
Company Limited by Guarantee and not having a Share Capital

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

General

1. (a) In these Articles, unless there is something in the subject or context inconsistent therewith and/or tend to mean otherwise :-

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

“Association” means the company registered as “HongKong Ice Hockey Association Limited (香港冰球協會有限公司)”.

“Chairman” means the Chairman of the Executive Committee elected under Article 51.

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

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

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

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

“HKSAR” and “Hong Kong” means the Hong Kong Special Administrative Region of the People’s Republic of China.

“Honorary President(s)” means the Honorary President(s) of the Association for the time being.

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

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

“In Writing” means “written, typewritten, printed and/or transmitted in any form of electronic device communication which may be read words by words such as by email, whatsapp message and/or wechat message OR partly written, partly typewritten, partly printed and/or partly transmitted in any form of electronic device communication which may be read words by words such as by email, whatsapp message and/or wechat message”

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

“Month(s)” means a calendar month(s).

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

“Ordinance” means the Companies Ordinance (Chapter 622 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.

“Seal” means the Common Seal of the Association.

“Vice-Chairman” means the Vice-Chairman of the Executive Committee elected under Article 51.

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

(c) Words importing the masculine gender only shall include the feminine gender and the neuter gender and vice versa, as the case may be.

(d) 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.

Mission

2. The Association shall endeavor towards the following mission : -

- (a) To promote and protect the interests of the sports of ice hockey and inline hockey activities;
- (b) To promote the art, professional skill and knowledge in the sports of ice hockey and inline hockey activities;
- (c) To support and achieve the role of training-up of ice hockey players for representing Hong Kong in international, national and regional ice hockey events in the name of Team Hong Kong, as may be so delegated to the Association from time to time;
- (d) To promote the morality of sports, friendship and mutual aid among members of the Association and all ice hockey players, coaches and referees registered under the Association;
- (e) To promote and provide amenities and facilities for the social and communal welfare of the members of the Association and all ice hockey players, coaches and referees registered under the Association;
- (f) To promote, conduct, organize and encourage athletic meetings, sports competition, contests and matches, either alone or jointly with any other association, clubs or persons, and to offer, give or contribute towards prizes, medals and awards that are calculated directly or indirectly to advance the sports of ice hockey and inline hockey activities;

- (g) To affiliate with any worldwide, national or regional organizations dedicated to the promotion of ice hockey and inline hockey activities.

Membership

3. The membership of the Association shall be unlimited number of members and the liability of the members are limited, as initially provided for at the Fourth Clause of the Memorandum of the Association upon its incorporation.
4. Unless otherwise approved by the Executive Committee, every application for membership shall be signed by the individual applicant or on behalf of the club applicant and made in writing 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 therefor.
5. The Executive Committee may admit an applicant for the following membership :

Affiliate Members [by individual applicant]

- (a) An applicant, being an individual, who
- (i) is 16 years of age or above at the time of an application for membership;
 - (ii) holds a valid permanent resident identity card of the HKSAR;
 - (iii) is born in Hong Kong or 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
 - (iv) pays to the Association the appropriate entrance fee and annual subscription fee within the time stipulated in the Notice of Acceptance to Membership given by the Executive Committee to the applicant

may be admitted &/or renewed, as the case may be, as an affiliate member of the Association and all newly approved member application by individuals will firstly be granted the Affiliate Membership 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.

- (b) After consecutive 4 years of Affiliate Membership, an affiliate member can apply to be admitted as an Ordinary Member or Junior Member, as the case may be, subject to final written approval by the Executive Committee (save and except that affiliate members who are registered coaches, registered referees or national team members may apply for Ordinary Members or Junior Members, as the case may be, after consecutive 3 years of Affiliate Membership).

Junior Members [by individual applicant]

- (c) Subject to Article 5 (a) above, an individual applicant, being an affiliate member already for the requisite time as required under Article 5 (b), who : -
- (i) is under the age of 18 years old at the time of an application for membership;
 - (ii) holds a valid permanent resident identity card of the HKSAR;
 - (iii) is born in Hong Kong or 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

- (iv) pays to the Association the appropriate annual subscription fee within the time stipulated in the Notice of Acceptance to Membership given by the Executive Committee to the applicant

may be admitted &/or renewed, as the case may be, as a junior member of the Association 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 27th November 2009; or
- 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, if such junior membership be approved and granted by the Association after 27th November 2009.

Ordinary Members [by individual applicant]

- (d) Subject to Article 5 (a) above, an individual applicant, being an affiliate member already for the requisite time as required under Article 5 (b), who : -

- (i) is 18 years of age or above at the time of application for membership;
- (ii) holds a valid permanent resident identity card of the HKSAR;
- (iii) is born in Hong Kong or 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
- (iv) pays to the Association the appropriate annual subscription fee within the time stipulated in the Notice of Acceptance to Membership given by the Executive Committee to the applicant

may be admitted &/or renewed, as the case may be, as an ordinary member of the Association who shall have the right to attend and vote at the General Meeting and be eligible for election to the Executive Committee.

Registered Club Members [by club applicant]

- (e) A club applicant, not being an individual, which : -

- (i) has a valid business registration certificate or certificate of registration of a society in the HKSAR from time to time;
- (ii) has the objects of promotion of ice hockey or inline hockey in the HKSAR in its Memorandum and Articles of Association;
- (iii) holds ice hockey related or inline hockey related activities on annual basis;
- (iv) has a valid list of its executive committee members and its hockey players as well as the “game score sheet” of its operated competitions for inspection by the Association within reasonable period of time upon request;
- (v) has no lesser than 30 enrolled participating hockey players, of which no lesser than 20 thereof shall be of 10 years’ old or below, unless such club applicant has been admitted as a registered club member on or before 24th September, 2021; _

and

- (vi) pays to the Association the appropriate entrance fee and annual subscription fee within the time stipulated in the Notice of Acceptance to Membership given by the Executive Committee to such club applicant

may be admitted &/or renewed, as the case may be, as the registered club member of the Association which have the right for its authorized representative to attend at the General Meeting of the Association but such representative is not be eligible to vote nor to be elected to the Executive Committee. For avoidance of doubt, the said authorized representative should be the Chairman or the President or the General Secretary of such Registered Club Member or such other office bearer of such Registered Club Member as may be approved by the Association.

6. The Association may from time to time review the admission and/or renewal requirements for the Affiliate Member, Junior Member, Ordinary Member and Registered Club Member at the sole and absolute discretion of the Executive Committee. In any event, in respect of Registered Club Member, notwithstanding its having been admitted as a member, it shall provide a valid list of its executive committee members and its hockey players as well as the “game score sheet” of its operated competitions to the Association for inspection within a reasonable period of time upon request by the Association from time to time.
7. Any member (including the Registered Club Member), registered coach or registered referee registered under the Association (who has resigned or withdrawn or whose membership has expired or ceased, as the case may be) who want to re-apply for the relevant membership or registration is required to pay to the Association an administration fee (to be determined by the Executive Committee from time to time at the sole and absolute discretion of the Executive Committee) as well as all arrears of previous entrance fee and/or annual subscription fee due 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, registered coach or registered referee has to be bound by such decision of the Executive Committee.
8. 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 entrance fee (to be determined by the Executive Committee from time to time at the sole and absolute discretion of the Executive Committee) payable upon admission as a member; and
 - (b) an annual subscription fee (to be determined by the Executive Committee from time to time at the sole and absolute discretion of the Executive Committee) payable for the year of the admission (being 1/2 if date of admission is after end of June and full payment if date of admission is prior to July) and subsequently on the 1st day of each calendar year.
9. Executive Committee Member(s), the Honorary President(s), the Honorary Secretary and the Honorary Treasurer are exempted from paying the annual subscription fee so stated in Article 8 (b) above and may likewise be permitted by the Executive Committee to be

exempted from payment of the entrance fee.

Rules Relating to Members

10. Every member of the Association shall be absolutely bound by these Articles and by-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 observe and obey all by-laws of the Association, in so far as the same is applicable to members; &
 - (c) to pay all fees and charges (if any) payable to the Association.
11. Any member who needs to join any other organizations of similar nature (i.e. other ice hockey or inline hockey associations in HKSAR) should by all means preserve the goodwill of the Association while joining such other organization(s).
12. Any member may withdraw from the Association by giving one calendar month's prior notice to the Association and his membership shall be terminated upon expiration of the notice.
13. A member shall cease to become such in the event of one of the followings :-
 - (a) upon expiration of the one month's notice given by such member who has tendered his resignation by notice in writing to the Association;
 - (b) if such member (if an individual member) has been found lunatic and/or become a mentally incapacitated person as defined under section 2(1) of the Mental Health Ordinance, Cap. 136 Laws of Hong Kong;
 - (c) upon passing away of such member, if being an individual member;
 - (d) if such member (if an individual member) has been adjudicated a bankrupt, if being an individual member, or upon the dissolution and/or winding up of such member, if being a registered club member;
 - (e) if such member (if an individual member) shall be imprisoned for a criminal offence or who, in the opinion of the Executive Committee, shall have left Hong Kong to escape trial; and
 - (f) if such member (if an individual member) has been dismissed from the public services with disgrace.
14. 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 annual subscription fee or entrance fee or other moneys already paid by him to the Association and shall remain liable for payment of all annual subscription fee, entrance fee and other moneys due by him to the Association at the time of his ceasing to be a member.
15. Without prejudice to Articles 13, 14, 16 and 38, the rights and privileges of a member shall

be personal to the said member and shall not be transferable by the member's own act or by operation of law and shall terminate upon either of the following situations: -

- (a) once such member has tendered his resignation from membership by notice in writing to the Association;
- (b) if such member has been expelled from membership or has otherwise ceased to become a member in pursuance with any other Articles of these Articles of Association;
- (c) if a receiving order in bankruptcy related proceedings is made against such member (if an individual member);
- (d) if such member enters into a composition or scheme of arrangement with his creditors or makes an assignment of his estate for the benefit of his creditors under the provisions of any act or Ordinance relating to bankruptcy and/or winding up;
- (e) if such a Registered Club Member, being a corporation, faced a winding up petition being commenced against it;
- (f) if the authorized representative of such a Registered Club Member shall be imprisoned for a criminal offence or who, in the opinion of the Executive Committee, shall have left Hong Kong to escape trial;
- (g) if such a Registered Club Member fails to provide to the Association for inspection a valid list of its executive committee members and its hockey players as well as the "game score sheet" of its operated competitions within a reasonable time upon request by the Association;
- (h) if such a Registered Club Member fails to maintain a valid executive committee and/or the number of its hockey players fall below the admission criteria as set out in Article 5;
- (i) if such a Registered Club Member fails to have a valid business registration certificate or certificate of registration of a society in the HKSAR;
- (j) if such member 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, being a Registered Club Member, its authorized representative is so convicted; or
- (k) if the authorized representative of such a Registered Club Member has been found lunatic and/or has become a mentally incapacitated person as defined under section 2(1) of the Mental Health Ordinance, Cap. 136 Laws of Hong Kong.

16. Without prejudice to Articles 6, 7, 13, 15 and 38, 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 service of such notice, his membership shall cease. Any member who pays all monies due by him to the Association as well as the requisite administration fee may be reinstated as a member at the discretion of the Executive Committee.

Expulsion of Members

17. If any member, whether or not an Executive Committee Member, violates these Articles or By-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, the Executive Committee is entitled to demand the member complained of to give an written justification of his opinion or conduct or to appear before a meeting of the Executive Committee convened to consider his case.
18. Without prejudice to Articles 13 and 15, if the Executive Committee is not satisfied with the explanation offered by the member complained of in justification of his opinion or conduct, it shall call upon such member to resign, and should such member fails to 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(s) of the Executive Committee present at such meeting.
19. 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

20. 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 respect of each financial year of the Association as an Annual General Meeting in accordance with section 610 of the Ordinance, i.e. within the 9 months after the end of its accounting reference period by reference to which the financial year is to be determined, subject to sections 611, 612 and 613 of the Ordinance.
21. 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.
22. 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.
23. There shall also be entertained any demand for a poll at a general meeting in pursuance with section 591 of the Ordinance and the Association shall also accommodate any member's request in pursuance with Sections 615 and 616 of the Ordinance, in so far as the same may be applicable.
24. All General Meeting other than Annual General Meeting shall be called Extraordinary General Meeting.
25. The Executive Committee may whenever it thinks fit, convene an Extraordinary General Meeting.

Notice of General Meetings

26. 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 of the meeting 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.
27. 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

28. All business that is transacted at any Extraordinary General Meeting and all business 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, shall be deemed special.
29. 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.
30. 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 member(s) present who are entitled to vote thereat shall be a quorum.
31. The Chairman or, in his absence, the Vice-Chairman or, in his absence, the Honorary Secretary shall preside as chairman at every General Meeting of the Association. If at any General Meeting, the Chairman, the Vice-Chairman and the Honorary Secretary 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 among themselves to preside the meeting.
32. The chairman at every General Meeting may at his sole discretion 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 26 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.
33. At any General Meeting a resolution put to the vote at the meeting shall be decided on a

show of hands without video recording being required, unless a poll (before or on the declaration of the result of the show of hands) or video-recording, as the case may be, is 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 of the meeting that a resolution has, on a show of hands, been carried (whether carried unanimously or by a particular majority) or lost, with 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.

34. If a poll is duly demanded it shall be taken in such manner as the chairman of the meeting directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. Further, the video-recording record of any voting having been conducted with video-recording shall be procured to be kept at safe custody by the Honorary Secretary of the Association, which shall be kept for no lesser than 3 months and the same shall be provided for inspection upon request by any member having attended and voted at the said meeting for verification of the accuracy and propriety of the vote being conducted.
35. 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.
36. 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

37. Save as otherwise provided or restricted in these Articles of Association, all ordinary members of the Association shall have the right to vote. Every such Member shall have one vote.
38. Without prejudice to Articles 6, 7, 13, 15 and 16, 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 are due and payable by him to the Association for more than three months.
39. Votes may be given on a poll either personally or by proxy.
40. An instrument appointing a proxy shall be in such form as approved by the Executive Committee.
41. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
42. The instrument appointing a proxy shall be in writing under the hand of the appointer. The appointee must be an ordinary member of the Association.
43. 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 of the

aforesaid requirement, the instrument of proxy shall not be treated as valid. Further, no instrument appointing a proxy shall be valid unless it makes specific reference to the date of the meeting.

44. Any corporation which is a registered club 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

45. The management of the affairs of the Association shall be vested in the Executive Committee.
46. 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.
47. Thereafter, Executive Committee Member shall be elected at a General Meeting from candidates with written nomination submitted by at least 25 Ordinary Members. Further, any individual may be appointed by the Executive Committee as an Executive Committee Member if no lesser 2/3 of the existing Executive Committee Members are in the opinion that such individual's admission as an Executive Committee Member will further the interest and objects of the Association, whether or not for the purpose of filling in any casual vacancy.
48. Until otherwise determined by the Association in Executive Committee Meeting or General Meeting, the number of the Executive Committee Members shall not be less than five, nor more than seven.
49. Apart from the first Executive Committee Members of the Association who shall hold office until October 2006, each subsequent Executive Committee Member shall thereafter hold office for a term of no more than four years after each re-election. All retiring Executive Committee Members shall be eligible for re-election PROVIDED NEVERTHELESS THAT no Executive Committee Member may be eligible to be re-elected as Executive Committee Member(s) after he has served the Executive Committee for no lesser than five terms, but without prejudice to such a member being appointed as an Executive Committee Member in pursuance with the mechanism being set out in Article 47 hereof.
50. The first Executive Committee Meeting should be held within two weeks after the Executive Committee Members are elected. Thereafter, The Executive Committee Meetings shall be held every month. The date, time, place (in the event of a physical meeting) and mode (which may be visual instead of physical) of any subsequent Executive Committee Meeting should be decided after every Executive Committee Meeting.
51. The Executive Committee Members may from time to time elect among themselves, a Chairman, a Vice-Chairman, an Honorary Secretary and an Honorary Treasurer.
52. The Chairman or the Honorary Secretary or any three Executive Committee Members may whenever they think necessary, convene an Extraordinary Executive Committee Meeting.

Twenty Four hours' notice in writing with agenda should be provided to all Executive Committee Members.

53. The Executive Committee may from time to time unanimously invite suitable qualified persons to be Honorary President(s) of the Association.
54. Only Ordinary Member of three years standing (as an Ordinary Member) is eligible for election as Executive Committee Members, save and except that any Ordinary Member with less than three years standing who, in the opinion of the Executive Committee, shall further the interest and object of the Association will still be eligible for election as Executive Committee Members.
55. Without prejudice to Article 47, any casual vacancy occurring in the Executive Committee may be appointed by the Executive Committee.
56. The Association may by Special Resolution remove any Executive Committee member before the expiration of his period of office and may by Ordinary Resolution appoint another qualified member instead to replace the removed Executive Committee Member.
57. 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

58. The Executive Committee may meet together for the dispatch of business, adjourn and otherwise regulate their meetings and business as it may think fit. Without prejudice to Articles 50 and 52, meetings of the Executive Committee may be convened at the request of the Chairman or by requisition in writing signed by two Executive Committee Members stating the objects for which such meetings are to be convened and forwarded to the Honorary Secretary.
59. 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 appointed, those present shall choose one among themselves to be chairman of the meeting.
60. The quorum necessary for the transaction of the business of the Executive Committee shall be five Executive Committee Members.
61. 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.
62. The continuing Executive Committee Member(s) 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(s) 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.
63. 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 physical meeting of the Executive Committee.

64. Except as provided the Article 62, 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.

Sub-Committee

65. The Executive Committee may, from time to time, appoint such Sub-Committees consisting not less than one Executive Committee Member as it considers necessary for the purpose of 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.
66. Stipulations as to the requirement of sub-committee members, its composition and its Terms of Reference and the nomination and appointment of sub-committee and co-opt members (whereby their roles and expertise requirements should also be outlined) may be made by the Executive Committee and be procured to be posted at the official website of the Association from time to time and/or otherwise posted for inspection.
67. Any member may be appointed a member of any such Sub-Committee notwithstanding that he is not an Executive Committee Member.
68. 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.
69. 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 or 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

70. The business of the Association shall be managed by the Executive Committee, which 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 not been made. For the avoidance of doubt, the objects of the Association as set out at Items (8) – (24) of the Third Clause of the Memorandum of the Association upon its incorporation shall form and be adopted as part and partial of the powers of the Association as if the same were repeated in these presents.

71. Without prejudice to the general powers conferred by Article 70 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 it thinks 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 it 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 it may think desirable in carrying out the objects of the Association;
- (e) to appoint and at its 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 it 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.

Terms of Reference of Executive Committee

72. The Mission of the Association as set out at Article 2 shall be adopted and observed as the “terms of reference” of the Executive Committee, in respect thereof the Executive Committee may from time to time, if deemed appropriate, cause a statement of such Mission (with strategic operational plans and actions in achieving the same) to be posted in the official website of the Association and/or otherwise posted, so that the aforesaid Mission of the Association shall be succinctly conveyed to the general public as the goal(s) of the Association.

Disqualification of Executive Committee Members

73. The office of an Executive Committee Member shall be vacated in either of the following events :-

- (a) a receiving order be made against him or he makes any arrangement or composition with his creditors;
- (b) he is found lunatic or has become a mentally incapacitated person as defined under section 2(1) of the Mental Health Ordinance, Cap. 136 Laws of Hong Kong;

- (c) he resigns his office by notice in writing to the Association or otherwise in pursuance with section 464(5) of the Ordinance;
- (d) he is removed from office by a resolution duly passed pursuant to Article 56 and the procedures being set out in Sections 462 and 463 of the Ordinance shall be adopted for such purpose in so far as applicable;
- (e) 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 536 of the Ordinance;
- (f) upon his passing away;
- (g) he has been adjudicated a bankrupt;
- (h) he shall be imprisoned for a criminal offence or he shall, in the opinion of the Executive Committee, have left Hong Kong to escape trial;
- (i) he has been dismissed from the public services with disgrace;
- (j) he is otherwise restricted and/or prohibited to act as a company director by any court order and/or under the provisions of any Ordinance & Regulations of the HKSAR;
- (k) he has been otherwise expelled from membership in pursuance with Articles 17 and 18 of these Articles of Association; and
- (l) he has been absent from Executive Committee meetings for more than 5 times consecutively (not counting absence during the period when he is situated overseas) or no lesser than 6 months without the permission of the Executive Committee.

By-Laws

- 74. The Association in General Meeting may from time to time make, add to, alter and/or repeal by-laws for the regulation of the Association, its members, officers, servants and agents provided that no by-laws shall be inconsistent with these Articles and the Association may, if deemed appropriate, procure to have the same announced/posted at the official website of the Association from time to time and/or otherwise posted for inspection. For avoidance of doubt, such power may also be exercised on behalf of the Association by the Executive Committee, unless being otherwise expressly restricted from so doing beforehand by the Association in General Meeting.
- 75. Notwithstanding that the decision of the Executive Committee for making, adding to, altering and/or repealing any by-laws may be annulled by any subsequent resolution of the Association in General Meeting, the effect of the making, adding to, altering and/or repealing of such by-laws by the decision of the Executive Committee which is prior to such annulment shall not be so invalidated, as if the subsequent resolution of annulment by the Association in General Meeting had not been made, in respect thereof the same rationale and spirit of Article 70 applies herein to its full effect UNLESS such making, adding to, altering and/or repealing of the by-laws by the Executive Committee had been

expressly restricted by the Association in General Meeting beforehand.

Honorary Secretary

76. 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, but such assistant Honorary Secretary, unlike the Honorary Secretary, may not automatically be treated as a member of the Executive Committee, nor be eligible for holding any meeting as the chairman thereof.
77. The Honorary Secretary shall have custody of the Association's By-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

78. 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, but such assistant Honorary Treasurer, unlike the Honorary Treasurer, may not automatically be treated as a member of the Executive Committee.
79. 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.
80. 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 Committee, the Vice Chairman of the Executive Committee, the Honorary Secretary of the Association and / or the Honorary Treasurer of the Association.
81. The Honorary Treasurer shall, upon request, report the financial situation of the Association during such Executive Committee Meetings being held periodically throughout the year.

The Seal

82. 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 Member and such Executive Committee Member(s) shall sign every instrument to which the seal of the Association is so affixed in his/their presence.

Accounts

83. 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.
84. 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.

85. 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 Articles of Association or authorized by the Executive Committee or by the Association in General Meeting.
86. The Executive Committee shall from time to time cause to be prepared and to be laid before the Association in General Meeting such income and expenditure accounts, balance sheets as well as such reports as are similar to the requirement being set out in Section 388 of the Ordinance.
87. 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.
88. Auditors shall be appointed and their duties regulated in accordance with the Ordinance.

Notices

89. Every member entitled to receive notice of General Meetings shall register with the Association an address in Hong Kong and an electronic address which may receive message words by words by electronic means such as email address and/or a mobile number with installed applications such as whatsapp and/or wechat function etc. 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..
90. A notice may be given by the Association to any member either personally or by sending it by post or by other electronic means to him to his registered address/office/email address/mobile number.
91. 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. When a notice is sent by other electronic means such as to an email address and/or mobile number with installed applications such as whatsapp and/or wechat function (as so informed to the Association by the member), service of the notice shall be deemed to have been effected at the expiration of twenty four hours after the notice by electronic means was transmitted.

Indemnity

92. 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 Sections 903 and 904 of the Ordinance in which relief is granted to him by the Court.

Winding Up

93. The provisions of the Fifth, the Sixth and the Seventh Clauses of the Memorandum of the Association upon its incorporation 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

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