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Company Limited by Guarantee and not having a Share Capital

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**ARTICLE OF ASSOCIATION**  
OF  
**HONG KONG ICE HOCKEY ASSOCIATION LIMITED**  
(香港冰球協會有限公司)

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**General**

“1. In these Articles, unless there is something in the subject or context inconsistent therewith:-

“The Association” means the company registered as “Hong Kong Ice Hockey Association Limited 香港冰球協會有限公司”.

“The Ordinance” means the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) and every other Ordinance incorporated therewith, or any Ordinance or Ordinances substituted therefore, and in case of any such substitution, the references in these presents to the provisions of the Ordinance shall be read as references to the provisions substituted therefore in the new Ordinance or Ordinances.

“Member” or “members” means a member or members of the Association.

“The Executive Committee” means the Executive Committee of the Association for the time being.

“The Executive Committee Member” means a member of the Executive Committee.

“The Honorary Secretary” means the Honorary Secretary of the Association for the time being.

“The Honorary Treasurer” means the Honorary Treasurer of the Association for the time being.

“The Annual General Meeting” means the Yearly General Meeting of the members of the Association.

“Extraordinary General Meeting” means a General Meeting of the members of the Association specially summoned under these Articles.

“The Seal” means the Common Seal of the Association.

“The Office” means the office for the time being of the Association.

“Months” means a calendar month.

“In Writing” means written or typewritten or printed or partly written or partly typewritten or partly printed.

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

“Honorary Member” means the Honorary Member of the Association for the time being.

“Committee Member” means the Committee Members of the Executive Committee.”

“General Meeting” means a general Meeting of the Association whether Annual or Extraordinary.

Words importing the singular number only shall include the plural and vice versa shall also apply.

Words importing the masculine gender only shall include the feminine gender.

Subject as aforesaid, any words or expressions defined in the Ordinance or any statutory modification thereof in force at the date on which these Articles become binding on the Association shall, if not inconsistent with the subject or context, bear the same meanings in these Articles.”

### **Membership**

2. The membership of the Association shall be unlimited number of members.
3. Unless otherwise approved by the Executive Committee, every application for membership shall be made in writing signed by the applicant in such form as the Executive Committee shall from time to time prescribe or approve, and the Executive Committee shall have an absolute discretion to accept or reject any application without assigning any reason therefore.
4. The Executive Committee may admit an applicant for the following membership:

(a) Ordinary Members

Subject to Article 4(c) below,

- (i) who is over 18 years of age at the time of application for membership and holds a valid Hong Kong identity card and is a permanent resident of the Hong Kong Special Administrative Region and who has lived in Hong Kong for at least seven (7) years or whose membership would in the opinion of the Executive Committee further the interest and objects of the Association; and
- (ii) who pays to the Association the appropriate entrance fee and annual fee within the time stipulated in the Notice of Acceptance to Membership given by the Executive Committee to the applicant; and
- (iii) who shall have the right to attend and vote at the General Meeting and be eligible for election to the Executive Committee.

(b) Junior Members

Subject to Article 4(c) below,

- (i) who is under 18 years of age at the time of application for membership and holds a valid Hong Kong identity card and is a permanent resident of the Hong Kong Special Administrative Region and who has lived in Hong Kong for at least seven (7) years; or whose membership would in the opinion of the Executive Committee further the interest and objects of the Association; and
- (ii) who pays to the Association the appropriate entrance fee and annual fee within the time stipulated in the Notice of Acceptance to Membership given by the Executive Committee to the applicant; and
- (iii) who shall have the right to attend and vote at the General Meeting but not be eligible to be elected to the Executive Committee if such junior membership be approved and granted by the Association on or before 27<sup>th</sup> November 2009 and all such junior membership be approved and granted by the Association after 27<sup>th</sup> November 2009 shall only have the right to attend but shall not have the right to vote at the General Meeting and shall not be eligible to be elected to the Executive Committee.

(c) Affiliate Members

- (i) All newly approved member application will firstly be granted the Affiliate Membership. After consecutive 4 years of Affiliate Membership, they can apply for Ordinary Members or Junior Members subject to final written approval by the Executive Committee, (except registered referees, coaches or national team members of whom they can apply for Ordinary Members or Junior Members after consecutive 3 years of Affiliate Membership) or who has not lived in Hong Kong for at least seven (7) years or who is accepted by the Executive Committee in its opinion that such membership would further the interests and objects of the Association; and
- (ii) who pays to the Association the appropriate entrance fee and annual fee within the time stipulated in the Notice of Acceptance to Membership given by the Executive Committee to the applicant; and
- (iii) who shall have the right to attend but shall not have the right to vote at the General Meeting and shall not be eligible to be elected to the Executive Committee.

(ca) Registered Club Members

- (i) which have a valid business registration certificate or certificate of registration of a society in the HKSAR from time to time being the registered club member of the Association;
- (ii) which have the objects of promotion of ice hockey or similar nature sports in the HKSAR in its Memorandum and Articles of Association;
- (iii) which have a valid list of executive committee members to be within reasonable period of time submitted to the Association from time to time requested by the Association;
- (iv) which shall have members and hold ice hockey related or similar nature activities on regular basis;
- (v) which shall not be eligible to vote at the General Meeting of the Association;
- (vi) which have the right for authorized representative to attend at the General Meeting or

- the Association but not be eligible to vote nor to be elected to the Executive Committee of which the said authorized representative should be the Chairman or the President or the General Secretary of such Registered Club Member; and
- (vii) which pays to the Association the appropriate entrance fee and annual fee with the time stipulated in the Notice of Acceptance to Membership given by the Executive Committee to the applicant clubs.
- (d) The Association may from time to time review the regulations and requirements for the Ordinary Member, Junior Member, Affiliate Member and Registered Club Member at the sole and absolute discretion of the Executive Committee.
- (e) “Clubs Management Regulations”, “Coaches Level Management and Regulations”, “Referee Level Management and Regulations”, “Member management and Regulations” or other bylaws and regulations are the regulations of the Association and the Executive Committee can from time to time at its sole and absolute discretion revise any part or parts of the same.
- (f) Any member (including the Registered Club Members), registered coach or registered referee, registered under the Association who resigned or withdrew or whose membership is expired or ceased but want to re-apply for the relevant membership or registration, an administration fee (to be determined by the Executive Committee annually from time to time at the sole and absolute discretion of the Executive Committee) is required to be fully paid to the Association within a prescribed period of time, failing which the Association will not consider such re-application. Furthermore, such re-application will be determined by the Executive Committee and no matter whether such re-application is accepted or rejected by the Executive Committee (at the sole and absolute discretion of Executive Committee), such member has to be bound by such decision of the Executive Committee.
5. The Executive Committee shall determine the details and prescribed rules for the application of membership. Unless otherwise determined by the Executive Committee, the membership fees payable by a member shall be as follows:-
- (a) an Annual Subscription (to be determined by the Executive Committee annually from time to time at the sole and absolute discretion of the Executive Committee) payable upon admission as a member and subsequently on the 1<sup>st</sup> day of each calendar year commencing from the 1<sup>st</sup> day of the year in which the member is admitted.
- (b) The Honorary President, Executive Members and the Honorary Members are exempted from paying the Annual Subscription so stated in clause 5(a) above.

### **Rules Relating to Members**

6. Every member of the Association shall be absolutely bound by these Articles and bye-laws as the Executive Committee may from time to time determine and shall have the following obligations:-
- (a) To observe and obey all resolutions passed by the Association in General Meetings;

- (b) To assist the Association in the promotion of the affairs of the Association; and
  - (c) To pay all fees and charges (if any) payable to the Association.
7. The rights and privileges of a member shall be personal to himself. They shall not be transferable by his own act or by operation of law and shall cease upon his death.
8. No member of HKIHA shall in the meantime enroll as member of other organization of similar nature (other ice hockey association in Hong Kong) nor can he/she take part in activities thereof. Any member who needs to join those organizations with special reason should grant a prior written approval from HKIHA and the approval should review every year. Members should by all means preserve the goodwill of HKIHA while joining the other organization. HKIHA reserves the absolute right to refuse any application or cancel the approval without giving any reasons or explanation thereto.
9. A member shall cease to become such in the event of one of the followings:-
- (a) Any member who has tendered his resignation by notice in writing to the Association;
  - (b) Any member who has been found lunatic and/or suffering from mental disease; and
  - (c) 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 services with disgrace.
  - (d) Any member who, without prior approval from the Executive Committee, fails and/or refuses to participate in the activities of the Association for 3 months.
10. Subject to clause 4(d), 4(e) and 4(f) for payment of membership or application fees, if any member shall neglect for two months to pay any money due from him to the Association, the Association may forthwith suspend his privileges and rights of membership and may serve upon him a notice in writing appointing a day for payment. If he is in default for one month after services of such notice, his membership shall cease. Any member who pays all monies due by him to the Association may be reinstated as a member at the discretion of the Executive Committee.
11. Any person who shall for any reason cease to be a member of the Association shall not be entitled to a refund in whole or in part of any subscriptions or entrance fees or other moneys already paid by him to the Association and shall remain liable for payment of all subscriptions, entrance fees and money due by him to the Association at the time of his ceasing to be a member.
12. Any member may withdraw from the Association by giving one calendar month's notice to the Association and his membership shall be terminated upon expiration of the notice.

13. The rights and privileges of a member shall be personal to himself and shall not be transferable by his own act or by operation of law and shall terminate upon the following situations: -
- (i) if he shall by notice in writing to the Executive Committee resign from membership; or
  - (ii) if he has been expelled from membership; or
  - (iii) upon his death;
  - (iv) if a receiving order in bankruptcy is made against him; or
  - (v) if he enters into a composition or scheme of arrangement with his creditors or he makes an assignment of his estate for the benefit of his creditors;
  - (vi) if he is convicted, whether in Hong Kong or elsewhere, of an offence the conviction for which necessarily involved a finding that he acted fraudulently, corruptly or dishonestly; or
  - (vii) if he shall become lunatic or of unsound mind.

#### **Expulsion of Members**

14. If any member violates these Articles or Bye-laws of the Association or if his opinion or conduct shall in the opinion of the Executive Committee be injurious to the interest or character of the Association, or in contradiction or disagreement with the opinion or policy of the Association, it shall be the duty of the Executive Committee to invite the member complained of by letter to give an explanation of his opinion or conduct or to appear before a meeting of the Executive Committee convened to consider his case.
15. If the Executive Committee is not satisfied with the explanation offered by the member complained of, they shall call upon such member to resign, and should he not do so within two weeks, his name shall be removed from the list of members and he shall thereupon cease to be a member of the Association provided always that the decision calling upon him to resign shall be supported by at least a 2/3 majority of the member of the Executive Committee present at such meeting.
16. A member of the Executive Committee shall not act at any meeting which is held to investigate any case in which he is a complainant or the subject of such complaint.

#### **General Meetings**

17. Save and except the first Annual General Meeting which shall be held as soon as possible after the first Executive Committee Members are nominated, a General Meeting shall be held in any month in every calendar year as an Annual General Meeting at such time and place as may be determined by the Executive Committee.
18. All General Meeting other than Annual General Meeting shall be called Extraordinary General Meeting.

19. The Executive Committee may whenever they think fit, convene an Extraordinary General Meeting and an Extraordinary General Meeting shall also be convened by such requisitionists as provided by Section 113 of the Ordinance.

#### **Notice of General Meetings**

20. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every General Meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting and in the case of special business, the general nature of that business, shall be given in manner hereinafter mentioned to such persons as are under these Articles or under the Ordinance entitled to receive such notices but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Ordinance in the case of meetings other than Annual General Meeting, a meeting may be convened by such notice as those members may think fit.
21. Accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed or proceedings had at any meeting.

#### **Proceedings at General Meetings**

22. All business shall be deemed special that is transacted at any 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 reports of the Executive Committee and auditors, the election of Executive Committee Members and the appointment of the auditors and the fixing of their remuneration.
23. No business shall be transacted at any General Meeting unless a quorum of members who are entitled to vote thereat 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 two such members.
24. 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 all members present who are entitled to vote thereat shall be a quorum.
25. An Honorary President of the Association and in his absence, the Chairman and in his absence, the Vice-Chairman shall preside as Chairman at every General Meeting of the Association. If at any General Meeting the President or the Chairman or the Vice-Chairman shall not be present within 15 minutes after the time appointed for holding the meeting, or if they shall

have previously notified the Association of their intention of not being present, the members present who are entitled to vote shall choose one of their numbers to preside.

26. 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 ten days or more, notice of the adjourned meeting shall be given in the manner provided by Article 16 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.
27. 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 by at least two members present in person or by proxy entitled to vote and, 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.
28. If a poll is duly demanded it shall be taken in such manner as the Chairman direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
29. 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.
30. A poll demanded on the election of a Chairman 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 Chairman of the meeting directs.

#### **Votes of Members**

31. Save as otherwise provided herein, all members of the Association shall have the right to vote. Every Member shall have one vote.
32. A member shall not be entitled to vote on any question at any General Meeting either personally or by proxy or as a proxy for another member whilst any sums is due and payable by him to the Association for more than three months.
33. Votes may be given on a poll either personally or by proxy.
34. The instrument appointing a proxy shall be in writing under the hand of appointer. The appointee must be a member of the Association but a member under the age of 18 should be



allowed to appoint his parents, who may not be a member, as appointee.

35. The instrument appointing a proxy shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
36. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.
37. An instrument appointing a proxy shall be in such form as approved by the Executive Committee.
38. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
39. Any corporation which is a member of the Association may by resolution of its directors or other governing body authorize such person as it thinks fit to act as its representative at any general meeting of the Association and the person so authorized shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Association.

#### **Executive Committee**

40. The management of the affairs of the Association shall be vested in the Executive Committee.
41. The Executive Committee Meeting shall be held every month. The first Executive Committee Meeting should be held within two weeks after the Executive Committee Members are elected. The date, time and place of next Executive Committee Meeting should be decided after every Executive Committee Meeting.
42. The Chairman or the Honorary Secretary or any three members of the Executive Committee may whenever they think necessary, convene an Extraordinary Meeting. Twenty Four hours' notice in writing with agenda should be provided to all Executive Committee.
43. Until otherwise determined by the Association in Executive Committee Meeting and the General Meeting the number of the Executive Committee Members shall not be less than five.
44. The first Executive Committee Members of the Association shall be nominated in writing by the majority of the subscribers to the Memorandum of Association and remain in office until

the conclusion of the Annual General Meeting in 2006. .

45. Each Executive Committee Member shall be elected from written nomination submitted by at least 25 Ordinary Members at an Annual General Meeting
46. Each Executive Committee Member shall hold office until October 2006 and thereafter for a term of four year or until the conclusion of the Annual General Meeting following the conclusion of the Winter Olympic. All retiring Executive Committee Members shall be eligible for re-election.
47. The Executive Committee may from time to time elect among themselves, a Chairman, a Vice-Chairman, an Honorary Secretary, an Honorary Treasurer.
48. The Executive Committee may from time to time unanimously invite suitable qualified persons to be Honorary Presidents and/or Honorary Members of the Association.
49. Only Ordinary Member of three years standing is eligible for election as Executive Committee Members, save and except in the opinion of the Executive Committee any Ordinary Member with less than three years standing furthering the interest and object of the Association will be eligible for election as Executive Committee Members.
50. Any casual vacancy occurring in the Executive Committee may be appointed by the Executive Committee.
51. The Association may by Special Resolution remove any Executive Committee member before the expiration of his period of office and may by Ordinary Resolution appointed another qualified member in his stead.
52. An Executive Committee Member shall not receive salary or remuneration but he shall be indemnified by the Association in respect of travelling expenses and other expenditure properly incurred in and about the affairs of the Association.

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

53. The Executive Committee may meet together for the despatch of business, adjourn and otherwise regulate their meetings and business as they may think fit. Meetings of the Executive may be convened on the request of their Chairman or by requisition in writing signed by two Executive Members stating the objects for which such meetings are to be convened and forwarded to the Honorary Secretary. Any Executive Committee Member who is absent abroad shall not be entitled to receive notice of a meeting.
54. The Chairman or in his absence the Vice Chairman shall preside at meetings of the Executive Committee and if at any meeting neither of them are present within fifteen minutes after the time appoint, those present shall choose one of their members to be Chairman of the meeting.

55. The quorum necessary for the transaction of the business of the Executive Committee shall be five Executive Committee Members.
56. Questions arising at any meeting of the Executive Committee shall be decided by a majority on a show of hands and in case of an equality of votes the Chairman of the meeting shall have a second or casting vote.
57. The continuing Executive Committee Members may act notwithstanding any vacancy in that body but if and so long as their number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum of members, the continuing Executive Member may act for the purpose of filling up vacancies in their body or summoning a General Meeting of the Association, but for no other purpose.
58. The Executive Committee may, if they think fit, transact any of their business by the circulation of papers, and a resolution in writing approved by all the Executive Committee Members shall be valid and effectual as if it had been passed at a meeting of the Executive Committee.
59. Except as provided the Article 50, a meeting of the Executive Committee for the time being at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Executive Committee generally.
60. The Executive Committee may, from time to time, appoint such Sub-committees consisting not less than two Executive Committee Members as it considers necessary for the securing the efficient discharge of its functions and may delegate to any such Sub-Committees any of its powers and duties provided that no delegation made hereunder shall preclude the Executive Committee from exercising or performing or resuming at any time any of the powers and duties so delegated.
61. Any member may be appointed a member of any such Sub-Committee notwithstanding that he is not an Executive Committee Members.
62. All Sub-Committee so appointed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Executive Committee.
63. All acts done by any meeting of the Executive Committee or a Sub-Committee or by any person acting as a member of the Executive Committee of Sub-Committee, shall, notwithstanding that it was afterwards discovered that there were some defects in the appointment of any such member of the Executive Committee or Sub-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 or were qualified to be a member of the Executive Committee or Sub-Committee .

### **Powers of the Executive Committee**

64. The Business of the Association shall be managed by the Executive Committee, who may exercise all such powers of the Association and do on behalf of the Association all such acts as may be exercised or done by the Association and as are not by Ordinance or by these Articles required to be exercised or done by the Association in General Meeting subject nevertheless to any regulation of these Articles, to the provisions of the Ordinance for the time being in force and affecting the Association and to such regulations being not inconsistent with the aforesaid regulation 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 Association which would have been valid if such regulation had been made.
65. Without prejudice to the general powers conferred by Article 56 hereof the Executive Committee shall have power:-
- (a) To lease, purchase or otherwise acquire for the Association any property, rights and privileges on such terms and conditions as they think fit and to pay for the same either in cash, debentures or other securities of the Association;
  - (b) To enter into such contracts and do all such acts and things as they may think expedient for the purpose of the Association;
  - (c) To exercise all the borrowing powers of the Association not required by the Ordinance or these Articles to be exercised by the Association in General Meeting;
  - (d) To make, give, accept, endorse, transfer and negotiate such bills of exchange or other similar obligations as the Association may think desirable in carrying out the objects of the Association;
  - (e) To appoint and at their discretion remove or suspend manager, agents, secretaries, clerks, servants and workmen for carrying out the objects of the Association, and to determine the powers and duties of such persons and fix their salaries or emoluments and to sanction the payment of the same out of the funds of the Association;
  - (f) To appoint any company, firm or person or body of persons to be the attorney or attorneys of the Association for such purposes and with such powers, authorities and discretions and for such period and subject to such conditions as they may think fit; and
  - (g) To invest and deal with the moneys of the Association not immediately required, upon such securities and in such manner as may from time to time determined.

### **Disqualification of Executive Committee Members**

66. The office of an Executive Committee Member shall be vacated if:-
- (h) a receiving order be made against him or he makes any arrangement or composition with his creditors;
  - (i) he is found lunatic or becomes of unsound mind;
  - (j) he resigns his office by notice in writing to the Association;
  - (k) he is removed from office by a resolution duly passed pursuant to Article 48; or
  - (l) he is directly or indirectly interested in an contract with the Association and fails to

disclose the nature of his interest in manner required by Section 162 of the Ordinance.

### **Bye-Laws**

67. The Association in General Meeting may from time to time make, add to, alter and/or repeal bye-laws for the regulation of the Association, its members, officers, servants and agents provided that no bye-laws shall be inconsistent with these Articles.

### **Honorary Secretary**

68. The Honorary Secretary shall be a member of the Executive Committee. The Executive Committee may from time to time appoint an Assistant Honorary Secretary and any person so appointed may act in place of the Honorary Secretary if there is no Honorary Secretary or no Honorary Secretary capable of acting.
- (a) The Honorary Secretary shall represent the Association and exercise general supervision over the affairs of the Association.
- (b) The Honorary Secretary shall be authorized to sign cheques, notes and other drafts upon the Association accounts jointly with the any member of the Executive Committee.
69. The Honorary Secretary shall have custody of the Association's Bye-Laws and Rules. He shall keep an accurate record of all proceedings of General Meetings and Executive Committee Meetings and of all correspondence and proceedings of the Association.

### **Honorary Treasurer**

70. The Honorary Treasurer shall be a member of the Executive Committee. The Executive Committee may from time to time appoint an Assistant Honorary Treasurer and any person so appointed may act in place of the Honorary Treasurer if there is no Honorary Treasurer or no Honorary Treasurer capable of acting.
71. The Honorary Treasurer shall be responsible for the receipts of all moneys payable to the Association. The receipt of the Honorary Treasurer or in his absence the Assistant Honorary Treasurer for all moneys coming to the Association shall be a sufficient discharge.
72. All moneys received by the Association shall be kept at an appointed bank and all cheques shall be signed by any two of the following persons: the Chairman of the Executive Committees, the Vice Chairman of the Executive Committee, the Honorary Secretary of the Association and / or the Honorary Treasurer of the Association.

### **The Seal**

73. 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 one Executive Committee Members and those Executive Committee Members shall sign every instrument to which the seal of the Association is so affixed in their presence.

### **Accounts**

74. The Executive Committee shall cause proper books of account to be kept with respect to all sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure takes place and the assets and liabilities of the Association.
75. The books of account shall be kept at the office of the Association, or at such other place or places as the Executive Committee think fit, and shall always be open to the inspection of the Executive Committee Members.
76. The Executive Committee shall from time to time determine at which 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 by the members not being members of the Executive Committee and no member (not being member of the Executive Committee) shall have any right of inspecting any accounts or books or documents of the Association except as conferred by the Ordinance or by the Memorandum of Association or authorized by the Executive Committee or by the Association in General Meeting.
77. The Executive Committee shall from time to time in accordance with Section 122 of the Ordinance, cause to be prepared and to be laid before the Association in General Meeting such income and expenditure accounts, balance sheets and reports as are referred to in that section.
78. 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 General Meeting together with a copy of the auditors' report shall not less than twenty-one days before the date of the meeting be sent to all Executive Committee Members.
79. Auditors shall be appointed and their duties regulated in accordance with the Ordinance.

### **Notices**

80. Every member entitled to receive notice of General Meetings shall register with the Association an address in Hong Kong to which notices can be sent and if any member shall fail to do so notice may be given to such member by sending the same in any of the manner hereinafter mentioned to his last known place of business or residence or, if there be none, by posting the same for one week at the office of the Association.
81. A notice may be given by the Association to any member either personally or by sending it by post to him to his registered address.
82. When a notice is sent by post, service of notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected at the expiration of forty-eight hours after the letter containing the same was posted.

### **Indemnity**

83. Every member of the Executive Committee, Sub-Committee, officer or other servant of the Association shall be indemnified by the Association against all liability incurred by him as such member of the Executive Committee, Sub-Committee, officer or servant in defending any proceedings, whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with an application under Section 358 of the Ordinance in which relief is granted to him by the Court.

### **Winding Up**

84. The provisions of Clause 7 of the Memorandum of Association relating to the winding up or dissolution of the Association shall have effect and be observed as if the same were repeated in these presents.

### **Interpretation**

85. Any question as to the interpretation of these Articles and bye-laws shall be left to the Executive Committee whose decision shall be final.