephone, electronic or other communications equipment through which all persons participating in the meeting can communicate with each other simultaneously and instantaneously and, for the purpose of counting a quorum, such participation constitute presence at a meeting participating were present in person.

48. . The Executive Committee meeting shall be chaired by the Chairperson or in his absence, the Vice-chairperson or in the absence of both, the Chairperson has the right to authorize either the Honorary Secretary or the Honorary Treasurer to chair that meeting. If no authorization is made, the Committee Members may elect among themselves a Committee Member to chair that Executive Committee meeting.

49. (a) At an Executive Committee meeting, unless a quorum is participating, no proposal is to be voted on, except on a proposal to call another meeting.

(b) The quorum of the Executive Committee meeting shall be 6 Committee Members.

50. Decision shall be taken by simple majority of those Committee Members present. In the event of an equality of votes the Chairperson or in his absence the Vice-

chairperson or in the absence of both the person who chaired the Executive Committee meeting shall have a second or casting vote.

51. If a Committee Member is in any way (directly or indirectly) interested in a transaction, arrangement or contract with the Association that is significant in relation to the Association's operation and if his interest is material, he must-
 - (a) declare the nature and extent of his interest to other Committee Members in accordance with section 536 of the Ordinance;
 - (b) not vote in respect of the transaction, arrangement or contract in which he is interested or any matter arising thereout, and if he does so vote his vote will not be counted; and
 - (c) not be counted for quorum purposes in respect of the transaction, arrangement or contract.
52. The Honorary Secretary shall keep all minutes and records of the Association.
53. The Honorary Treasurer shall be responsible for:
 - (a) preparing financial reports to the annual general meeting;
 - (b) monitoring incomes and expenditure of the office of the Association;
 - (c) managing the bank account or accounts of the Association; and
 - (d) determining the amount of petty cash though the petty cash shall in no event exceed HK\$5,000.00.
54. The Executive Committee meeting shall be held at least once every three months. However, upon the written request of not less than 6 Committee Members, the Honorary Secretary shall call for a special Executive Committee meeting and notification of such meeting shall be given at least 8 days before such meeting.

DISQUALIFICATION OF COMMITTEE MEMBERS

55. The office of Committee Member shall be vacated if the Committee Member:
 - (a) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (b) becomes of unsound mind; or

- (c) resigns his office by notice in writing to the Association given in accordance with section 464(5) of the Ordinance; or
- (d) shall for more than 6 months have been absent without permission of the Executive Committee from Executive Committee meetings held during that period; or
- (e) ceases to be a member of the Association for any reason; or
- (f) ceases to be director under the Ordinance or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) or is prohibited from being a director by law; or
- (g) is directly or indirectly interested in any contract with the Association and if his interest in the contract is material, fails to declare the nature of his interest in the manner required by sections 536, 537, 538 and 542 of the Ordinance; or
- (h) holds any salaried office of the Association; or
- (i) is removed by an ordinary resolution of the general meeting of the members of the Association in accordance with sections 462 and 463 of the Ordinance.

ROTATION OF COMMITTEE MEMBERS

- 56. The first Committee Members shall be appointed by subscribers of the Memorandum of Association dated 15th November 1999 and shall hold office until the first annual general meeting. Thereafter each and every succeeding term of office of a Committee Member shall be a fixed term of two years. The Chairperson, Vice-chairperson(s), Honorary Secretary and Honorary Treasurer cannot hold the same office for more than 3 consecutive terms.
- 57. (a) The Committee Members except the first Committee Members shall be elected by:-
 - (i) ordinary resolution; or
 - (ii) a decision of the Executive Committee.
- (b) An appointment under Article 57(a)(ii) may only be made to-
 - (i) fill a casual vacancy; or

- (ii) appoint a Committee Member as an addition to the existing Committee Member does not exceed the number fixed in accordance with these Articles.
 - (c) A Committee Member appointed under Article 57(a)(ii) must-
 - (i) retire from office at the next Annual General Meeting following the appointment; or
 - (ii) if the Association has dispensed with the holding of Annual General Meeting or is not required to hold Annual General Meetings, retire from office before the end of 9 months after the end of the Association's accounting reference period by reference to which the financial year in which the Committee Member was appointed is to be determined.
58. All acts done by any meeting of the Executive Committee, or by any person acting as a Committee Member, shall notwithstanding that it be afterwards discovered that there was defect in the appointment of any such Committee Member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Committee Member.

POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE

59. The operations of the Association shall be managed by the Committee Members who may pay all expenses incurred in promoting and registering the Association and may exercise all such powers of the Association as are not, by the Ordinance or by these Articles, required to be exercised by the Association in general meeting, subject nevertheless to the provisions of the Ordinance or these Articles and to such regulations, being not inconsistent with these provisions, as may be prescribed by the Association in general meeting; but no regulation made by the Association in general meeting shall invalidate any prior act of the Executive Committee which would have been valid if that regulation had not been made.
60. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Association, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by the Honorary Treasurer and countersigned by anyone of the Chairperson, Vice-chairperson or the Honorary Secretary.

61. The Executive Committee shall cause minutes to be made in books provided for the purpose:-

- (a) of all appointments of officers by the Executive Committee;
- (b) of the names of the Committee Members present at each meeting of the Executive Committee and of any committee of the Executive Committee;
- (c) of all resolutions and proceedings at all meetings of the Association, and of the Executive Committee, and of committee of Executive Committee,

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

62. In addition to all powers hereby expressly conferred upon them, and without detracting from the general nature of their powers under the Articles, the Executive Committee shall have the following powers for furthering the objects of the Association as stated in Article 4 above but not otherwise namely:-

- (a) to acquire in the name of the Association, build up, pull down, rebuild, add to, alter, repair, improve any land, buildings, or premises for the use of the Association;
- (b) to cause the common seal of the Association to be affixed to any document they may think proper and to provide for the custody of the common seal;
- (c) to delegate all or any of their powers to any sub-committee consisting Committee Members and that such sub-committee shall exercise its power in conformity with the directions and regulations imposed by the Executive Committee from time to time;
- (d) to make and from time to time repeal or alter rules or regulations to the management of the Association and the affair thereof and as to the duties of any officers or servants of the Association and as to the conduct of business by the Executive Committee, or as to any of the matters or things within the powers or under the control of the Executive Committee provided that the same shall not be inconsistent with these Articles and provided further that such rules or regulations may be set aside by the members of the Association in general meeting; and
- (e) generally to do all lawful things necessary or expedient for the due conduct of

the affairs of the Association not herein otherwise provided for.

63. The Executive Committee may exercise all the powers of the Association to borrow money, and/or to mortgage or to create legal charge on its property, or any part thereof for furthering the objects of the Association as stated in Article 4 above but not otherwise.

THE SEAL

64. The Executive Committee shall provide for the safe custody of the seal, which shall only be used by the authority of the Executive Committee or of a committee of the Executive Committee in that behalf, and every instrument to which the seal shall be affixed shall be signed by two Committee Members.

ACCOUNTS

65. The Executive Committee shall cause proper books of account to be kept with respect to:
 - (a) all sums of money received and expended by the Association and the matters in respect of which the receipt an expenditure takes place; and
 - (b) all sales and purchases of goods by the Association; and
 - (c) the assets and liabilities of the Association.
66. 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 Association's affairs and to explain its transactions.
67. The books of account shall be kept at the registered office of the Association, or, subject to section 374(2) of the Ordinance, at such other place or places as the Executive Committee think fit, and shall always be open to the inspection of the Executive Committee.
68. The Executive Committee 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 Association or any of them shall be open to the inspection of members not being a Committee Member. No member (not being a Committee Member) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorized by the Executive Committee or by the Association in general meeting.

69. The Executive Committee shall from time to time in accordance with sections 383, 388, 389, 390, 391, 429 431, 452(3) and 610 of the Ordinance, cause to be prepared and to be laid before the Association in annual general meeting such income and expenditure accounts, balance sheet, group accounts (if any) and reports as are referred to in those sections.
70. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in annual general meeting, together with a copy of the Executive committee's report and a copy of the auditor's report, shall not less than 21 days before the date of the meeting be sent to every member of the Association.
71. Provided that the Articles shall not require a copy of those documents to be sent to any person of whose address the Association is not aware.

AUDIT

72. Auditors shall be appointed and their duties regulated in accordance with sections 393, 394, 395, 396, 397, 398, 399, 400, 402, 404, 405, 407, 408, 411, 412, 413, 416, 417, 418, 419, 420, 421, 422, 424, 426, 427, 428 and 575 of the Ordinance.

INDEMNITY

73. Subject to section 468 of the Ordinance, every member of the Executive Committee, sub-committee, secretary, auditor and officer for the time being of the Association shall be indemnified out of the funds of the Association against all liabilities and obligations owed to a person other than the Association or an associated company of the Association which they, or any of them, may incur in good faith in proper and reasonable performance or purported performance of their duties in relation to the Association other than any liability which attaches to them by law in respect of any negligence, default, breach of duty or breach of trust. Further, they shall be indemnified from the funds of the Association against any liability incurred by them in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application under sections 902, 903 and 904 of the Ordinance in which relief is granted to them by the Court provided that none of the funds of the Association shall be applied in payment of the whole or part of any fine or penalty imposed upon any person by sentence or order of a Court of Justice.