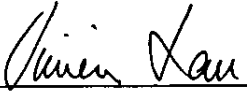


THE COMPANIES ORDINANCE (CHAPTER 622)

Certified True Copy  
  
Lau Chiang Chu, Vivien  
Director (Chairman)  
18 June 2023

.....  
Company Limited by Guarantee  
and Not Having a Share Capital  
.....

ARTICLES OF ASSOCIATION

OF

HONG KONG TENPIN BOWLING CONGRESS LIMITED

(As adopted by a special resolution passed on 29th September 2022)



DEFINITIONS

In these Articles:-

“Annual General Meeting” means an annual general meeting of the Members.

“body corporate” has the meaning ascribed thereto under the Ordinance.

“Chairman” means the chairman for the time being of the Executive Committee.

“Congress” means Hong Kong Tenpin Bowling Congress Limited.

“Executive Committee” means the executive committee for the time being of the Congress.

“General Meeting” means a meeting of the Members specifically summoned, not being an Annual General Meeting or its adjournment or postponement.

“HK\$” means Hong Kong dollars, the legal currency of Hong Kong.

“HKICPA” means The Hong Kong Institute of Certified Public Accountants.

“Hong Kong” means the Hong Kong Special Administrative Region of the Peoples’ Republic of China.



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“in writing” means handwritten, typewritten, stenciled or printed or partly in one way or in another.

“Members” means the members of the Congress, which include Life Members, Ordinary Members, Youth Members, Provisional Members, Temporary Members and Honorary Members

“Members’ Meeting” means an Annual General Meeting or a General Meeting, as the case may be.

“Ordinance” means the Companies Ordinance, Chapter 622 of the Laws of Hong Kong, including the relevant subsidiary legislation, as amended, supplemented or otherwise modified from time to time.

“ordinary resolution” has the meaning ascribed thereto under the Ordinance.

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

“Rules” means the rules for the time being of the Congress.

“Seal” means the common seal for the time being of the Congress.

“Secretary” means the company secretary for the time being of the Congress.

“SF&OC” means The Sports Federation and Olympic Committee of Hong Kong, China;

“special resolution” has the meaning ascribed thereto under the Ordinance.

“these Articles” means the articles of association of the Congress as amended, supplemented or otherwise modified from time to time.

“Vice-Chairman” means a vice-chairman for the time being of the Executive Committee.

An organisation shall include an association or institution, a union, society, club or body of persons.

Person shall include a firm, company or body corporate.

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

Words importing the masculine gender shall include the feminine and neuter genders.

When any provision of the Ordinance is referred to, the reference is to such provision as amended, supplemented or otherwise modified by any ordinance for the time being in force.

Unless the context otherwise requires, expressions defined in the Ordinance, or any statutory modification thereof in force on the date on which these regulations become binding on the Congress, shall have their respective meanings so defined.

## **PART A: MANDATORY ARTICLES**

First:- The name of the company is “**HONG KONG TENPIN BOWLING CONGRESS LIMITED**”.

Second:- The Registered Office will be situated in Hong Kong.

Third:- The objects for which the Congress is established are:-

- (a) To be a non-profit-making sports congress.
- (b) To foster the community spirit of members of the tenpin bowling centres and bowling enthusiasts in Hong Kong for the purpose of promoting better understanding, goodwill and co-operation among all .
- (c) To promote the morality of sports, friendship and mutual aid among the Members and to undertake welfare activities.
- (d) To promote, conduct, organise and encourage, either alone or jointly with any organisation or person, athletic meetings, sport tournaments and championships and to offer, give or contribute towards prizes, medals and awards that are calculated directly or indirectly to advance the sport of bowling.
- (e) To promote acquisition of professional skill and knowledge in the play of bowling and to encourage amateur or professional involvement therein.
- (f) To promote other athletic sports and to encourage social intercourse among the Members.
- (g) To establish, acquire, maintain and operate facilities for the Members.
- (h) To give advice and assistance to the Members who may need such advice and assistance in the course of their athletic training or acquisition of knowledge and development of skill relating to the sport of bowling.
- (i) To acquire by purchase, lease or otherwise any other lands, buildings, easements or property which may be requisite for the purposes of or capable of being necessary, expediently or conveniently used in connection with any objects of the Congress.
- (j) To manage, improve and maintain all or any part of the lands, buildings, easements and property of the Congress and to demise, underlet, exchange, sell, mortgage, charge, pledge or otherwise deal with and dispose of the same either together or in portions and for such consideration as the Congress may think fit, and in particular, for shares, debentures, notes, bonds or securities of any company purchasing the same.
- (k) To buy, prepare, make, supply, sell and deal in all kinds of apparatus

used in connection with ball or bowling games and other athletic sports and pastimes, and all kinds of drinks, provisions and refreshments required or used by the Members.

- (l) To hire and employ all classes of persons considered necessary, expedient or convenient for the objects of the Congress and to pay them and other persons in return for services rendered to the Congress salaries, wages, bonuses, gratuities, pensions and other emoluments.
- (m) To support and subscribe to any charitable or public organization which may be for the benefit of the Congress or its officers, employees or servants, to give pensions, gratuities or charities to any persons who may have served the Congress or to the wife, widow, children or other relatives of such persons, to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Congress.
- (n) To borrow or raise or secure the payment of money in such manner as the Congress shall think fit and in particular by the issue of debentures, notes, bonds or securities, perpetual or otherwise, charged upon all or any of the Congress' property (both present and future) and to purchase, redeem or pay off any such debentures, notes, bonds or securities.
- (o) To raise money by subscription or other lawful means for the purpose of furthering the above objects or any of them.
- (p) To do all such other things, acts and deeds as are incidental or conducive to the attainment of the above objects, so that the objects specified in each paragraph of this Article shall, except when otherwise expressed in such paragraph, be in nowise limited or restricted by reference to or inference from the terms of any other paragraph.

Fourth:- The liability of the Members is limited.

Fifth:- The income and properties of the Congress, however derived, shall be applied solely towards the promotion of the objects of the Congress as set forth in these Articles, and no portion thereof shall be paid or transferred, directly or indirectly by way of dividend or bonus, or otherwise howsoever by way of profits, to the Members.

Provided that nothing herein contained shall prevent the payment, in good faith, of:

- (iii) reasonable and proper remuneration to any, employee or servant of the Congress or to any Member not holding any office in the Executive Committee, in return for any service actually rendered to the Congress;
- (iv) reasonable and proper remuneration to any officer of the Congress in return for any coaching services actually rendered to the Congress;
- (v) interest at a rate not exceeding 12 per cent per annum or two per cent above the best lending rate quoted by The Hongkong and Shanghai Banking Corporation Limited per annum for HK\$ loans, whichever is lower, on money lent; or
- (vi) reasonable and proper rent for premises demised or let by any Member to the Congress;

but so that no member of the Executive Committee shall be appointed to any salaried office of the Congress and so that no remuneration or other benefit in money or money's worth shall be given by the Congress to any member of the Executive Committee except repayment of out-of-pocket expenses properly incurred for the Congress and payment of interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Congress.

Sixth:- Every Member undertakes to contribute to the assets of the Congress, in the event of its being wound up or dissolved while he is a Member, or within one year after he ceases to be a Member, for payment of the debts and liabilities of the Congress contracted before he ceases to be a Member, and of the costs, charges and expenses of winding up and dissolving the same, and for the adjustment of the rights of the contributories among themselves, an amount not exceeding the sum of HK\$5.00.

Seventh:- If upon the winding up or dissolution of the Congress there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members, but shall be given or transferred to some other organisation or organisations having objects similar to those of the Congress, which shall prohibit the distribution of its or their income and properties amongst its or their members to an extent at least as great as is imposed on the Congress under or by virtue of the Fifth Article above, such organization or organisations to be determined by the Members before the time of winding-up or dissolution, and in default thereof, by a Judge of the High Court of Hong Kong having jurisdiction in matters relating to charitable funds; and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

Eighth:- Proper and sufficient books of account shall be kept of all sums of moneys received and expended by the Congress, and the matters in respect of which such receipt and expenditure take place, and of the property, assets and liabilities of the Congress; 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 Congress for the time being in force, shall be open to inspection by the Members. Once at least in every year the accounts of the Congress shall be examined, and the correctness of the financial statements, including the statement of financial position ascertained by one or more authorised auditor or auditors.

The several persons whose names and descriptions are appended below (the "Founder Members") were desirous of being formed into an association in September 1978 in pursuance of the then memorandum of association.

Name and Descriptions of Founder Members

---

(Sd.) Paul Yuen

**Late PAUL YUEN KWOK CHEUNG (袁國祥)**

*Merchant*

(Sd.) Virginia Kwan

**Late VIRGINIA KWAN (關黃妙珍)**

*Business Woman*

(Sd.) Peter Jerome Law

**Late PETER JEROME LAW (劉永樂)**

*Civil Servant*

(Sd.) Vivien Lau

**VIVIEN LAU (劉長珠)**

*Housewife*

(Sd.) Romo Chung Ho Tsang

**Late ROMO CHUNG HO TSANG (曾宗浩)**

*Merchant*

(Sd.) Louis Cheung Hok Chow

**LOUIS CHEUNG HOK CHOW (張鶴洲)**

*Civil Servant*

(Sd.) Kwan Leung Choi

**Late KWAN LEUNG CHOI (關量材)**

*Merchant*

## **PART B: OTHER ARTICLES**

### **Preliminary**

1. The Congress is an associate ordinary member of the SF&OC and strictly complies with the principles of the Olympic Charter. The Congress is committed to the fostering and implementation of good corporate governance practices and sound ethical culture and the strict compliance with the policies and procedures established or developed in the conduct of the business and activities of the Congress and in the best interests of the Congress and the Members as a whole so as to (i) suit the organisational structure, resource capability and operational needs of the Congress; and (ii) enhance the accountability of the Executive Committee, as well as the committees and sub-committees of the Executive Committee.

### **Members**

2. The number of the Members is unlimited and there are six classes of Members, namely Life (formerly Permanent), Ordinary, Youth (formerly Student), Provisional, Temporary and Honorary.
  - 2A. Life Members and Ordinary Members must have attained the age of 18 years. Life Members have to pay a lump sum entrance fee of HK\$3,000.00 and Ordinary Members have to pay an annual subscription of HK\$250 or otherwise decided by the Executive Committee. Both classes of Members have the rights to receive notice of Members' Meeting and can attend and vote thereat.
  - 2B. Youth Members must be under the age of 18 years and over the age of 8 years and pay an annual subscription of HK\$120 or otherwise decided by the Executive Committee. Their membership application form must be endorsed by their parents/guardian. They have no rights to receive notice of any Members' Meeting and are not entitled to attend and vote thereat.
  - 2C. Provisional Members shall comprise those individuals who want to participate in the local tournament or the Hong Kong International Open and join as member of the Congress on site. They may be (i) under the age of 18 years to be admitted as Youth Members or (ii) have attained the age of 18 to be admitted as Ordinary Members or Life Members depending on the mode of fees they will pay to the Congress upon admission. They have no rights to receive notice of any Members' Meeting and are not entitled to attend and vote thereat.
  - 2D. Temporary Members shall comprise those individuals having attained the age of 18 years but are not ordinary resident in Hong Kong. They may be admitted to the Congress for a period of not exceeding three calendar month They have no rights to receive notice of any Members' Meeting and are not entitled to attend and vote thereat.
  - 2E. Honorary Members shall comprise such individuals who have rendered distinguished service to the Congress or in the promotion of tenpin bowling. The Executive Committee shall bestow such honorary title upon them and for such term as it deems fit.

3. The Founder Members shall ipso facto be the Life Members.
4. Every candidate for membership of the Congress shall be a resident of Hong Kong and shall be proposed by a Member. Every application for membership shall be made in writing signed by the candidate and his proposer who must be a Member, and shall be in such form as the Congress shall from time to time provide.
5. The entrance fees and annual subscriptions payable by Members shall be such as the Executive Committee shall from time to time prescribe in writing.
6. Every application for membership shall be investigated and, if found to conform to the regulations of the Congress, shall be submitted to and placed before the Vetting Committee for its decision. Every application shall be considered and, if thought fit, approved by the Vetting Committee. The Vetting Committee shall have power to accept, defer for consideration or reject any such application and may, upon request, assign a reason(s) to the applicant for the deferment or rejection.
7. Upon payment of the prescribed fee, an applicant shall become a Member, provided that if such payment is not made within two months after the date of election, the Executive Committee may, in its discretion, cancel such election.
8. Any Member whose annual subscription for the current year is unpaid on the 31st day of March shall, ipso facto, cease to be a Member and shall forfeit all rights in and claims upon the Congress but such Member's membership may be reinstated by payment of all areas of subscription.
9. Any Member wishing to resign his membership of the Congress shall give notice in writing of his intention so to do, addressed to the Secretary and deposited at the Registered Office on or before the 31st day of March in any year, failing which he shall be liable to pay the subscription for the following year.
10. If any Member shall willfully refuse to comply with the provisions of these Articles, regulations or bye-laws of the Congress, or shall be guilty of any unworthy conduct or conduct which is likely to be injurious or detrimental to the Congress, such Member shall be liable to expulsion by a resolution of the Executive Committee Provided that at least 14 days before the meeting at which such resolution is considered and passed, he shall have had notice thereof, and of the intended resolution for his expulsion, and he shall before the passing of such resolution have had an opportunity of giving in writing any explanation, justification or defence he may think fit. A Member expelled under this Article shall forfeit all rights in and claims upon the Congress.
  - (1) The Members have the following obligations:-
    - (a) to comply fully with the Statutes, Playing Rules of the International Bowling Federation ("IBF"), the Constitution of the Asian Bowling Federation ("ABF") and other rules and regulations in force of IBF and ABF at all times insofar as they are applicable to the Congress;
    - (b) to comply fully at all times with these Articles;
    - (c) to pay their membership entrance fee and annual subscriptions;
    - (d) to take part in tournaments or championships and other sports activities organized by the Congress;
    - (e) not to participate in any regional or international tournaments, championships or competitions held in Hong Kong or elsewhere not being organized, conducted or provided for by IBF, ABF or the Congress unless



such tournaments, championships or competitions have been approved or recognized by IBF in accordance with the Statutes and Playing Rules of IBF in force and such administrative directives as may be from time to time stipulated by the Executive Committee for processing the approval or unless such participation is otherwise approved by the Executive Committee (For the purpose of this provision, regional or international tournaments, championships or competitions shall mean such tournaments, championships or competitions which may be participated by players of Hong Kong and any countries or places outside Hong Kong); and

- (f) not to maintain any relations of a sporting nature with entities that are not recognized or approved by the Executive Committee.
- (2) Violation of the abovementioned obligations by any Members may lead to sanctions or expulsion provided for in these Articles.

### **Disqualification of Members**

10A. A Member shall ipso facto cease membership of the Congress if he:-

- (a) becomes bankrupt, suspends payment or compounds with his creditors generally;
- (b) is found lunatic or becomes of unsound mind;
- (c) has passed away;
- (d) by notice in writing to the Congress, resigns his membership;
- (e) is removed by an ordinary resolution of a Members' Meeting;
- (f) is convicted of a criminal offence; or
- (g) is expelled from membership as provided in Article 10 just above.

### **Appeal**

10B. Any individual who is expelled from membership under Article 10 of Part B can, upon paying an administrative fee of HK\$200, make an appeal in writing against the reasoned decision of the Executive Committee to the Appeal Committee comprising non-Executive Committee Members. -e The decision of the Appeal Committee shall be final and conclusive.

### **Honorary Life Presidents, etc.**

11. The Congress may at any Members' Meeting elect any persons to be the Honorary Life Presidents, Honorary Presidents, President or Vice-Presidents of the Congress if it is in the opinion of the Congress that such persons have contributed valuable services or financial assistance to the Congress. The Congress may also elect a distinguished person as the Patron of the Congress. All of them have no executive power in the Congress.

### **Members' Meetings**

12. A meeting of the Members shall be held once every calendar year at such time and place as may be prescribed by the Executive Committee within nine months of the financial year end date of the Congress subject to the provisions of the Ordinance.
13. The above-mentioned meetings shall be called Annual General Meetings; all other meetings of the Members shall be called General Meetings.
14. The Executive Committee may, whenever it thinks fit, convene a General Meeting, and General Meetings shall also be convened on the requisition in writing of at least (i) 3 members of the Executive Committee or (ii) 10 Members or the Members representing not less than 5 per cent of the total rights of all the Members having the right to vote at the meeting as provided by Section 566 of the Ordinance, whichever is the lower.
- 14A. The Executive Committee may, if considered reasonable and proper, postpone any Members' Meeting convened but not yet held or change the form thereof.
- 14B. A Members' Meeting may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting should constitute presence of such meeting.

### **Notice of Members' Meetings**

15. Subject to the provisions of Section 571 of the Ordinance, an Annual General Meeting shall be called by 21 days' notice in writing at the least, and a General Meeting 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 the meeting and, in case of special business, the general nature of that business shall be given, in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Congress in Members' Meeting, to such persons as are under these Articles entitled to receive such notices from the Congress ~~on~~ provided that a meeting of the Congress shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:-
  - (a) in the case of the Annual General Meeting, by all the Members entitled to attend and vote thereat; and
  - (b) in the case of any General Meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than 95 per cent of the total voting rights of all the Members entitled to attend and vote at that meeting.
16. The accidental omission to give notice of a meeting to, or the non-receipt of the notice of a meeting by, any Member shall not invalidate the proceedings at any meeting.

### **Proceedings at Members' Meetings**

17. All businesses transacted at a General Meeting, and all businesses transacted at an Annual General Meeting with the exception of the consideration of the financial statements including the statement of financial position and the reports of the Executive Committee and the auditors, the election of members of the Executive Committee and other persons as provided in Article 11 above in place of those retiring or the appointment and the fixing of the remuneration of the auditors, shall be deemed special.
18. No business shall be transacted at any Members' 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 thereof. Save as herein otherwise provided, the quorum for any Members' Meeting shall be 12 Members present in person or by proxy.
19. 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 in person or by proxy shall be a quorum.
20. The Chairman shall preside as chairman at every Members' Meeting.
21. If at any Members' Meeting the Chairman is not present within 15 minutes after the time appointed for the meeting, or is not willing to chair the meeting or has given notice to the Congress of his intention not to attend the meeting, one of the Vice-Chairmen shall take the chair in his place, and if all the Vice-Chairmen shall not be present within 15 minutes after the time appointed for the meeting or be willing to chair the meeting, or have given notice to the Congress of their intention not to attend the meeting, the Hon. Secretary General or a member of the Executive Committee present, if any, or, if none, any Member present, may be elected to be the chairman.
22. The chairman of any Members' Meeting may, with the consent of the meeting at which a quorum is present (and if so directed by the meeting, shall), 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 as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
23. Except as hereinafter otherwise provided, at any Members' Meeting any resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded, and a declaration by the chairman that a resolution has, on a show of hands, been carried, carried unanimously or by a particular majority, or lost, and an entry to that effect in the book of proceedings of the Congress, shall in the absence of manifest error or fraud be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against that resolution.
24. In the case of an equality of votes, the chairman of the meeting shall be entitled to a second or casting vote.
25. No Member, except with the permission of the chairman of the meeting, may address the meeting for more than three minutes at a time.

### **Votes of Members**

26. Every Member present in person and entitled to vote shall have one vote. The duly appointed proxy of a Member entitled to vote shall also have one vote.
27. No Member shall be entitled to vote at any Members' Meeting unless all moneys presently payable by him to the Congress have been paid.
28. The instrument appointing a proxy shall be in writing under the hand of the appointer and shall be deposited at the Registered Office not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default, the instrument of proxy shall not be treated as valid.
- 28A. A proxy must be a Life Member or an Ordinary Member.

### **Executive Committee**

29. The Congress shall have an Executive Committee consisting of not less than 11 members who have been a Life Member or an Ordinary Member of the Congress for two full years consecutively.
30. A The term of office of a member of the Executive Committee shall be two years but he shall be eligible for re-election if he has attended in person or participated in at least 75 per cent of the meetings of the Executive Committee during the two years.
31. A retiring member of the Executive Committee shall act throughout the Annual General Meeting at which he retires.
32. The continuing members of the Executive Committee may act in an emergency or having regard to its diversity, for the purpose of filling vacancies, notwithstanding any vacancy in their body.

### **Powers of Executive Committee**

33. The conduct and management of the business and affairs of the Congress shall be vested in the Executive Committee which, in addition to the powers, authorities and discretions by these Articles or otherwise expressly conferred upon them may exercise all such powers, authorities and discretions and do all such acts, deeds and things as may be exercised or done by the Congress and are not hereby or by the Ordinance expressly directed or required to be exercised or done by the Congress in Members' Meeting, but subject nevertheless to the provisions of the Ordinance and these Articles and to any regulations from time to time made by the Congress in Members' Meeting not being inconsistent with such provisions or these Articles; but no regulation so made shall invalidate any prior act, deed or thing of the Executive Committee, which would have been valid if such regulation had not been made.
34. Without prejudice to the general power, authority or discretion conferred by the last preceding Article and other powers, authorities or discretions conferred by these presents, it is hereby expressly declared that subject to the provisions of these Articles, the Executive Committee shall have the following powers, authorities and discretions, that is to say:-

From time to time to make, alter, and repeal all such bye-laws as it may consider necessary, expedient or convenient for the proper conduct and management of the Congress, and in particular, but not exclusively, it may by such bye-laws regulate:-

- (1) the imposition of fines on the Members for the breach of any bye-law or any Article;
- (2) the award to the Members for services rendered to the Congress or for regular attendances at meeting;
- (3) the ways and means of commemorating the Members or persons for donating moneys or anything of value to the Congress;
- (4) the award of scholarship or maintenance grant to children of the Members;
- (5) the ways and means to assist poor, sick or unemployed Members, or their family members or the widows, widowers or orphans of the Members; and
- (6) the delegation of its powers conferred herein to any committees or sub-committees including the Vetting Committee and Appeal Committee, which must report their resolutions and discussion to the Executive Committee in a timely manner.

35. The Executive Committee shall have one Chairman, two Vice-Chairmen, a Hon. Secretary General and a Hon. Treasurer, who shall be elected from amongst the members of the Executive Committee, who have been members of the Executive Committee for at least one full term of office.

36. The Chairman and the Vice-Chairmen shall be deemed to be the Chairman and the Vice-Chairmen respectively of the Congress.

37. The Chairman shall have power to appoint heads of various sub-committees from amongst members of the Executive Committee.

37A. The respective duties of the Chairman, the Vice-Chairmen, the Hon. Secretary General and the Hon. Treasurer are as follows:

(1) Chairman

- (a) He is the leader of the Congress responsible for conducting and coordinating all affairs of the Congress in accordance with these Articles, the Rules and the bye-laws of the Congress;
- (b) To convene, hold, and chair Members' Meetings as required;
- (c) To attend external meetings and conferences on behalf of the Congress and to establish and maintain liaison with outside organizations;
- (d) To handle important correspondence; and
- (e) To be the spokesman of the Congress.

(2) Vice-Chairmen

- (a) To assist the Chairman in carrying out his duties; and
- (b) To discharge the duties of the Chairman in his absence.

(3) Hon. Secretary General

- (a) To maintain a filing system and keep proper files of the Congress;

- (b) To maintain and up-date a record of all Members;
- (c) To arrange venues for meetings;
- (d) To circulate notices, agendas, discussion papers and minutes of meetings;
- (e) To handle general correspondence of the Congress;
- (f) To establish and maintain liaison with the news media and to make press releases on results of the tournaments and championships promoted or organized by the Congress; and.
- (g) To organize social events.

(4) Hon. Treasurer

- (a) To keep proper accounts and other financial records of the Congress;
- (b) To prepare budgets for the Congress; and
- (c) To monitor the income and expenditure of the Congress and to make financial reports to the Executive Committee at regular intervals.

38. No member of the Executive Committee shall be entitled to receive any remuneration from the Congress for his services rendered to the Congress as such member.
39. Except as herein otherwise provided, the members of the Executive Committee may arrange for the transaction of business and may adjourn and otherwise regulate their meetings and proceedings as they think fit.
40. The Executive Committee shall hold a meeting at least once every three months.
- 40A. The notice, agenda and discussion papers for each meeting must be sent to each member of the Executive Committee at least 3 days before the meeting.
- 40B. A meeting of the Executive Committee may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting should constitute presence of such meeting.
41. The Chairman may at any time, and shall, upon the request in writing of at least 3 members of the Executive Committee or 10 Members convene a meeting of the Executive Committee.
42. At least 6 members present shall be a quorum for a meeting of the Executive Committee. A member of the Executive Committee who has an interest in a matter to be discussed at a meeting is not to be counted in a quorum and cannot vote on the relevant proposed resolution notwithstanding the nature and extent of his interest shall be disclosed at the commencement of the meeting.
- 42A. The Chairman or in his absence, one of the Vice-Chairmen or the Hon. Secretary General shall be the chairman of any meeting of the Executive Committee.
43. Questions arising at any meeting of the Executive Committee shall be decided by a simple majority of votes, and in case of an equality of votes, the chairman shall have a second or casting vote.
- 43A. Except as otherwise provided, a resolution in writing (which may consist of several documents in the like form) which has been circulated to all members of the Executive Committee and which is signed by at least 70 per cent of all the members indicating that

they are in favour of the resolution shall be as valid and effectual unless and until it has been passed at a meeting of the Executive Committee duly convened and held.

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

44. The office of a Member of the Executive Committee shall ipso facto be vacated if he:-

- (a) becomes bankrupt, suspends payment or compounds with his creditors generally;
- (b) is found lunatic or becomes of unsound mind;
- (c) ceases to be a Member;
- (d) resigns his office by notice in writing to the Congress;
- (e) is removed by an ordinary resolution of a Members' Meeting;
- (f) is removed by a resolution passed by three-quarters of the members of the Executive Committee present at or participating in a meeting;
- (g) has been absent from 6 consecutive meetings of the Executive Committee without any justifiable reasons;
- (h) passed away, or
- (i) is convicted of a criminal offence.

### **Secretary**

45. The Congress shall have one Secretary and one or more clerks and their salaries, bonuses, gratuities or other remuneration shall be paid out of the funds of the Congress. If the office of the Secretary is taken or held by a member of the Executive Committee, he is not entitled to any of the above remuneration.

### **Election**

46. The election of members of the Executive Committee shall be carried out every two years by the Members at the Annual General Meeting.

### **Minutes**

47. The Executive Committee shall cause minutes to be duly entered in the book provided for the purpose of:-

- (a) all appointments of office bearers;
- (b) the names of the members present at or participating in each meeting of the Executive Committee;

- (c) the orders made by the Executive Committee; and
- (d) all resolutions, dissenting views and proceedings of Members' Meetings and of meetings of the Executive Committee and its committees or sub-committee(s).

### **Seal**

48. The Executive Committee shall provide for the safe custody of the Seal, which shall not be affixed to any instrument except by the authority of a resolution of the Executive Committee.

### **Authentication of Deeds and Documents**

49. All deeds or instruments requiring the affixing of the Seal shall be signed by the Chairman and any two members of the Executive Committee.

50. All cheques drawn on the Congress' bank accounts, all orders for payment, promissory notes and other negotiable instruments made or issued by the Congress and all other contracts and instruments entered into by the Congress shall be signed by the Chairman and any one member of the Executive Committee.

51. No assignment, pledge, charge or mortgage of the property or properties of the Congress shall be made, unless and until an ordinary resolution to such effect has been duly passed at a Members' Meeting.

### **Accounts**

52. The Executive Committee shall cause proper and sufficient books of account to be kept of:-

- (a) all sums of money received and expended by the Congress and the matters in respect of which such receipt and expenditure take place;
- (b) the assets and liabilities of the Congress; and
- (c) all other matters necessary for showing a true and fair view of the state of affairs and financial position of the Congress.

53. Subject to Section 374 of the Ordinance, the books of account shall be kept at the Registered Office or at such other place or places as the Executive Committee may think fit, and shall at all times be open to inspection by the members of the Executive Committee during normal office hours of the Congress.

54. The Executive Committee shall from time to time determine whether, at what times and places, and under what conditions or regulations, the accounts and books of the Congress, or any of them, shall be open to inspection by the Members.

55. At each Annual General Meeting, the Executive Committee shall lay before the meeting the annual financial statements which include an income and expenditure account and a statement of financial position containing a summary of the properties, assets and liabilities of the Congress, made up to 31 March or a date not more than nine months



before the meeting from the time when the last preceding financial statements were made up. Such statements must be reviewed and approved by the Executive Committee before sending to the Members for consideration at the Annual General Meeting.

56. Every copy of the financial statements which include a statement of financial position shall be accompanied by a report of the Executive Committee as to the state and condition of the Congress and a report of the auditor(s), and the report of the Executive Committee shall be signed by the Chairman or the chairman of the meeting at which it is approved and the statement of financial position shall be signed by the Chairman and a Vice-Chairman or the Hon. Treasurer.
57. The financial statements must follow the accounting standards issued or adopted by the HKICPA or its successors and adhere to all the recommended practices of the HKICPA or its successors.
58. A printed copy of such financial statements which include a statement of financial position and the reports mentioned in Article 56 just above shall, at least twenty-one days before the Annual General Meeting, be sent to each Member entitled to receive.

#### **Audit**

59. At least once every year the financial statements of the Congress shall be examined and the correctness of the income and expenditure account and the statement of financial position ascertained by one or more authorised auditor or auditors.
60. The Congress at each Annual General Meeting shall appoint an auditor or auditors to hold office until the conclusion of the next Annual General Meeting and the appointment must comply with all applicable statutory or regulatory requirements.
61. The financial statements of the Congress, when audited and approved by an Annual General Meeting, shall be conclusive except as regards any error or fraud discovered therein within three months next after the approval thereof. Whenever any such error or fraud is discovered within that period, the financial statements shall forthwith be rectified and henceforth shall be conclusive.

#### **Notices**

62. A notice may be served by the Congress upon any Member, either personally or by sending it through the post in a prepaid letter, envelope or wrapper, addressed to such Member at his registered place of address.
63. Any notice by a court of law or otherwise, required or allowed to be given by the Congress to the Members or any of them by advertisement, shall, subject to any applicable laws, rules and regulations, be sufficiently advertised if advertised once in one Chinese and one English daily newspapers circulating in Hong Kong.
64. Any notice sent by post shall be deemed to have been served on the day following that on which the letter, envelope or wrapper containing the same is posted, and in proving such service, it shall be sufficient to prove that the letter, envelope or wrapper containing the notice was properly addressed and sent to the post office. A certificate in writing signed by the Secretary or other officer of the Congress, to the effect that the letter, envelope or wrapper containing the notice was so addressed and posted shall be conclusive evidence thereof.

## Winding Up

65. The provisions of Article Seventh (7) of Part A of these Articles relating to the winding up or dissolution of the Congress shall apply and have effect as if the same were repeated in these Articles.

## Indemnity

66. (1) Subject to Section 468 of the Ordinance, every officer or other servant and employee of the Congress (other than a member of the Executive Committee) shall be indemnified out of the funds and assets of the Congress against all liabilities incurred by him in the proper and reasonable discharge of his duties as such officer, servant or employee 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 provided that none of the funds and assets of the Congress 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.
- (2)(A) A current or former member of the Executive Committee may be indemnified out of the Congress' funds and assets against any liability incurred by him to a person other than the Congress or an associated company of the Congress (the "**Associated Company**") in connection with any negligence, default, breach of duty or breach of trust in relation to the Congress or the Associated Company (as the case may be).
- (B) Paragraph (A) just above only applies if the indemnity does not cover:
- (a) any liability of the member of the Executive Committee to pay:
    - (i) a fine imposed in criminal proceedings; or
    - (ii) a sum payable by way of a penalty in respect of non-compliance with any requirement of a regulatory nature; or
  - (b) any liability incurred by the member of the Executive Committee in:
    - (i) defending criminal proceedings of which the member of the Executive Committee is convicted;
    - (ii) defending civil proceedings brought by the Congress, or an Associated Company, in which judgment is given against the member of the Executive Committee;
    - (iii) defending civil proceedings brought on behalf of the Congress by a Member or a member of an Associated Company in which judgment is given against the member of the Executive Committee;
    - (iv) defending civil proceedings brought on behalf of an Associated Company by a member of the Associated Company or by a member of an associated company of the Associated Company, in which judgment is given against the member of the Executive Committee; or
    - (v) connection with an application for relief under Section 903 or 904 of the Ordinance, in which the Court refuses to grant the member of the Executive Committee relief.

- (C) A reference in paragraph (B)(b) just above to a conviction, judgment or refusal of relief is a reference to the final decision in the proceedings.
- (D) For the purpose of paragraph (C) just above, a conviction, judgment or refusal of relief:
  - (a) if not appealed against, becomes final at the end of the period for bringing an appeal; or
  - (b) if appealed against, becomes final when the appeal, or any further appeal, is disposed of.
- (E). For the purpose of paragraph (D)(b) just above, an appeal is disposed of if:
  - (a) it is determined, and the period for bringing any further appeal has ended; or
  - (b) it is abandoned or otherwise ceases to have effect.
- (3) Every Member shall indemnify and keep indemnified the Congress against all liabilities, costs, claims, damages and loss caused to the Congress or any third party arising out of his participation in any activity organized by the Congress.

### **Rules**

67. The Executive Committee shall have power from time to time to make such Rules for the furtherance of the objects for which the Congress is established and for the proper conduct and management of the affairs of the Congress as the Executive Committee may from time to time deem necessary, expedient or convenient, provided always that such Rules shall not be inconsistent with these Articles. The Executive Committee may also by resolution revoke or alter the Rules at any time.

### **Auditor's Insurance**

68. (1) Only for the furtherance of the objects of the Congress, the members of the Executive Committee may decide to purchase and maintain insurance, at the expense of the Congress, for an auditor, or an auditor of an Associated Company, against:
- (a) any liability to any person attaching to the auditor in connection with any negligence, default, breach of duty or breach of trust (except for fraud) occurring in the course of performance of the duties of independent auditor in relation to the Congress or any of the Associated Companies (as the case may be); or
  - (b) any liability incurred by the independent auditor in defending any proceedings (whether civil or criminal) taken against the independent auditor for any negligence, default, breach of duty or breach of trust (including fraud) occurring in the course of performance of the duties of independent auditor in relation to the Congress or any of the Associated Companies (as the case may be).
- (2) In this Article, a reference to the performance of the duties of an independent auditor includes the performance of the duties of an auditor specified in Sections 415(6)(a) and (b) of the Ordinance.

### **Records**

69. The Executive Committee must cause the information of the Congress to be adequately recorded for future reference as required by the Ordinance.

### **Miscellaneous**

70. All matters not specially provided by these Articles shall be left to the decision of the Executive Committee whose ruling shall be final and conclusive.
71. Any question as to the interpretation of these Articles shall be left to the Executive Committee whose decision on any point shall be final and binding on all the persons affected.

### **Anti-Doping**

72. The Anti-Doping Rules promulgated by the SF&OC or Hong Kong Anti-Doping Committee (as the case may be) from time to time shall be incorporated into these Articles and any person(s) (whether Members or not) taking part in any of the activities of the Congress or in any activities with which the Congress may be associated or affiliated, who act(s) in breach thereof, shall be subject to discipline as imposed by the Executive Committee as it deems fit and proper.

### **Anti-Corruption**

73. Each of the members of the Executive Committee Members and its committees and sub-committees, as well as the officers, servants and employees of the Congress should enhance his integrity awareness and make himself familiarise with the spirit, code and legislation of the Prevention of Bribery Ordinance, Chapter 201 of the Laws of Hong Kong in relation to (i) anti-corruption; and (ii) non-acceptance from, and prohibition from offer to, persons with whom they have official dealings of advantage (other than token gifts) and entertainment. They should also safeguard their core functions against the risks of nepotism and other malpractices.
74. The Executive Committee should from time to time make reference to and consider for adoption by the Congress the appropriate recommended principles, standards and practices set out in, amongst others, the following of the “Best Practice Reference for Governance of National Sports Associations (‘NSAs’)” issued by the Independent Commission Against Corruption of Hong Kong, namely (i) Sample: Code of Conduct for NSA Board Members; and (ii) Sample: Code of Conduct for Employees of NSAs.