

**RE-PRINT OF
MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
HONG KONG TENPIN BOWLING CONGRESS LIMITED**

Incorporated the 20th day of September, 1978.

Charles Yeung Clement Lam & Co.

Solicitors & Notaries

Hong Kong

**Re-printed by
PRINTFAST COMPANY**

Hong Kong

Tel: 2525 6815

2009

THE COMPANIES ORDINANCE (CHAPTER 32)

SPECIAL RESOLUTION

OF

HONG KONG TENPIN BOWING CONGRESS LIMITED

Passed on the 17th day of April 1988.

At an Annual General Meeting of the members of the Company duly convened and held at Committee Room 1, 1st Floor, Queen Elizabeth Stadium, 18 Oi Kwan Road, Wanchai, Hong Kong on the 17th day of April 1988 at 3.00 p.m., the following resolutions was duly passed as Special Resolution of the Company :-

SPECIAL RESOLUTION

1. “ That after Article 29 of the Company’s Articles of the Association add thereto :

who have been a Permanent or Ordinary Member of the Congress for two full years consecutively. ”

2. “ That after Article 35 of the Company’s Articles of the Association add thereto :

who have been a member of the Executive Committee for one full term of office. ”

Dated the 17th day of April 1988.

Vivien Fung
(Chairwomen)

No.63740
編號

(COPY)
CERTIFICATE OF INCORPORATION

公司更改名稱

ON CHANGE OF NAME

註冊證書

Whereas **HONG KONG TEN PIN BOWLING CONGRESS LIMITED**
查

Was incorporated in Hong Kong as a limited company under
已在香港依據公司條例註冊成為有限公司，
the Companies Ordinance of the Twentieth day of September, 1978;
其註冊日期為一九七八年九月二十日；

And whereas by special resolution of the Company and with
又該公司經通過特別決議案及獲公司註冊官
the approval of the Registrar of Companies, it has changed its name:
批准後，已將其名稱更改；

Now therefore I hereby certify that the Company is a limited
本人茲證明該公司現為一有限公司，其註冊
company incorporated under the name of **HONG KONG TENPIN**
名稱為

BOWLING CONGRESS LIMITED.

Given under my hand this Eighteenth day of September One Thousand Nine

簽署於一九八七年九月十日。

Hundred and Eighty-seven.

(Sd.) **J. Almeida**
P. Registrar General
(Registrar of Companies)
Hong Kong

THE COMPANIES ORDINANCE (CHAPTER 32)

.....
SPECIAL RESOLUTION

OF

HONG KONG TENPIN BOWING CONGRESS LIMITED

.....
Passed on the 9th day of August 1987.
.....

At an Annual General Meeting of the members of the Company duly convened and held at Committee Room 1, 1st Floor, Queen Elizabeth Stadium, 18 Oi Kwan Road, Wanchai, Hong Kong on Sunday the 9th day of August 1987, the following resolutions was duly passed as Special Resolution of the Congress :-

SPECIAL RESOLUTIONS

1. THAT the regulations contained in the printed document marked Exhibit "A" now produced to the meeting and for the purpose of identification signed by the Chairman thereof be adopted as the Articles of Association of the Congress in substitution for and to the exclusion of all existing Articles of Association of the Congress.
2. THAT the name of the Congress be changed to :-

HONG KONG TENPIN BOWLING CONGRESS LIMITED.

Dated the 9th day of August, 1987.

(Sd.) Vivien Fung
(Chairman)

No.63740

(COPY)

CERTIFICATE OF INCORPORATION

I HEREBY CERTIFY that

HONG KONG TEN PIN BOWLING CONGRESS LIMITED

Is this day incorporated in Hong Kong under the Companies Ordinance, and that this Company is limited.

GIVEN under my hand this Twentieth day of September One Thousand Nine Hundred and Seventy-eight.

(Sd.) K.Y. Fong
K.Y. FONG
For Registrar of Companies

Company Limited by Guarantee
and not having a Share Capital

MEMORANDUM OF ASSOCIATION

OF

HONG KONG TENPIN BOWLING CONGRESS LIMITED

First:- The name of the Company is “HONG KONG TENPIN BOWLING CONGRESS LIMITED”. (Name changed on 18-9-87)

Second:- The Registered Office of the Congress will be situated in the Colony of 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 Ten Pin Bowling Centres and bowling enthusiasts in the colony of Hong Kong for the purpose of promoting better understanding, goodwill and co-operation among all members of the Congress.
- (c) To promote the morality of sports, friendship and mutual aid among members of the Congress and to undertake welfare activities.
- (d) To promote, conduct, organise and encourage, either alone or jointly with any Association, Club or persons, athletic meetings, sport competitions, contests and matches 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 involvement therein.

- (f) To promote other athletic sports and pastimes and to encourage social intercourse between the members of the Congress.
- (g) To establish, maintain and conduct a recreation club for the accommodation of the members of the Congress and their friends and generally to afford to them all the usual privileges, advantages, conveniences and accommodation of a club.
- (h) To establish and maintain for members of the Congress club reading rooms, billiard and other recreation rooms and refreshment rooms and to afford accommodation for meetings and gatherings of all descriptions and to buy, provide, make and sell meals, foods, drinks, tobacco, cigars, cigarettes and all other things commonly consumed in a club and also to provide for musical, dramatic and other entertainment for members of the Congress.
- (i) To give advice and assistance to members of the Congress who may need such advice and assistance in the course of their work.
- (j) To acquire by purchase, lease or otherwise grounds in Hong Kong or elsewhere and to lay out, prepare and maintain the same for tenpin bowling games or other athletic sports or pastimes and to build or otherwise provide club houses, swimming pools, dormitories, pavilions, lavatories, refreshment rooms and other conveniences in connection therewith, and to furnish, alter, enlarge, repair, uphold and maintain the same, and to permit the same to be used by members and employees of the Congress either gratuitously or for payment.
- (k) To acquire by purchase, lease or otherwise any other lands, buildings, easements or property which may be requisite for the purpose of or capable of being conveniently used in connection with any objects of the Congress.
- (l) 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 or securities of any company purchasing the same.
- (m) To buy, prepare, make, supply, sell and seal in all kinds of apparatus used in connection with ball or bowling games and other athletic sports, and pastimes, and all kinds of liquors, provisions and refreshments required or used by the members of the Congress.

- (n) To hire and employ all classes of persons considered necessary for the purpose of the Congress and to pay them and other persons in return for services rendered to the Congress salaries, wages, gratuities and pensions.
- (o) To support and subscribe to any charitable or public body, institution, society or club which may be for the benefit of the Congress or its employees, 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.
- (p) 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, 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 securities.
- (q) To raise money by subscription or other lawful means for the purpose of the above objects or any of them.
- (r) To do all such other things as are incidental or conducive to the attainment of the above objects, so that the objects specified in each paragraph, be in nowise limited or restricted by reference to or inference from the terms on any other paragraphs.

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 this Memorandum of Association, and no portion thereof shall be paid or transferred, directly by way of dividend or bonus, or otherwise howsoever by way of profits, to the persons who are Members of the Congress.

Provided that nothing herein contained shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Congress or to any Member of the Congress, in return for any service actually rendered to the Congress, not prevent the payment of interest at a rate not exceeding 12 per cent per annum on money lent or reasonable and proper rent for premises demised or let by any Member to the Congress; but so that no member of the Executive Committee of the Congress 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 if such Committee except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Congress.

Sixth:- Every Member of the Congress undertakes to contribute to the assets of the Congress, in the event of its being wound up 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 u 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 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 of the Congress, but shall be given or transferred to some other institution or institutions 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 clause 5 hereof, such institution or institutions to be determined by the Members of the Congress before the time of dissolution, and in default thereof by a Judge of the Supreme 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:- True accounts 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 the property, assts 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 balance sheet ascertained by one or more authorized Auditor or Auditors.

We, the several persons whose names, address and descriptions are hereto subscribed, are desirous of being formed into an Association in pursuance of this Memorandum of Association.

Name, Address and Descriptions of Subscribers

(*Sd.*) Paul Yuen
PAUL YUEN KWOK CHEUNG (袁國祥)
No. 43, Stubbs Road,
Evergreen Villa, Flat B2, 3rd Floor,
Hong Kong.
Merchant

(*Sd.*) Virginia Kwan
VIRGINIA KWAN (關黃妙珍)
3, South Bay Crose,
Repulse Bay,
Hong Kong.
Business Women

(*Sd.*) Peter Jerome Law
PETER JEROME LAW (劉永樂)
2D, Oxford Road, Ground Floor,
Kowloon Tong,
Kowloon.
Civil Servant

(*Sd.*) Vivien Fung
VIVIEN FUNG (馮劉長珠)
22-C-1, Fa Po Street, Yau Yat Chuen,
Kowloon.
Housewife

Name, Address and Descriptions of Subscribers

(*Sd.*) Romo Chung Ho Tsang
ROMO CHUNG HO TSANG (曾宗浩)
35, Village Road, 2nd Floor,
Happy Valley,
Hong Kong.
Merchant

(*Sd.*) Louis Cheung Hok Chow
LOUIS CHEUNG HOK CHOW (張鶴洲)
15, Broadcast Drive, 7A,
Kowloon.
Civil Servant

(*Sd.*) Kwan Leung Choi
KWAN LEUNG CHOI (關量材)
No.6, Koning Path, 5th Floor,
Causeway Bay,
Hong Kong.
Merchant

Dated the 21st day of July, 1978.
WITNESS to the above signatures:-

(*Sd.*) **Leonard Ip Tai Lui**
Solicitor
Hong Kong

THE COMPANIES ORDINANCE (CHAPTER 32)

Company Limited by Guarantee
and not having a Share Capital

ARTICLES OF ASSOCIATION
OF
HONG KONG TENPIN BOWLING CONGRESS LIMITED

(as adopted by Special Resolution passed on 9-9-1987)

Preliminary

1. In these Articles:-

“The Ordinance” means the Companies Ordinance, Chapter 32.

“The Congress” means the above-named Congress.

“Member” means a Member of the above-named Congress which shall include Permanent Member, Ordinary Member and Student Member unless otherwise specified in the Article.

“Executive Committee” means the Executive Committee of the Congress.

“An organisation” shall include a union, club, association or a body of persons.

“Person” shall include a firm, company or organization.

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 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 at the date at which these regulations become binding on the Congress, shall have the meanings so defined.

Members

2. The number of members of the Congress is unlimited.
3. The Subscribers to the Memorandum of Association of the Congress shall ipso facto be Members of the Congress
4. Every candidate for membership of the Congress shall be proposed by Member of the Congress. Every application for membership shall be made in writing signed by the candidate and his proposer, who must be a Member of the Congress, 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 of the Congress shall be such as the Executive Committee of the Congress 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 Executive Committee for its decision. Every application shall be elected by the Executive Committee. The Executive Committee shall have power to accept or reject any such application without assigning any reason therefore.
7. Upon payment of the prescribed fee, an applicant shall become a Member of the Congress provided that if such payment be 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 cease ipso facto to be a Member of the Congress and shall forfeit all rights in and claims upon the Congress but such Member may be reinstated at the discretion of the Executive Committee and on payment of all arrears of subscription.
9. Any Member wishing to resign his membership of the Congress shall give notice in writing of his intention so to do, address to the Secretary and deposited at the registered office of the Congress before 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 the Memorandum and 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 as least 14 days before the meeting at which such resolution is 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 or defense he may think fit. A member expelled under this Article shall forfeit all rights in and claims upon the Congress.

- (1) The Members of the Congress have the following obligations:-
- (a) to comply fully with the Statutes, Playing Rules of the World Tenpin Bowling Association (WTBA), the Constitution of the Asian Bowling Federation (ABF) and other rules and regulations in force of Federation International des Quilleurs (FIQ), WTBA and ABF at all times insofar as they are applicable to the Congress;
 - (b) to comply fully at all times with the Memorandum and Articles of Association of the Congress;
 - (c) to pay their membership entrance fee and annual subscriptions;
 - (d) to take part in competition and other sports activities organized by the Congress;
 - (e) not to participate in any international tournaments or competitions held in the Hong Kong Special Administrative Region (“Hong Kong”) or elsewhere not being organized, conducted or provided for by FIQ, WTBA, ABF or the Congress unless such tournaments or competitions have been approved or recognized by WTBA in accordance with the Statutes and Playing Rules of WTBA 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, international tournaments or competitions shall mean such tournaments 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 sporting nature with entities that are not recognized or approved by the Executive Committee.
- (2) Violation of the above mentioned obligations by any Members may lead to sanctions or expulsion provided for in these Articles of Associations.”

As amended
by Special
Resolution
passed on
30-3-07

Honorary Presidents

11. The Congress may at the General Meeting elect any persons to be the Honorary 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.

General Meeting

12. A General Meeting shall be held once every calendar year at such time (not being more than fifteen months after the holding of the last preceding General Meeting) and place as may be prescribed by the Executive Committee. In default of a General Meeting being so held, a General Meeting shall be held in the third month next following the preceding anniversary of the Congress, and may be convened by any three Members in the same manner as that in which meetings are to be convened by the Executive Committee.

13. The above-mentioned General Meetings shall be called Annual General Meetings; all other General Meetings shall be called Extraordinary General Meetings.

14. The Executive Committee may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on the requisition in writing of 3 Members of the Executive Committee or 10 Members of the Congress or on such requisition as provided by Section 113 of the Ordinance.

Notice of General Meetings

15. Subject to the provisions of Section 116(2) of the Ordinance relating to special resolutions, at least twenty one day's notice (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place, the day and the hour of meeting and, in case of special business, the general nature of that business shall be given in manner hereinafter provided, or in such other manner, if any, as may be prescribed by the Congress in General Meeting, to such persons as are, under the regulations of the Congress, entitled to receive notices from the Congress; but with the consent of all the Members entitled to receive notice of some particular meeting, that meeting may be convened by such shorter notice and in such manner as those Members may think fit.

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 General Meetings

17. All business that is transacted at an 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 ordinary reports of the Executive Committee and other officers in place of those retiring or the fixing of the remuneration of the Auditors, shall be deemed special.

18. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as herein otherwise provided the quorum for any General Meeting shall be 12 Members present in person.

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 shall be a quorum.

20. The Chairman of the Executive Committee shall preside as chairman at every General Meeting of the Congress.

21. If at any General Meeting the Chairman of the Executive Committee is not present, one of the Vice-Chairman shall take the chair in this place, and if the Chairman and all the Vice-Chairman shall not be present within 15 minutes after the time appointed for the meeting, a Member of the Executive Committee present, if any, or, if none, any Member present, may be elected to be chairman.

22. The chairman of the meeting may, with the consent of any General Meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given 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 General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, and a declaration by the chairman that a resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book of proceedings of the Congress, 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.

24. In the case of 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, may address the meeting for more than five minutes at a time.

Votes of Members

26. Every Member shall have one vote.

27. No Member shall be entitled to vote at any General 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 of the Congress not less than 24 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.

Committees

29. The Congress shall have Executive Committee consisting of not less than 11 members who have been a Permanent or Ordinary Member of the Congress for two full years consecutively. (As amended by Special Resolution passed on 17-4-88)

30. The term of office of a Member of the Executive Committee shall be two years but he shall be eligible for re-election.

31. A retiring Member of the Executive Committee shall act throughout the meeting at which he retires.

32. The continuing Members of the Executive Committee may act in an emergency or for the purpose of filling vacancies, notwithstanding any vacancy in their body.

Executive Committee

33. The control and management of the business 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 and do all such acts and things as may be exercised or done by the Congress and are not hereby or by Ordinance expressly directed or required to be exercised or done by the Congress in General Meeting, but subject nevertheless to the provisions of the Ordinance and of these Articles and to any regulations from time to time made by the Congress in General Meeting not being inconsistent with such provisions of these Articles; but no regulations so made shall invalidate any prior act of the Executive Committee which would have been valid if such regulation has not been made.

34. Without prejudice to the general power conferred by the last preceding Article and to other powers conferred by the presents, it is hereby expressly declared that subject to the provisions of the Memorandum and Articles of Association, the Executive Committee shall have the following powers, that is to say:-

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

- (1) The imposition of fines for breach of any bye-law or any Article of Association;
- (2) The award to members of the Congress for services rendered to the Congress or for regular attendances at meeting;
- (3) Ways and means of commemorating members or persons for donating moneys or anything of value to the Congress.
- (4) The award of scholarship to children of Members of the Congress.
- (5) Ways and means to assist poor, sick or unemployed members of the Congress or members of their family.

35. The Executive Committee shall have one Chairman and two Vice-Chairmen, who shall be elected from amongst the Members of the Executive Committee who have been a member of the Executive Committee for one full term of office (As amended by Special Resolution passed on 17-4-88)

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

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

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 Executive Committee may arrange for dispatch 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 a month.

41. The Chairman may at any time, and shall, upon the request in writing of 3 Members of the Executive Committee or of 10 Members of the Congress 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 who has an interest in a matter to be discussed at a meeting is to be counted in a quorum notwithstanding his interest provided such interest shall be disclosed at the commencement of the meeting.

43. Questions arising at any meeting of the Executive Committee shall be decided by a majority of votes, and in case of an equality of votes, the Chairman shall have a second or casting vote.

Disqualification of Members of the Executive Committee

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

- (a) If he becomes bankrupt, suspend payment or compound with his creditors,
- (b) If he be found lunatic or become of unsound mind,
- (c) If he ceases to be a Member of the Congress,
- (d) If by notice in writing to the Congress he resigns his office, or
- (e) If he be removed by an extraordinary resolution of a General Meeting of the Members of the Congress.

Secretary

45. The Congress shall have one Secretary and one or more clerks and their salaries shall be paid out of the funds of the Congress.

Election

46. The election of Members of the Executive Committee shall be carried out every two years by the Members of the Congress.

Minutes

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

- (a) Of all appointments of officers,
- (b) Of the names of the Members present at each meeting of the Executive Committee,
- (c) Of orders made by the Executive Committee, and
- (d) Of all resolution and proceedings of General Meeting and of meetings of the Executive Committee.

The Seal

48. The Executive Committee shall provide for the safe custody of the Seal of the Congress, 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 Seal of the Congress shall be signed by the Chairman and any two Members of the Executive Committee.

50. All cheques drawn on the Congress banking account and 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 of the Congress.

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

Account

52. The Executive Standing Committee shall cause true accounts to be kept:-

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

53. The books of account shall be kept at the registered office of the Congress or such other place or places as the Executive Committee think fit, and shall at all times be open to inspection by the Members of the Executive Committee.

54. The Executive Committee shall from time to time determine 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 pay before the meeting an income and expenditure account and a balance sheet containing a summary of the properties and liabilities of the Congress, made up to a date not more than nine months before the meeting from the time when the last preceding account and balance sheet were made up.

56. Every such account and balance sheet shall be accompanied by a report of the Executive Committee as to the state and condition of the Congress and the accounts, report and balance sheet shall be signed by the Chairman or a Vice-Chairman of the Executive Committee.

57. A printed copy of such account, balance sheet and report shall, twenty one days before the meeting, be sent to each Member of the Congress.

Audit

58. At least once every year the accounts of the Congress shall be examined and the correctness of the profit and loss account and balance sheet ascertained by one or more authorized Auditor or Auditors.

59. The Congress at each Annual General Meeting shall appoint an Auditor or Auditors to hold office until the next Annual General Meeting.

60. Every account of the Congress, when audited and approved by a General Meeting, shall be conclusive except as regards any error discovered therein within three months next after the approval thereof. Whenever any such error is discovered within that period, the account shall forthwith be rectified and henceforth shall be conclusive.

Notices

61. A notice may be served by the Congress upon any Member, wither 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.

62. 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 be sufficiently advertised if advertised once in two Chinese daily newspapers circulating in the Colony of Hong Kong.

63. 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

64. The provisions of clause 7 of the Memorandum of Association relating to the winding up or dissolution of the Congress shall apply and have effect as if the same were repeated in these Articles.

Name, Address and Descriptions of Subscribers

(Sd.) Paul Yuen

PAUL YUEN KWOK CHEUNG (袁國祥)

No. 43, Stubbs Road,
Evergreen Villa, Flat B2, 3rd Floor,
Hong Kong.

Merchant

(Sd.) Virginia Kwan

VIRGINIA KWAN (關黃妙珍)

3, South Bay Crose,
Repulse Bay,
Hong Kong.

Business Women

(Sd.) Peter Jerome Law

PETER JEROME LAW (劉永樂)

2D, Oxford Road, Ground Floor,
Kowloon Tong,
Kowloon.

Civil Servant

(Sd.) Vivien Fung

VIVIEN FUNG (馮劉長珠)

22-C-1, Fa Po Street, Yau Yat Chuen,
Kowloon.

Housewife

Name, Address and Descriptions of Subscribers

(*Sd.*) Romo Chung Ho Tsang
ROMO CHUNG HO TSANG (曾宗浩)
35, Village Road, 2nd Floor,
Happy Valley,
Hong Kong.
Merchant

(*Sd.*) Louis Cheung Hok Chow
LOUIS CHEUNG HOK CHOW (張鶴洲)
15, Broadcast Drive, 7A,
Kowloon.
Civil Servant

(*Sd.*) Kwan Leung Choi
KWAN LEUNG CHOI (關量材)
No.6, Koning Path, 5th Floor,
Causeway Bay,
Hong Kong.
Merchant

Dated the 21st day of July, 1978.
WITNESS to the above signatures:-

(*Sd.*) **Leonard Ip Tai Lui**
Solicitor
Hong Kong