

**ARTICLES OF ASSOCIATION**  
**OF**  
**SOUTH CHINA ATHLETIC ASSOCIATION**  
**(南 華 體 育 會)**

(as amended by special resolutions passed on 11<sup>th</sup> July 1985, 12<sup>th</sup> January 1989, 11<sup>th</sup> April 1991, 12<sup>th</sup> September 1991, 10<sup>th</sup> July 1997, 11<sup>th</sup> April 2002, 11<sup>th</sup> August 2011, ~~and~~ 11<sup>th</sup> August 2016 and [date] )

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*Incorporated the 15<sup>th</sup> day of January, 1954.*

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Certified true copy:

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Director

Ho, Wong & Wong  
Solicitors & Notaries  
Suite 2508, Tower 1,  
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Hong Kong

Stamp Duty

\$20.00

THE COMPANIES ORDINANCE  
(Chapter 622, Laws of Hong Kong)

**Company Limited by Guarantee**

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**ARTICLES OF ASSOCIATION**

OF

**SOUTH CHINA ATHLETIC ASSOCIATION**

(南華體育會)

(as amended by special resolutions passed on 11<sup>th</sup> July 1985, 12<sup>th</sup> January 1989, 11<sup>th</sup> April 1991, 12<sup>th</sup> September 1991, 10<sup>th</sup> July 1997, 11<sup>th</sup> April 2002, 11<sup>th</sup> August, 2011, ~~and~~ 11<sup>th</sup> August 2016 and [date])

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**Part 1**

**Mandatory Articles**

1. The name of the Company is “SOUTH CHINA ATHLETIC ASSOCIATION (南華體育會)” ( hereinafter called “the Association”).
2. The registered office of the Association will be situated in the Special Administrative Region of Hong Kong, People’s Republic of China.
3. The objects for which the Association is established are : -
  - (1) To acquire and undertake the properties and liabilities and to effect and carry into execution the obligations, duties and general objects of the present unincorporated body known as “South China Athletic Association”.
  - (2) To promote in every way the games of association football, lawn tennis, base ball, volley ball, basket ball, badminton, lawn bowls, cricket and other games, aquatic sports and swimming and other athletic sports of every description, both indoor and outdoor, and any other kind of recreation, pastime, amusement, sport or entertainment in Hong Kong or elsewhere, and to take all such steps as shall be deemed necessary or desirable

for preventing infringement of the rules and regulations relating to such games or athletic sports or pastimes, or other improper methods or practices in any such games, sports or pastimes and for protecting the same from abuses.

- (3) To hold and continue the up-keep of ~~the present bathing beach and pavilion at Ah-Kung-Ngam~~, the recreation grounds at Caroline Hill and King's Park, club houses and other grounds and buildings and to provide for additional grounds, club houses and other erections and conveniences in connection therewith.
- (4) To construct a stadium on the Caroline Hill site, and to lay out, prepare and construct on such site such playing fields, grand stands and other stands, buildings and offices and other structures as may be deemed necessary for the purpose of furtherance of the objects of the Association, to raise or borrow any moneys required upon such reasonable terms and conditions and on such securities as may be determined in a reasonable and prudent manner as the Association deems fit and proper, and to maintain, control and manage such stadium upon such reasonable terms and conditions as may be determined in a reasonable and prudent manner as the Association deems fit and proper.
- (5) To provide playing fields and training places, whether for association football, lawn tennis, baseball, volley ball, basketball, badminton, lawn bowls, track and field, swimming, water polo, cricket, boxing or any other kinds of sports and games and to give or cause to be given and provide for instructions in all such kinds of sports and games.
- (6) To carry on the business on a non-profit making basis of a social and athletic club in all its branches and in particular to acquire and lay out and prepare any sea beaches or any lands for swimming and for any kind of athletic sports and for playing thereon the games of association football, lawn tennis, baseball, volley ball, basketball, badminton, lawn bowls, cricket and other games or any other kinds of amusement, recreation, sport or entertainment and to construct pavilions, swimming pools, grand or other stands, skating rinks, booths, sheds, refreshment rooms and other erections, buildings or conveniences, whether of a permanent or temporary nature which may seem directly or indirectly conducive to the Association's objects, and to conduct, hold and promote athletic meets and athletic sports, swimming, association football, lawn tennis, baseball, volley ball, basketball, badminton, lawn bowls, cricket and other matches and competitions, agricultural, dog, flower and other shows and exhibitions, and otherwise utilise the Association's property and rights, and to give and contribute towards prizes, cups and other awards for the purpose of furthering the objects of the Association but not otherwise and that the income or surplus derived from the business shall be applied for the purpose of furtherance of the objects of the Association but not otherwise.
- (7) Subject to Clause 11 of Part 1 of these Articles, to subscribe for, become a member of and co-operate with any other association whether incorporated or not, whose objects are altogether or in part similar to those of this Association and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on this Association under or by virtue of Clause 4 of Part 1 of these Articles.
- (8) To promote the study, practice and knowledge of music and to give or arrange concerts and musical entertainments and subject to Clause 4 of Part 1 of these Articles to employ writers and composers and to purchase copyrights on reasonable terms and conditions

and to give prizes and awards.

- (9) To establish and maintain libraries and also reading and writing rooms and a reference library and to furnish to the same respectively with books, reviews, magazines, newspapers and other publications, including instrumental and vocal music.
- (10) To establish and carry on schools where students may obtain free of charge or on moderate terms a sound and general education and to provide for the delivery and holding of lectures, exhibitions, classes and conferences calculated directly or indirectly to advance the course of culture and education whether general, professional or technical.
- (11) To promote, organize, subsidise and maintain the formation of an ambulance division to practise first aid and life savings in accordance with the provisions laid down by such bodies as the St. John's Ambulance Brigade and Association.
- (12) To promote, organize, subsidise and maintain such companies or troops of boy-scouts and girl-guides.
- (13) To carry on the business on a non-profit making basis of hotel keepers, tavern keepers, licenced victuallers, liquor and refreshment purveyors for the purpose of furthering the objects of the Association but not otherwise and that the income or surplus derived from the business shall be applied for the purpose of furtherance of the objects of the Association but not otherwise.
- (14) To establish maintain and conduct a club for the accommodation of members of the Association and such honorary members, friends of members, visitors and candidates for membership and others as the Executive Committee under their powers in the regulations and bye-laws of the Association shall determine and to provide a club house or club houses and other conveniences and generally to afford to members and such other persons as aforesaid all the usual privileges, advantages, conveniences and accommodations of a club.
- (15) To admit any persons (whether eligible or not eligible for membership) to be associate or honorary members of the Association on such terms and to confer on them such rights and privileges as may seem expedient.
- (16) Subject to Clause 11 of Part 1 of these Articles, to amalgamate, enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint venture, reciprocal concession or otherwise with any person, company or association carrying on or engaged in or about to carry on or engage in any business or transaction which is capable of being conducted so as directly or indirectly to benefit this Association and for the purpose of furtherance of the objects of the Association and to take or otherwise acquire and hold shares or stock in or securities of and to subsidise or otherwise assist any such company or association, and to hold, re-issue, with or without guarantee, or otherwise deal with such shares or securities. Provided that such company or association shall have a provision in its or their constitution prohibiting 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 this Association under or by virtue of Clause 4 of Part 1 of these Articles.

- (17) To purchase or hire or provide and maintain and to sell or otherwise dispose of all kinds of furniture, plate, linen, glass, books, papers, periodicals, stationery, billiard tables, cards, games, tools, implements, machines, utensils and other things required or which may be conveniently used in connection with the playing fields and grounds, club houses, bathing pavilions and other premises of the Association by persons frequenting the same, whether members of the Association or not.
- (18) To buy, prepare, make, supply, sell and deal in all kinds of jerseys, uniforms, boots, balls, clubs, pads, gloves, nets, rackets, shuttlecocks and all apparatus used in connection with the games of association football, lawn tennis, baseball, volley ball, basketball, badminton, lawn bowls, cricket and other games and other athletic sports and pastimes, and all kinds of liquors, provisions and refreshments, food and catering services, required or used by the members of the Association or other persons frequenting the grounds, club houses, bathing pavilions or premises of the Association.
- (19) To construct and fit buildings as hostels for lodging players, visitors and members of the Association with all such buildings and conveniences appertaining thereto as are usual, necessary or expedient in connection or conjunction with lodging and to reconstruct or adapt any existing building for such purposes and to lodge players, visitors, and members therein and to let out or hire or rent any such building, hostels, lodging or any part thereof.
- (20) To purchase, take on lease, or in exchange, or otherwise acquire any lands, buildings, easements, rights or property, movable or immovable, and to sell, demise, mortgage, give in exchange, or dispose of the same, on such reasonable terms and conditions, which may be requisite for the purpose of furtherance of the objects of the Association in a reasonable and prudent manner as the Association may deem fit.
- (21) Subject to Clause 4 of Part 1 of these Articles, to hire and employ secretaries, clerk, managers, coaches, instructors, servants, workmen and other hands for the purposes of the Association and to pay to them in return for services rendered to the Association, salaries, wages, gratuities and pensions.
- (22) To promote and hold, either alone or jointly with any other association, club, or persons, athletic meetings, sport competitions and matches and to offer, give or contribute towards prizes, medals and awards and to promote, give or support dinners, balls, concerts and other entertainments, and to give the whole or part of the profits arising out of any of the events specified in this clause to any charitable, educational, sports or benevolent institution or project having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on this Association under or by virtue of Clause 4 of Part 1 of these Articles.
- (23) Subject to Clause 11 of Part 1 of these Articles, to give subscriptions or donations to the funds of any charitable, cultural, educational, sports or benevolent institution or project, and to establish, promote, or assist in establishing or promoting, and to subscribe to or become a member of any other association or club whose objects are similar, or in part similar to the objects of the Association, or the establishment or promotion of which may be directly or indirectly beneficial to this Association. Provided that no subscription shall be paid to any such other association or club out of the funds of this Association, except

bona fide in furtherance of the objects of this Association, or for any charitable, cultural, educational, sporting or benevolent objects And Provided that such association, club and object shall have a provision in its or their constitution prohibiting 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 this Association under or by virtue of Clause 4 of Part 1 of these Articles.

- (24) To promote, provide for, regulate and manage, in all or any of the required details or arrangements, including any arrangements for the benefit of institutions, organisations, associations or clubs, competitions, contests and matches or athletic meets or sporting events and to do or provide for all or any such matters and things as may be considered necessary or ancillary to the comfort, conduct, conveyance, convenience or benefit of players, members, visitors and of the public, or of any other persons concerned or engaged in such competitions, contests or matches.
- (25) To promote, organize, finance and manage, either alone or jointly with any other associations, clubs, or persons, tours or visits to places outside Hong Kong, of teams or individuals to participate in competitions, contests, matches or exhibitions.
- (26) To promote, organize, invite, finance and manage, either alone or jointly with any other associations, clubs, or persons, the visit to Hong Kong of teams or individuals outside Hong Kong to participate in competitions, contests, matches or exhibitions upon such terms and conditions as may be determined.
- (27) To seek from and make representation to the Government for the tenure of lease of any land, property or building for the use of this Association towards the promotion of its objects and to enter into any arrangements with the Government or with any authority, supreme, municipal, local or otherwise that may be conducive to the Association's objects or any of them, and to obtain from the Government or any such authority any rights, privileges and concessions which the Association may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (28) To accept, take over or otherwise acquire all such cups, shields and other prizes as may be approved by the Executive Committee of the Association, and to provide for the proper custody, insurance, protection, exhibition, awarding, distribution or loan of or other dealing with all or any of such cups, shields or prizes as aforesaid.
- (29) To provide by Rules, Regulations and Bye-laws or otherwise as the Executive Committee of the Association may from time to time decide as to awards to be given to members of the Association for distinguished and meritorious services rendered to the Association and as to the persons entitled thereto.
- (30) To provide by Rules, Regulations, Bye-laws or otherwise for the annual membership drive and to vary the same from time to time as may be considered expedient.
- (31) To co-operate with or assist any associations or clubs in any way which the Association or the Executive Committee shall think proper, and to enter into or adopt any agreement or arrangement with such associations or clubs.
- (32) To act as trustees for any member, association or club, and as such trustees to hold any

property, movable or immovable, upon such trusts and with and subject to such powers and provisions as shall be approved by the Executive Committee.

- (33) To set aside or provide for a Benevolent Fund, and to grant pensions, annuities, compensations or other awards or benefits in money or otherwise, to player, whether members of the Association or not, or other persons disabled or superannuated or otherwise requiring assistance, or to widows or orphans of or other persons dependent wholly or partially on any players, whether members of this Association or not, or other persons who may die or be disabled or be otherwise incapacitated from earning a living, or who may be in the opinion of the Executive Committee, deserving of having such assistance rendered.
- (34) To invest or otherwise deal with the moneys of the Association not immediately required for the purposes of the Association in a proper and prudent manner as may from time to time be determined by the Association for the purpose of furthering the objects of the Association.
- (35) To borrow or raise, and give security for money by mortgage of any of the Association's property, or by mortgage or charge upon all or any part of the property of the Association on such reasonable terms and conditions as the Association may deem fit and proper.
- (36) To administer the funds of the Association and to regulate competitions, matches and exhibitions, and to frame rules for the regulation thereof, and to take all necessary steps to enforce such rules when made.
- (37) To do all such other lawful things as are incidental or conducive to the attainment of the above objects.
- (38) To carry on the business of the Association on a non-profit making basis under the absolute control and direction of the Executive Committee for the time being thereof for the purpose of furthering the objects of the Association but not otherwise and that the income or surplus derived from the business shall be applied for the purpose of furtherance of the objects of the Association but not otherwise.

AND it is hereby declared that the word "Association" in this clause shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Hong Kong or elsewhere, and the intention is that the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph be in no wise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Association.

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 organisations of workers and organisations of employers.
- (iii) The powers set forth in the Seventh Schedule of the predecessor Ordinance (as defined in section 2(1) of the Companies Ordinance, Chapter 622 of the Laws of Hong Kong) are hereby excluded.

4.
  - (1) The income and property of the Association shall be applied solely towards the promotion of the objects of the Association as set forth in Part 1 of these Articles.
  - (2) Subject to sub-paragraph (3), none of the income or property of the Association may be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever to any member of the Association.
  - (3) The requirement under sub-paragraph (2) above does not prevent the payment by the Association:
    - (a) of reasonable and proper remuneration to a member of the Association for any goods or services supplied by him or her to the Association;
    - (b) of reimbursement to a member of the Association for out-of-pocket expenses properly incurred by him or her for the Association;
    - (c) of interest on money lent by a member of the Association to the Association at a reasonable and proper rate which must not exceed 2% per annum above the prime rate prescribed for the time being by The Hongkong and Shanghai Banking Corporation Limited for Hong Kong dollar loans;
    - (d) of rent to a member of the Association for premises let by him or her to the Association: Provided that the amount of the rent and the other terms of the lease must be reasonable and proper; and such member must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion; and
    - (e) of remuneration or other benefit in money or money's worth to a body corporate in which a member of the Association 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.
5. No addition, alteration or amendment shall be made to or in the 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.
6. Clauses 4, 5 and 11 of Part 1 of these Articles contain conditions on which a licence is granted by the Registrar of Companies to the Association in pursuance of Section 21 of the predecessor Ordinance (as defined in section 2(1) of the Companies Ordinance, Cap. 622).
7. The liability of the members is limited.
8. Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up during the time when he is a member, or within one year afterwards, for payment of the debts and liabilities of the Association contracted before the time at which he ceases to be a member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding \$10.00.
9. If upon the winding up or dissolution of the Association there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of



clause 4 of Part 1 of these Articles, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and in default thereof by a Judge of the High Court of the Special Administrative Region of Hong Kong having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

10. True accounts shall be kept of the sums of money received and expended by the Association, and the matter in respect of which such receipt and expenditure takes place, and of the property, credits, and liabilities of the Association, and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being, shall be open to the inspection of the members. Once at least in every year, the accounts of the Association shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified auditor or auditors.
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.

WE, the several persons whose names and addresses are given below, are desirous of being formed into an Association, in pursuance of these Articles.

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Names, Addresses and Descriptions of Signatories

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Sd. R. C. LEE	Embassy Court, Hysan Avenue, Hong Kong, Company Director.
Sd. TSE YU CHUEN	11 Lau Li Street, 1st floor, Hong Kong, Merchant.
Sd. KWOK CHAN	No. 101 Robinson Road, Hong Kong, Banker.
Sd. O. W. LUKE	No. 14 Arbuthnot Rd., 2nd floor, Hong Kong, Merchant.
Sd. RALEIGH S. M. LEUNG	7 Lee Garden Road, 3rd floor, Hong Kong, Merchant.
Sd. F. S. KO	452 The Peak, Hong Kong, Merchant.
Sd. LO YUK TONG	No. 19 Kennedy Road, Hong Kong, Merchant.

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Dated the 30th day of December, 1953.

WITNESS to all the above signatures:

Sd. KENNETH LO,  
*Solicitor,*  
HONG KONG.

THE COMPANIES ORDINANCE  
(Chapter 622, Laws of Hong Kong)

**Company Limited by Guarantee**

**ARTICLES OF ASSOCIATION**

OF  
SOUTH CHINA ATHLETIC ASSOCIATION

( 南 華 體 育 會 )

(as amended by special resolutions passed on 11<sup>th</sup> July 1985, 12<sup>th</sup> January 1989, 11th April 1991, 12<sup>th</sup> September 1991, 10<sup>th</sup> July 1997, 11<sup>th</sup> April 2002, 11<sup>th</sup> August, 2011, ~~and~~ 11<sup>th</sup> August 2016 and [date] )

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**Part 2**  
**Other Articles**

**Interpretation**

1. In these regulations, when any provision of the Ordinance is referred to, the reference is to such provision as modified by any Ordinance for the time being in force. Unless the context otherwise requires, expressions defined in the Ordinance or any Statutory Modifications thereof in force at the date at which these regulations become binding on the Association shall have the meanings so defined.

“the Association” means the association registered as “SOUTH CHINA ATHLETIC ASSOCIATION”.

“the Ordinance” means the Companies Ordinance, Chapter 622, of the Laws of Hong Kong, including the related subsidiary legislation and any statutory modification thereof.

“the Council” means the members of the Council hereby constituted.

“the Chief Executive Officer” means the most senior employee of the Association whether he or she is called the Chief Executive Officer or other title.

“the Executive Committee” means the members of the Executive Committee hereby constituted and a member of the Executive Committee shall be deemed to be a “director” of the Association for the purpose of the Ordinance.

“member” means a member of the Association.

“Membership Fees”: includes admission fees payable upon admission of a member and periodical subscription payable by a member to maintain his membership with the Association and excludes any charge for the use of any particular facility from time to time fixed by the Association.

“Officer” or “office-bearer” means any of the President, Vice-Presidents, Chairman, Vice-Chairmen, Honorary General Secretary, Honorary Secretaries, Honorary Treasurer,

Assistant Honorary Treasurers, Section Managers and Assistant Section Managers.

“predecessor Ordinance” means the predecessor Ordinance as defined in section 2(1) of the Companies Ordinance, Chapter 622 of the Laws of Hong Kong including the related subsidiary legislation.

“the Secretary” means the Honorary General Secretary or Honorary Secretaries of the Association for the time being.

“the Treasurer” means the Honorary Treasurer or Assistant Honorary Treasurers of the Association for the time being.

Any word denoting the masculine gender shall include the feminine gender or *vice versa*.

## **General**

2. The Association for the purposes of registration, is declared to consist of not more than 200,000 members.
3. The Association is established for the objects expressed in Part 1 of these Articles.
4. All people of any race shall be eligible for membership.
5. The first members of the Association shall be:-
  - (a) the signatories to the Memorandum of Association and these Articles:
  - (b) every person who was at the date of the incorporation of the Association a permanent council member or a life member of the unincorporated association known as “South China Athletic Association” referred to in clause 3(1) of Part 1 of these Articles.
  - (c) every person who was at the date of the incorporation of the Association a member of the said unincorporated South China Athletic Association and who shall not within two months from the date of incorporation give notice in writing to the Secretary of the Association that he does not desire to be a member of the Association.
6. The members of the Association shall be divided into permanent honorary president members (永遠名譽會長), permanent honorary director members (永遠名譽總理), permanent honorary council members (永遠會董), life members (永遠會員), ordinary members (普通會員), visiting members (觀光會員), and youth members (青少年會員).
- 7.1 A member of any one of the following classes shall pay the Admission Fee applicable to his class of membership as prescribed pursuant to Article 7.5 upon his admission as a member of that class and no other Membership Fees to maintain his membership of that class:  
Permanent Honorary President Member  
Permanent Honorary Director Member  
Permanent Honorary Council Member  
Life Member
- 7.2 A member of any of the following classes shall pay an Annual Subscription Fee applicable to his class of membership as prescribed pursuant to Article 7.5 upon admission and on the anniversary day of each subsequent year of membership and no other Membership Fees to maintain his membership of that class:  
Ordinary Member  
Youth Member

- 7.3 A Visiting Member shall pay a Monthly Subscription Fee as prescribed pursuant to Article 7.5 upon admission and on the first day of each subsequent month and no other Membership Fees to maintain his membership.
- 7.4 After the passing of the resolution on the 11<sup>th</sup> day of April 2002 the existing Special Members and Associate Members shall become Ordinary Members; and the Life Associate Members shall become Life Members.
- 7.5 The amounts of the Admission Fee, Annual Subscription Fee, and Monthly Subscription Fee mentioned in Articles 7.1 to 7.3 above shall be decided by the Executive Committee provided that any change in the amounts of the Membership Fees shall not take effect until the after the expiry of a 30 days' notice of the change shall have been given to the members and provided further that the Executive Committee shall have not received any requisitions by Members duly made under Article 28 or Sections 566 to 568 of the Ordinance to convene an extraordinary general meeting for the purpose of proposing a resolution to revoke such change in Membership Fees.
- 7.6 The classes of Life Members and Youth Members ~~is-are~~ open for application by people under the age of 18 years old. The other classes of membership are only for application by people over the age of 18 years old.
8. The permanent council members and the life members under Article 5(b) hereof shall be exempted from the payments under Article 7.
9. Every candidate for membership of the Association (other than as aforesaid) shall be introduced by one member of the Association. The application shall be made in writing and shall be in such form in Chinese or otherwise as the Executive Committee may from time to time decide. ~~and~~ The Executive Committee shall have the right of accepting or refusing any application without assigning any reason thereof. The Executive Committee may delegate its right of accepting or refusing membership application to such committee or sub-committee as it may deem fit.
10. Members changing their place of residence shall give due notice to the Secretary and furnish him with an address to which notices and letters may be sent: all notices and letters sent by post or otherwise to such address (in default of notice of change of address) shall be considered as duly received by the member.
11. Should any member, who is obliged to pay a periodical subscription under Article 7.2 or 7.3 fail to pay the same as and when it falls due, he shall ipso facto cease to be a member and shall not be entitled to the use of any facility of the Association, but shall be eligible for re-admission upon payment of the said subscription.
12. No member shall be entitled to the use of any of the facilities of the Association unless and until all moneys presently due and payable by him to the Association have been paid and claims against him by the Association have been settled.
13. The rights and privileges of a member shall be personal to himself; they shall not be transferable by his own act or operation of law and shall cease upon his death or upon his

- ceasing from any cause to be a member under the provisions of these Articles.
14. The Executive Committee shall have the power to invite any person or persons of distinction of any nationality to become honorary members of the Association for the current year without payment of any subscription fee as provided in Article 7 and who shall have all the privileges of members without any of the liability of members but shall have no voice in the management or vote in the election.
  15. If any member violates the Articles of Association or Bye-laws of the Association or if his conduct in or out of the playing fields or grounds, club houses, ~~bathing pavilions~~ and other premises of the Association shall, in the opinion of any ~~three-one~~ three members of the Executive Committee or of any ~~20-5~~ 20 members of the Association (who shall certify the same in writing to the Executive Committee) be injurious to the character or interests of the Association or be derogatory to such member's station in society, a meeting of the Executive Committee shall be ~~specialy summoned~~ convened to consider the case.
  16. If the member complained of shall not, when requested, explain verbally or by letter his conduct to the satisfaction of the Executive Committee, they shall call upon such member to resign, and should he not do so within a week his name shall be erased from the list of members and he shall *ipso facto* cease to be a member of the Association, provided always that the decision calling upon him to resign shall be supported by a resolution passed by at least two-thirds of the Committee present and voting at such meeting.
  17. The Executive Committee shall on the written requisition of the member affected by their decision under the preceding Article convene an extraordinary joint meeting of the Executive Committee and the Council of the Association for the purpose of reviewing their decision provided that the requisition shall be signed by at least twenty other members of the Association within 30 days following the decision of the Executive Committee under Article 16 hereof calling upon such member to resign.
  18. The Executive Committee may, if they consider the case sufficiently grave, ~~without giving him the option of his resigning~~ immediately by written notice to the member suspend him from the use of the playing fields, grounds, club houses, ~~bathing pavilions~~ and other premises of the Association pending the investigation of his conduct by the Executive Committee.
  19. The Executive Committee may, after due consideration of the complaint against a member under Article 15 and his explanation, if any, notice given, instead of calling upon the member to resign, suspend the member whose conduct is in question, from the use of the playing fields, grounds, club houses, ~~bathing pavilions~~ and other premises of the Association and its privileges.
  20. The Executive Committee may in all cases reconsider their own determination upon being requested so to do in writing signed by any 20 members of the Association.
  21. Any member who is adjudicated a bankrupt or who compounds with his creditors under the provisions of any act or ordinance relating to bankruptcy or who shall be imprisoned for a criminal offence, or who, in the opinion of the Executive Committee, shall have left Hong Kong to escape trial, or shall be dismissed from the public service with disgrace, shall, *ipso facto*, cease to be a member of the Association and shall forfeit all rights to the use of, or claim upon, any property in the Association, but it shall be lawful for the Executive

Committee on the written application of such member, after inquiry, to restore his name to the books of the Association.

22. Any member who fails to pay any moneys due from him to the Association at the time prescribed either by these Articles or by the Bye-laws of the Association for the time being in force, shall, *ipso facto*, cease to be a member, but the Executive Committee may in their discretion if good cause shown, reinstate such member.
23. When a member resigns at the request of the Executive Committee, his subscription for the current year shall be returned to him.
24. A member of the Executive Committee shall not act as a member of the Executive Committee at any meeting at which his own conduct is in question, or at any meeting held to investigate any case in which he is the complainant.

### **General Meetings**

25. The first general meeting shall be held at such time not being less than one month or more than three months after the incorporation of the Association, and at such place as the Executive Committee may determine.
26. Subject to section 107 of Schedule 11 to and 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. The annual general meeting shall be held at such time and place as the Executive Committee shall appoint.
27. All general meetings other than the annual general meeting shall be called extraordinary general meetings.
28. The Executive Committee may, if it thinks fit, call a general meeting. If the Executive Committee is required to call a general meeting under section 566 of the Ordinance, it must call it in accordance with section 567 of the Ordinance. But if the Executive Committee does not call a general meeting in accordance with section 567 of the Ordinance, the members who requested the meeting, or any of them representing more than one half of the total voting rights of all of them, may themselves call a general meeting in accordance with section 568 of the Ordinance.

### **Notice of General Meetings**

29. An annual general meeting and any meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at the least, and a meeting of the Association other than an annual general meeting or a meeting for the passing of a special resolution shall be called by 14 days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting, and in case of special business, the general nature of that business, and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Association in general meeting to such persons as are, under the Articles of Association, entitled to receive such notice from the Association.

30. The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any member shall not invalidate the proceedings at any meeting.
31. All business shall be deemed special that is transacted at an extraordinary general meeting and all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheet and the report of the Executive Committee and auditors, the election of the members of the Executive Committee in the place of those retiring in every alternative year and the appointment of and the fixing of the remuneration of the auditors. At every annual general meeting, the Chairman of the Executive Committee and the Honorary Treasurer who assumed office during the term to which such account and balance sheet relate shall be present.

### **Proceedings at General Meetings**

32. 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 and such quorum shall consist of not less than 21 members present.
33. The President and in his absence, one of the Vice-Presidents shall preside as chairman at every general meeting of the Association. If at any meeting the President or Vice-Presidents shall not be present within 15 minutes after the time appointed for holding the meeting, or if they shall have previously notified the Secretary of their intention of not being present, the Chairman of the Executive Committee, or, in his absence one of the Vice-Chairmen of the Executive Committee, shall preside or, if all of them shall not be present, one of the members of the Executive Committee of the Association shall preside, or if no Executive Committee member be present or willing to take the chair, the members present shall choose one of their number to be chairman.
34. The chairman may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the 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. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the manner provided by Article 29 hereof. 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 meeting.
35. 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, 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 shall be a quorum.
36. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded :
  - (a) by the chairman; or



- (b) by at least 2 members present in person or by proxy; or
- (c) by any 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.

Unless a poll is so demanded, a declaration by the chairman that a resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book of the proceedings of the Association, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against that resolution.

- 37. If a poll is duly demanded it shall be taken in such a manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 38. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman 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.
- 39. A poll demanded on the election of a chairman or on a question of an adjournment shall be taken forthwith. A poll demanded on any other questions shall be taken at such time as the chairman of the meeting directs.

### **Votes of Members**

- 40.1 A member who is either a Permanent Honorary President Member, Permanent Honorary Director Member, Permanent Honorary Council Member, Life Member, or Ordinary Member and shall have been a Youth Member or member of any one or more of the aforesaid classes continuously for not less than 5 years on the day when he shall exercise his votes as a member shall be entitled to 1,000 votes on any motion or matter to be voted upon by the members in general meeting or election.
- 40.2 A member who is either a Permanent Honorary President Member, Permanent Honorary Director Member, Permanent Honorary Council Member, Life Member or Ordinary Member who is not qualified under Article 40.1 shall be entitled to one vote on any motion or matter to be voted upon by the members in general meeting or election.
- 40.3 A Youth Member or a Visiting Member regardless of his years of membership standing, shall only be entitled to one vote on any motion or matter to be voted upon by the members in general meeting or election.
- 41. No member shall be entitled to vote at any meetings, whether general meeting or Executive Committee meeting unless all moneys presently payable by the member to the Association have been paid.

### **Election**

- 42. The Executive Committee shall not later than the month of February in every alternative year appoint an Election Committee consisting of such number of members of the Association as the Executive Committee may decide whose duty shall be to carry out all

arrangements for the election of a Members Representative Election Board.

43. An advertisement shall be inserted in a local newspaper stating the date and place where Preliminary Nomination Tickets can be obtained. A Member shall be entitled to nominate not more than 25 candidates, on the Preliminary Nomination Ticket which shall be signed by him and returned to the Association within a period prescribed by the Election Committee.
44. The Election Committee shall then check the Preliminary Nomination Tickets so returned and every candidate receiving 20,000 or more votes shall be considered as having been duly nominated as a qualified candidate. The Election Committee shall then cause Election Tickets containing the names of the qualified candidates to be prepared, and cause another advertisement to be inserted in a local newspaper inviting the Members to apply for the same. A Member shall be entitled to elect not more than 50 candidates from the list of qualified candidates specified in the Election Ticket by making a mark against the names of the candidates whom he proposes to elect on the Election Ticket which shall be signed and sealed by him and returned to the election box of the Association within a period prescribed by the Election Committee.
45. Only those Members each of whom is entitled to 1,000 votes under Article 40. 1 shall be entitled to nominate or be eligible for nomination as a candidate for election to the Members Representative Election Board.
46.
  - (a) At the prescribed time, the Election Committee shall check the election tickets, and those candidates not exceeding 50 in number receiving the most number of votes shall be declared to have been elected to be members of the Members Representative Election Board. In case of the last two or more candidates each obtaining an equality of votes, the one to be elected shall be determined by lot.
  - (b) No member shall be eligible to be elected a member of the Members Representative Election Board unless he has served in the Executive Committee for not less than 6 years in the aggregate and during each year of office he has attended not less than 6 meetings of the Executive Committee, provided where any member has served as the President or as a Vice-President of the Association, he shall be deemed, for the purposes of this Sub-Article, to have served in the Executive Committee for such number of year or years as he has served as the President or as a Vice-President of the Association, as the case may be, and provided further that the aforesaid requirement for attendance at meetings of the Executive Committee shall not apply to any member while serving as the President or as a Vice-President of the Association.
47. Should the ~~serial number and impression of the chop~~membership number and other particulars on the election ticket fail to correspond with those ~~appearing on the counterfoil~~ kept by the Association such election ticket shall be null and void.
48.
  - (a) The Election Committee shall then convene a meeting of the Members Representative Election Board at which the Honorary Council Members, the Council and the Executive Committee shall be elected in the manner as provided by these Articles.
  - (b) Any candidate for any office of the Association shall not be elected without his

consent. A nomination form prescribed by and obtainable from the Association must be signed by one proposer and one seconder, both of whom must be members of the current Members Representative Election Board. The said nomination form shall be enclosed in a sealed envelope, and it shall reach the Election Committee at least seven days before the meeting of the Members Representative Election Board, or by such other date as may be fixed by the Members Representative Election Board for the collection of nomination forms.

- (c) Every nomination form shall contain only the name of one candidate for one office of the Association.
  - (d) The Members Representative Election Board shall meet once every three months, 14 days' notice of such meeting shall be given to the members of the Members Representative Election Board to enable them to nominate candidates pursuant to Article 50.
49. One third of the members of the Members Representative Election Board present shall constitute a quorum. The meetings and proceedings of this Board shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Executive Committee, so far as the same are applicable hereto, and are not superseded by any regulation made by the Executive Committee under this Article.
50. If at the meeting of the Members Representative Election Board, the members of the Council and of the Executive Committee shall not have been wholly elected then those wishing to nominate any one to fill such vacancies shall obtain from the Association a nomination form as provided for in Article 48(b) and 48(c) herein, and submit the same direct to the Chairman of the Members Representative Election Board seven days before any Members Representative Election Board meeting. No one shall be eligible to propose and second any candidate, unless he is a member of the current Members Representative Election Board.
51. The newly elected members of the Council and of the Executive Committee shall assume office on the 1st day of June in each year when the election takes place.

### **The Council**

52. The Council shall consist of not more than 11 members. The President and the two Vice-Presidents of the Association shall *ipso facto* be the President and Vice-Presidents of the Council. The President and two Vice-Presidents together with the other members of the Council shall be elected by the Members Representative Election Board.
53. Every member who has assumed the office of a member of the Executive Committee of the Association ~~for not less than 10 years are~~is eligible to be elected as an ~~ordinary~~ member of the Council.
54. The term of office of a Council member shall be two years from 1<sup>st</sup> June in the year when the election takes place. A retiring member of the Council shall be eligible for re-election but no President or Vice-President of the Association shall be elected to the same post for more than two consecutive terms.

55. The Council shall formulate plans for the promotion of the interests of the Association, and to develop and encourage athletic and healthy recreation and shall lay down principles for the making of rules and regulations.
56. The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Until otherwise determined five members of the Council shall constitute a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the chairman of the Council meeting shall have a second or casting vote. All meetings of the Council shall be convened by the direction of the President, and in his absence, that of one of the Vice-Presidents. The President shall also at the request of the Executive Committee at any time summon a meeting of the Council.
57. At any meeting of the Council, the Chairman and Vice-Chairman of the Executive Committee, the Honorary Treasurer and the Honorary General Secretary shall be entitled to be present. Any member of the Executive Committee desirous of making a report direct to the Council shall submit such report in writing, and, if so directed by the President, he shall attend before the Council to answer any question arising thereon. The Council shall also have power to call upon any member of the Executive Committee to attend the meeting to make reports on any matter or to answer any question arising thereon.
58. The President shall preside at every meeting of the Council. If at any meeting the President is not present within 15 minutes after the time appointed for holding the meeting, one of the Vice-Presidents shall preside and if both Vice-Presidents shall be absent, the members of the Council present may choose one of their number to be Chairman of the meeting.
59. The Council shall not be entitled to issue any orders for the carrying out of any matters or to interfere with the management of the affairs of the Association.

### **The Executive Committee**

60. The Association shall have an Executive Committee of not more than 80 members in addition to the Chairman, 3 Vice-Chairmen, among the Chairman and the Vice-Chairmen, one must be a Lady Member, an Honorary Treasurer, 2 Assistant Honorary Treasurers, an Honorary General Secretary, 2 Honorary Secretaries, one Manager and not more than three Assistant Managers of the following sections. They shall be elected by the members of the Members Representative Election Board.
- |    |                           |               |
|----|---------------------------|---------------|
| 1. | Ambulance Section         | (救 護 部)       |
| 2. | Badminton Section         | (羽 毛 球 部)     |
| 3. | Baseball/Softball Section | (棒 球 / 壘 球 部) |
| 4. | Basket Ball Section       | (籃 球 部)       |
| 5. | Billiard Section          | (桌 球 部)       |
| 6. | Chinese Boxing Section    | (國 術 部)       |
| 7. | Cultural Section          | (智 育 部)       |
| 8. | Educational Section       | (學 務 部)       |

9.	Fencing Section	(劍 擊 部)
10.	Football Section	(足 球 部)
11.	Golf Section	(高 爾 夫 球 部)
12.	Hand Ball Section	(手 球 部)
13.	Judo Section	(柔 道 部)
14.	Karate Section	(空 手 道 部)
15.	Lady Members' Section	(女 子 部)
16.	Members' Section	(會 員 部)
17.	Physical Culture Section	(健 身 部)
18.	Recreational Section	(遊 藝 部)
19.	Scout Section	(童 軍 部)
20.	Swimming Section	(游 泳 部)
21.	Table Tennis Section	(乒 乓 球 部)
22.	Tennis Section	(網 球 部)
23.	Track and Field Section	(田 徑 部)
24.	Volley Ball Section	(排 球 部)
25.	Yoga Section	(瑜 伽 部)

No member of the Association who has not attained the age of 21 years shall be eligible to be elected as a member of the Executive Committee of the Association.

61. No Youth Member, Visiting Member or Ordinary Member of the Association shall be eligible to be elected as a member of the Executive Committee of the Association.
62. Notwithstanding the provisions of Article 60 as to the number of Assistant Managers to each Section, the Executive Committee shall have power to determine the number of Assistant Managers to each section, such determination shall be in accordance with the activities of each Section provided that no Section shall have more than 3 Assistant Managers.
63. The Executive Committee shall have power from time to time to create other Sections to cope with the growing activities of the Association and with the creation of each such Section, a Manager and one or more Assistant Managers shall be appointed to take charge of its activities. The Manager and Assistant Manager or Assistant Managers appointed under this clause shall be deemed to be accretions of the number of the members of the Executive Committee specified under Article 60.
64. The term of office of a member of the Executive Committee shall be two years but he shall be eligible for re-election. Provided no member shall assume the office of Chairman, Vice-Chairman, Honorary Treasurer, Assistant Honorary Treasurer, Honorary General Secretary, Honorary Secretary or Manager or Assistant Manager of the same Section for more than 2 consecutive terms.

## Power and Duties of the Executive Committee

65.1 The business of the Association shall be managed by the Executive Committee who may exercise all such powers of the Association as are not by the Ordinance or by these Articles required to be exercised by the Association in general meeting, subject nevertheless to any regulation of these Articles, to the provisions of the Ordinance and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in general meeting, but no regulation made by the Association in general meeting shall invalidate any prior act of the Executive Committee which would have been valid if that regulation had not been made.

65.2 The general powers given by Article 65.1 shall not be limited or restricted by any special authority or power given to the Executive Committee by this Article 65.2 or any other Article. Without prejudice to the general powers conferred as aforesaid and the other powers conferred by these Articles, it is hereby expressly declared that the Executive Committee shall subject to the proviso herein below appearing have the following powers, that is to say, power:

(a) **Purchase**

To purchase or otherwise acquire for the Association or sell or otherwise dispose of any property, rights or privileges which the Association is authorised to acquire at such price and generally on such terms and conditions as they think fit.

(b) **Land**

To sell, improve, manage, exchange, lease, let, mortgage or turn to account all or any part of the land, property, rights and privileges of the Association.

(c) **Employees**

Subject to Clause 4 of Part A: Mandatory Articles of the Articles of Association, to engage, suspend or dismiss the Chief Executive Officer and other employees of the Association and to fix and vary their scope of authority, salaries or emoluments.

(d) **Agents**

From time to time to provide for the management of the affairs of the Association in such manner as they think fit, and in particular, to appoint any person to be the attorneys or agents of the Association with such powers (including power to sub-delegate) and upon such terms as they think fit.

(e) **Remuneration**

Subject to Clause 4 of Part A: Mandatory Articles of the Articles of Association, to remunerate any officer or other person employed by the Association and to pay a gratuity or pension or allowance on retirement to any person who has held any other salaried office with the Association or to his widow or dependents and make contributions to any fund and pay premiums for the purchase or provision of any such gratuity, pension or allowance.

(f) **Bank accounts**

To open, operate and maintain bank accounts of the Association with or without interest and upon such terms and conditions as the Executive Committee shall deem fit subject to Article 68.

(g) **Receipts**

To make and give receipts, releases and other discharges for moneys payable to the Association and for claims and demands of the Association in such manner as the Executive Committee shall deem fit.

(h) **Investment**

To invest, lend or otherwise deal with any of the moneys or property of the Association in such reasonable and prudent manner as they think fit having regard to the Association's Articles of Association and from time to time to vary or realize any such investment.

**(i) Borrowing**

To borrow money on behalf of the Association and to pledge, mortgage, charge or hypothecate any of the property of the Association.

**(j) Negotiations**

To enter into all such negotiations and contracts and rescind and vary. all such contracts and execute and do all such acts, deeds and things in the name and on behalf of the Association as they may consider expedient for, or in relation to, any of matters aforesaid, or otherwise for the purposes of the Association.

**(k) Legal proceedings**

To institute, conduct, defend, compromise or abandon any legal proceedings by or against the Association or its officers, or otherwise concerning the affairs of the Association and also to compound and allow time for payment or satisfaction of any debts due and or any claims or demands by or against the Association.

**(l) Arbitration**

To refer any claims or demands by or against the Association to arbitration and observe and perform the awards.

**(m) Petition**

To petition the Government or any court tribunal authority or other body in the name of the Association.

**(n) Incidental matters**

To enter into such contracts, and do all such lawful acts and things as they may think expedient for the purposes of the Association.

66. The Chairman shall act as the representative of the Association in all its external and internal matters and shall carry into effect all matters provided herein and all resolutions duly passed by the Association or its Committees.

67. The Vice-Chairmen shall assist the Chairman in the dispatch of all matters and affairs of the Association and shall in the absence of the Chairman act on his behalf.

68.1 The Honorary Treasurer shall receive all subscriptions, and all other moneys coming to the Association and the receipt of the Honorary Treasurer or the Assistant Honorary Treasurer shall be the only sufficient discharge and the Honorary Treasurer or the Assistant Honorary Treasurer shall pay into a bank or banks to be named by the Executive Committee all moneys received by him. ~~All cheques shall be signed by the Chairman or Vice-Chairman and the Honorary Treasurer or Assistant Honorary Treasurer.~~

68.2 The bank accounts of the Association shall be operated by:

(a) the joint signatures of the Chairman or Vice-Chairman plus the Honorary Treasurer or any Assistant Honorary Treasurer without limit as to the amount; and/or

(b) the joint signatures of any one of the above-mentioned office-bearers plus the Chief Executive Officer subject to a limit as to the amount to be decided by a two-third majority resolution of the Executive Committee.

69. The Honorary General Secretary assisted by the two Honorary Secretaries shall under the direction of the Chairman conduct all correspondence and act as the representative of the Association in matters with other clubs, associations, organisations or bodies and he shall also carry into effect the resolutions of the Executive Committee. The Honorary General Secretary shall be deemed to be the Secretary of the Association for the purpose of section 474 of the Ordinance.
70. The Manager of each Section shall conduct and manage all affairs appertaining to his Section and shall within such specified time as the Executive Committee may direct in each year appoint any members of the Association to be members of Sectional Committee to assist him in the conduct of the affairs of his Section, provided that the names of the persons so appointed shall be submitted to the Executive Committee for approval. Provided further if members of the Executive Committee are appointed to this Sectional Committee, the number so appointed shall not exceed one half of the members of the Sectional Committee.
71. The Assistant Managers shall assist the Manager in the dispatch of all matters and affairs of the Section and shall in the absence of the Manager act on his behalf.
72. The Executive Committee shall appoint an Emergency Committee consisting of such members as they think fit to deal with all matters which require immediate attention. Such Committee shall submit its decision to the Executive Committee for confirmation at their next meeting.
73. The Executive Committee shall have power at any time and from time to time appoint such Special Committee or Special Committees as they deem fit to deal with special matters and may determine the powers, functions and duties of any such Special Committee.
74. Any matter concerning a Section of which no decision can be arrived at or any disputes between or matters involving Sections shall be submitted to the Executive Committee or Emergency Committee for their decision.
75. The Executive Committee shall have power in the name of the Association to hold any functions for the entertainment of any person or persons irrespective of whether such person or persons are visitors to Hong Kong or permanent residents in Hong Kong and shall have the right to reserve at any time during the day or at night, and either the whole or any portion of the playing fields or grounds, club houses, ~~bathing pavilions~~ and other premises of the Association for the purpose of such entertainment. All members shall be entitled to participate but they shall pay the amount fixed by the Executive Committee as admission fee.
76. The Executive Committee may subject to these Articles from time to time make, add to, alter and repeal bye-laws for the regulations of the Association, its Sections, its officers and servants or the members and visitors thereof or any Section thereof and as to the use and enjoyment of the playing fields or grounds, Club houses, ~~bathing pavilions~~ or other premises of the Association or any part thereof. Any such alteration, addition or repeal thereof shall be binding provided the sanction of two thirds of the Executive Committee has been obtained thereto. They shall be posted in the principal club house or registered office of the Association for one week and shall be entered in a book to be kept for the



purpose and such book shall be open to the inspection of all members and visitors.

77. The Executive Committee shall appoint a Chief Executive Officer to assist the Executive Committee to manage the affairs of the Association including the operations of the Council, the Executive Committee, all Sections, Boards, other committees, sub-committees, departments and units, with such powers and duties on such terms and conditions as from time to time determined by the Executive Committee. In discharging his powers and duties, the Chief Executive Officer shall be supported by a department called the Head Office with such staff and other resources as the Executive Committee may from time to time appoint and assign on such terms and conditions as the Executive Committee may deem fit.~~establish a Department for general purposes and shall appoint or dismiss such clerks and servants as may be necessary to carry out the affairs of the Department and fix the amount of their remuneration. This Department shall under the instruction of the Chairman do and perform all such duties as shall be required and shall also assist the Managers of the various Sections in the management of matters and affairs thereof.~~
78. The Executive Committee shall have power at any time to invite any qualified persons to be honorary advisors and shall have power to invite them to participate in any of the meetings of the Executive Committee but without the power of voting.
79. The Executive Committee shall cause minutes to be made in books provided for that purpose:-
- (a) Of all appointments of Sub-Committees made by the Executive Committee;
  - (b) Of the names of the members present at each meeting of the Executive Committee, the Council and of any Sub-Committees or Sectional Committees;
  - (c) Of all resolutions and proceedings at all meetings of the Association, and of the Executive Committee, the Council, Sub-Committees or Sectional Committees and every committee member or council member at any meeting of the Committee or Council shall sign his name in a book to be kept for that purpose.

### **Proceedings of the Executive Committee**

80. The Executive Committee may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Unless otherwise determined the Executive Committee shall meet once a month and 5 days' previous notice of the meeting together with agenda shall be given. Questions arising at any meeting shall be decided by the majority of hands. In case of an equality of votes, the Chairman shall have a second or casting vote. Anything of important and emergent nature not specified in the agenda shall not be discussed unless decided by 3 quarters majority of the meeting. The Chairman may at any time convene an extraordinary meeting of the Executive Committee by giving three days' written notice and an extraordinary meeting shall also be convened on the requisition of 15 members of the Executive Committee.
81. A resolution in writing, circulated to all the Members of the Executive Committee for the time being entitled to receive notice of a Meeting of the Executive Committee and signed by a simple majority of them, shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee duly convened and held.~~The quorum necessary for the transaction of the business of the Executive Committee shall be 11 members.~~

82. The Chairman shall preside at every meeting of the Executive Committee. In the absence of the Chairman, one of the Vice-Chairmen shall preside. If none of them be present within 15 minutes from the time appointed for the meeting, the members present shall choose one of their number to be Chairman at such meeting.
83. The quorum necessary for the transaction of the business of the Executive Committee shall be 11 members. A meeting of the Executive Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the regulations of the Association for the time being vested in or exercisable by the Executive Committee generally.
84. If at any meeting of the Executive Committee a quorum is not present within half an hour from the time appointed, another meeting shall be convened on the same day in the next week at the same time and place, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
85. All acts done by any meeting of the Executive Committee, or Council, or by a Sub-Committee appointed by the Executive Committee or by a Sectional Committee, shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such members of the Executive Committee or persons acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Executive Committee, Council or Sectional Committee.
86. Resolutions and decisions of the Executive Committee shall be binding unless and until they are rescinded or varied by the vote of two-thirds majority of Executive Committee members present and voting in a subsequent Executive Committee meeting, with the proposed rescission or variation expressly placed on the agenda.

### **Disqualification of Members of the Council and Executive Committee**

87. The office of a member of the Council or of the Executive Committee shall be vacated if such member: -
- (a) Without the consent of the Association in general meeting holds any office of profit under the Association; or
  - (b) Becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - (c) Becomes prohibited from being a director, member of the Council or of the Executive Committee by reason of any disqualification order made under Part IVA of the Companies (Winding Up and Miscellaneous Provisions) Ordinance, Chapter 32 of the Laws of Hong Kong; or
  - (d) Is found lunatic or becomes of unsound mind; or
  - (e) Resigns his office by notice in writing to the Association given in accordance with Section 157D(3)(a) of the predecessor Ordinance or Section 464(5) of the Ordinance; or
  - (f) Is directly or indirectly interested in any transaction, arrangement or contract with the Association and fails to declare the nature of his interest in manner required by Section 162 of the predecessor Ordinance or Section 536 of the Ordinance ; or

- (g) Is convicted of a criminal offence by a Court of Justice which in the opinion of the Executive Committee makes him unfit to be a member of the Council or Executive Committee.
88. A member of the Executive Committee or Council shall not vote in respect of any transaction, arrangement or contract in which he is interested or any matter arising thereout, and if he does so vote, his vote shall not be counted. A reference in this article and Article 87 to a transaction, arrangement or contract includes a proposed transaction, arrangement or contract.
89. No person shall be incapable of being appointed a member of the Executive Committee or the Council by reason of his having attained the age of seventy years or any other age, nor shall any member of the Executive Committee or of the Council vacate his office by reason of his attaining the age of seventy years or any other age.
90. Any casual vacancies occurring in the Executive Committee shall be filled up by the Executive Committee, but the person so chosen shall be subject to retirement at the same time as if he had become a member of Executive Committee on the day at which that member in whose place he appointed was last elected a member.
91. The Association may by an ordinary resolution remove the Chairman of the Executive Committee or the President of the Council or any member of the Executive Committee or Council before the expiration of his period of office and may by an ordinary resolution appoint another person in his stead.

### **The Seal**

92. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Executive Committee and in the presence of any three of the following, namely, the Chairman, the Vice-Chairman, the Honorary Treasurer, and the Honorary General Secretary or alternatively such other persons as the Executive Committee may appoint and they shall sign every instrument to which the seal of the Association is so affixed in their presence.

### **Accounts**

93. 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 and expenditure takes place;
  - (b) all sales and purchases of goods by the Association; and
  - (c) the assets and liabilities of the Association.
- 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.
94. The books of account shall be kept at the registered office of the Association, or subject to the applicable statutory requirements at such other place or places as the Executive Committee may decide, and shall be open to the inspection of the Executive Committee and the Council.

95. 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 members of the Council or the Executive Committee and no member (not being members of the Council or the Executive Committee) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Executive Committee or by the Association in general meeting.
96. The Executive Committee shall from time to time in accordance with the applicable statutory requirements, cause to be prepared and laid before the Association in general meeting such an income and expenditure account as are required by the statutes.
97. A copy of the balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in general meeting a report by the Executive Committee together with a copy of the Auditor's report shall first be considered and approved by the Executive Committee and shall not less than twenty-one days before the date of the general meeting be made known or given to all persons entitled to receive notices of general meetings of the Association.

### **Audit**

98. Auditors shall be appointed and their duties regulated in accordance with the applicable statutory requirements.
99. The Association may at every Annual General Meeting appoint an Honorary Auditor if so required from amongst the members of the Association subject to the applicable statutory requirements.

### **Notice**

100. Unless otherwise required by the provisions of the Ordinance, all books and documents kept by the Association and all notices given by the Association may be either in the English language or in the Chinese language.
101. Notices of all resolutions to be proposed at the annual general meeting shall be posted in the principal club house or registered office of the Association for at least 21 clear days prior to the date for which such meeting is called, and members having resolutions to bring forward must give notice in writing to the Secretary of their intention to do so and of the matters to be proposed. It shall, however, be competent for any member to bring forward, without notice, any resolution on any subject connected with the Association, provided that such resolution be in the form of a recommendation to the Executive Committee.
102. (a) Subject to these Articles, anything sent or supplied by or to the Association under these Articles may be sent or supplied in any way in which Part 18 of the Ordinance provides for documents or information to be sent or supplied by or to the Association for the purposes of the Ordinance.  
(b) A notice may be given by the Association to any member either by advertisement in the local press or personally, or by sending it by post to him to his registered address in

Hong Kong or to his facsimile number or to his electronic mail address or by sending text message to his mobile phone or other electronic device or making it available on the website or social media page of the Association. A notice in the press is deemed to have been served on the day of publication. A notice sent by post is deemed to have been served on the second day after posting. A notice sent by facsimile or electronic mail or text message is deemed to have been served upon the dispatch to the proper facsimile number or electronic mail address or mobile phone number. A notice being made available on the website or social media page of the Association is deemed to have been served upon the notice being made available on the website or social media page of the Association.

103. A member who has not supplied to the Association an address within Hong Kong or any facsimile number or electronic mail or mobile phone number for giving notice to him, shall be deemed to have received any notice which shall have been displayed at the principal club house or registered office of the Association and shall remain there for not less than 24 hours, and such notice shall be deemed to have been received by such member at the expiration of 24 hours from the time when it shall have been so first displayed.’
104. Notice of every Annual General Meeting with the financial statements as well as the Reports of the Executive Committee and the Auditors shall be exhibited at the principal club house or registered office of the Association, and such notice shall be given in the same manner hereinbefore authorised to every member.’
105. Every member of the Council, Officer, Section Manager, Assistant Section Manager, agent or servant (other than a member of the Executive Committee) for the time being of the Association shall be indemnified out of the funds and assets of the Association against all liabilities and obligations which they or any of them, may incur in good faith in the 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 and assets 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 section 358 of the predecessor Ordinance or section 903 or 904 of the Ordinance in which relief is granted to them by the Court. Provided that none of the funds or assets 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.
106. For the first election after the passage of the special resolution changing the term of office from one year to two years for Presidents, Vice-Presidents, Chairman, Vice-Chairmen, Honorary General Secretaries, Honorary Secretaries, Honorary Treasurers, Assistant Honorary Treasurers, Managers and Assistant Managers, an incumbent office-bearer shall be entitled to be re-elected to his current post notwithstanding any provision in these Articles prohibiting an office-bearer to be elected to his current post for two consecutive terms.

#### **Virtual Meetings at Different Places**

107.(1) The Executive Committee members may participate in an Executive Committee meeting, or part thereof, when

- (a) the meeting has been called and takes place in accordance with the Articles; and
  - (b) they can each communicate to the others whether in person or by video or by voice or other tele-communication means, any information or opinions they have on any particular item of the business of the meeting.
  - (2) In determining whether the Executive Committee members are participating in an Executive Committee meeting, it is irrelevant where the Executive Committee members are and how they communicate with each other.
  - (3) If all the Executive Committee members participating in an Executive Committee meeting are not at the same place, they may regard the meeting as taking place where the chairman of the meeting is located or where the chairman otherwise decides.
108. The rules allowing virtual meetings at different places in Article 107 shall, subject to appropriate changes, apply to general meetings of the members, meetings of the Council, Sections, Boards, other committees, sub-committees, departments and units of the Association.