

**MEMORANDUM AND ARTICLES OF ASSOCIATION OF HONG KONG
CONTRACT BRIDGE ASSOCIATION LIMITED**

Incorporated the 19th day of October 2001





THE COMPANIES ORDINANCE

(Chapter 32) Company Limited

by Guarantee MEMORANDUM OF

ASSOCIATION of HONG

KONG CONTRACT BRIDGE ASSOCIATION LIMITED

1. Name The name of the Company shall be “Hong Kong Contract Bridge Association Limited”, hereinafter referred to as the “Association”.

2. Registered Office The registered office of the Association will be situated in Hong Kong.

3. Objects

The objects for which the Association is established are:

- a) To take over all the assets and liabilities of the present unincorporated body known as “Hong Kong Contract Bridge Association”.
- b) To foster greater interest and higher standards in contract bridge in Hong Kong.
- c) To organise, promote, manage, conduct and control international, national and inter club contract bridge tournaments and events in Hong Kong.
- d) To be affiliated to the Sports Federation and Olympic Council of Hong Kong, China, World Bridge Federation and Pacific Asia Bridge Federation and act as the national sports association for the sport of contract bridge in Hong Kong.
- e) To determine the method of selection of and to select teams, pairs and/or individuals to represent Hong Kong in international contract bridge tournaments and events and to organise, promote, conduct, control, manage and encourage the participation of teams, pairs and/or individuals in any national and/or international contract bridge tournaments and events in any part of the world.
- f) To examine, study, investigate, consider and report on all matter affecting the sport of contract bridge and any persons interested therein or associated therewith and to prepare, collect and distribute information, statistics, opinions and reports thereon.

- g) To represent and protect the interests of any person, company, club, association, society or body interested in or associated with the sport of contract bridge.
- h) To consider and deal with and determine all matters which are from time to time submitted to the Association by its members.
- i) To purchase, take on lease, exchange, hire, borrow or otherwise acquire any land, buildings or other property necessary or convenient for the purposes of the Association, and to improve, manage, construct, repair, maintain, pull down, redevelop and alter any buildings or works necessary or convenient for the purposes of the Association.
- j) To sell, improve, manage, lease, mortgage, pledge, dispose of or otherwise deal with the property and moneys of the Association with a view to furtherance of its objects.
- k) To invest and deal with the monies of the Association not immediately required to be expended in such manner as from time to time shall seem expedient in furtherance of the objects of the Association.
- l) To borrow or raise money for the purposes of the Association on such terms and on such security as may be thought fit.
- m) To hire, employ and dismiss tournament directors, instructors, coaches, secretaries, clerks, managers, servants, workmen and any other staff and to pay to them and to other persons in return for services rendered to the Association, salaries, wages, gratuities and pensions.
- n) To do all such lawful things as are incidental or conducive to the attainment of the above objects or any of them.

4. Application of Income and Property

- a) The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association.
- b) Subject to (d) and (e) below, no portion of the income and property of the Association shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever by way of profit, to the members of the Association.
- c) No members of the Council of the Association shall be appointed to any salaried office of the Association, or any office of the Association paid by fees. No remuneration or other benefit in money, or money's worth, except repayment of out-of-pocket expenses and those as provided in (d) and (e) below, shall be given by the Association to any member of the Council.
- d) Nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association, in return for any service actually rendered to the Association.

e) Nothing herein shall prevent the payment, in good faith, by the Association:

i) of interest on money lent by any member of the Association at a rate not exceeding 12 per cent per annum or 2 per cents above the prime rate established by The Hongkong and Shanghai Banking Corporation Limited whichever is the greater.

ii) of reasonable and proper rent for premises demised or let by any member of the Association.

iii) of remuneration or other benefits in money or money's worth to a body corporate in which a member of the Association or of its Council is interested solely by virtue of being a member of that body corporate by holding not more than one-hundredth part of its capital or controlling not more than one-hundredth part of its votes.

f) No person shall be bound to account for any benefit he may receive in respect of any payment properly paid in accordance with (d) and (e) above.

5. Limited Liability of Members

The liability of the members is limited.

6. Contribution by Members Every member of the Association undertakes to contribute to the assets of the Association, in the event of its being wound up while he is a member, or within one year after he ceased to be a member, for payment of the debts and liabilities of the Association contracted before he ceased to be a member, and of the costs, charges and expenses of winding-up the Association, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding ten dollars.

7. Disposal of assets after dissolution If upon the winding up or dissolution of the Association 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 Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, or in default thereof by a Judge of the High Court of Hong Kong having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to such provision then to some charitable object or objects.

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

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.

Names, Addresses and Descriptions of Subscribers

Ching Chi Wing, Anthony程志榮 Flat B, 10/F, Clarke Mansion 9 Kingston Street Causeway Bay, Hong Kong. Senior Lecturer

Neumann Wai Fong, Nancy雷惠芳 Suite 1202-3, 12/F, Tower 2 Lippo Centre 89 Queensway, Hong Kong. Merchant

Dated the WITNESS to the above signatures:

Woo Ming Yee Certified Public Accountant Room 2105, West Tower Shun Tak Center 200 Connaught Road C.
Sheung Wan Hong Kong



**Company Limited by Guarantee
of HONG KONG CONTRACT**

**ARTICLES OF ASSOCIATION
BRIDGE ASSOCIATION**

LIMITED

1. Definitions

In these Articles unless there be something in the subject or context inconsistent therewith: “Association” means “Hong Kong Contract Bridge Association Limited”. “The Ordinance” means the Companies Ordinance (Cap. 32) of the Laws of Hong Kong or any amendments for the time being in force. “Council” means the council for the time being of the Association. “General Meeting” means a General Meeting whether annual or extraordinary of the Members of the Association who by these Articles are entitled to vote at such General Meeting. “Member” means a member of the Association (including a Corporate Member) registered as such in the Register of Members. “Officers” means the officers for the time being of the Association. “Register of Members” means the register of the Association’s Members which the Association is required by the Ordinance to keep. “Seal” means the common seal of the Association. “Special Resolution” has the meaning assigned thereto by the Ordinance. “The Office” means the registered office for the time being of the Association. “In writing” and “Written” means written or printed, or partly written or partly printed, and include printing, lithography, photography and other modes of representing or reproducing words in a visible form.

2. Interpretation

- a) These Articles shall be construed with reference to the provisions of the Ordinance and terms used in these Articles shall be taken as having the same respective meanings they have when used in the Ordinance unless the context otherwise requires.
- b) Table 'C' of the Ordinance shall not apply to the Association.
- c) Words importing the masculine gender include the feminine gender unless the context clearly indicates otherwise.
- d) Words importing persons include organisations.
- e) Words importing the singular number include the plural number and vice versa unless the context clearly indicates otherwise.

3. Membership Classes

The Association shall have the following classes of membership: a) Individual Members b) Corporate Members c) Honorary Members

4. Number of Members The number of Members with which the Association proposes to be registered is unlimited.

5. Eligibility for Membership

- a) Individual Members – Any individual who is interested in the sport of contract bridge. An Individual Member shall be either:
 - i) A Youth Member – if under 26 years of age at the date of admission, until the date on which his subscription next falls due after attaining 26 years or;
 - ii) A Full Member – if 26 years or more at the date of admission, or if a Youth Member on the date on which his subscription next falls due after attaining 26 years or;
 - iii) A Senior Member - if 65 years or more at the date of admission, or if a Full Member on the date on which his subscription next falls due after attaining 65 years or;
 - iv) A Life Member – any person eligible for Youth, Full or Senior membership.
- b) Corporate Members – Any club, organisation, association, society, company, committee or similar institution having objects or interests similar to the objects of the Association.
- c) Honorary Members – any person who in the opinion of the Council is suitably qualified, shall, with his consent, be eligible for election as an Honorary Member for such period as the Council shall determine. Honorary Members include Patrons, Life Honorary Presidents, Honorary Presidents, Honorary Vice-Presidents, Honorary Advisors, Honorary Members and any other titles the Council considers appropriate.

6. Application Procedure

- a) Individual Members Applications shall be in writing and upon such form and shall contain such particulars as the Council may from time to time determine.
- b) Corporate Members Applicants shall submit a letter of application to the Council, which serves to demonstrate their eligibility and sets out their reasons for applying.
- c) Honorary Members Applicants shall be nominated to the Council, in writing, by at least 20 Individual Members.

7. Admission Procedures

- a) Individual Members The Council shall maintain a list of persons it does not wish to admit as an Individual Member. Unless an applicant to be an Individual Member appears on this list, the applicant shall be automatically admitted as an Individual Member upon receipt of both a duly completed application form and funds to cover the relevant admission and subscription fees.
- b) Corporate Members An applicant to be a Corporate Member shall only be admitted as such by a majority of the Council members present and voting at a meeting of the Council.
- c) Honorary Members An applicant to be an Honorary Member shall only be admitted as such by a majority of the Council members present and voting at a meeting of the Council, subject to a minimum of eight votes in favour of.

8. Registration The Secretary shall cause to be entered the name, address and membership class of each Member in the Register of Members upon his or its admission to membership.

9. Conditions of Membership

- a) Every Member binds himself to observe all rules of the Association, whether contained in these Articles or made pursuant to any power granted hereby.
- b) Every Member agrees to accept responsibility for his own actions and Corporate Members are responsible for the actions of their own members, whether Members of the Association or not.

10. Entry Fees and Subscriptions

The payment of entry fees for membership of the Association and membership subscriptions by Members shall be of such amount and payable on such dates, at such frequencies and in such manner as determined by the Council.

11. Suspensions & Termination – Non-payment of Subscription

- a) A Member whose subscription has not been paid within three months of its due date shall be suspended from membership automatically for so long as the subscription continues in arrears.
- b) A Member whose subscription has not been paid within six months of its due date shall have his membership terminated.
- c) The Council shall have the power to waive the admission fee for reinstatement of a former Member whose membership has been terminated under the provisions of this Article.

12. Suspensions & Termination – Due Cause

- a) In addition to the provisions of Article 11 (Suspension & Termination - Non-payment of Subscription), the Council shall have the power on due cause being shown (of whatever nature) to suspend any Member from membership for such period as it shall think fit or to terminate his membership.
- b) The Association shall be under no obligation to refund admission or subscription fees paid by such a Member. Nevertheless, the Council reserves the right to do so on a discretionary basis.
- c) No motion for the suspension or termination of membership shall be considered except at a meeting of the Council. Such a motion shall not be deemed carried except by a majority of two-thirds of the Council members present and voting.
- d) A Member shall be given at least fourteen days notice of the meeting at which suspension or termination of his membership is to be considered and of the grounds on which suspension or termination of his membership is sought and such Member shall be entitled to submit representations to the Council in writing and at that meeting orally in person.

13. Suspension & Termination - Resignation A Member wishing to resign or retire from the Association may give notice in writing addressed to the registered office of the Association, but shall not be entitled to any refund of admission or subscription fees or any part thereof. Alternatively, such a Member may simply allow his membership to lapse.

14. Suspension & Termination - Consequence

- a) A suspended Member shall be prohibited from enjoying the rights and privileges of membership of the Association.
- b) Upon termination of membership the former Member's name shall be removed from the Register of Members.

15. Officers

The officers of the Association shall consist of a President, a Vice-President, a Secretary and a Treasurer.

16. President The President shall take overall charge of the Association, preside over Council meetings and General Meetings and shall represent the Association at official functions. Other specific responsibilities may be assigned from time to time by the Council.

17. Vice-President The Vice-President shall deputise for the President, Secretary or Treasurer, as required, on a strictly temporary basis. Other specific responsibilities may also be assigned from time to time by the Council.

18. Secretary

The Secretary shall be responsible for ensuring that the Association functions in accordance with the provisions of the Ordinance. In particular, he shall ensure that:

- a) The Register of Members is kept up to date.
- b) All notices and documents required by the Companies Registry are lodged as required.
- c) Minutes of all Council meetings and General Meetings are properly kept, including records of all elections to the Council and appointments made by the Council.
- d) Other responsibilities may also be assigned from time to time by the Council.

19. Treasurer

The Treasurer shall be responsible for all financial matters affecting the Association, including the presentation of financial reports at the Annual General Meeting. Other responsibilities may also be assigned from time to time by the Council.

20. Council Responsibility for the management of the Association shall be vested in the Council.

Notwithstanding this responsibility, the Association's employed staff shall, on behalf of the Council, undertake the day to day affairs of the Association. In particular, the Council shall be responsible for making policy and determining strategy, whereas the staff of the Association shall implement said policy and strategy.

21. Council Members The Council of the Association shall consist of the Officers and not more than 8 other Council members elected at the Annual General Meeting.

22. Eligibility of Officers and Council Members a) All Individual Members other than Youth Members shall be eligible for election as Officers. b) All Individual Members shall be eligible for election as Council members.

23. Election of Officers and Council Members Members shall be elected to vacant posts on the Council at the Annual General Meeting of the Association in the following manner:

- a) Any two Members may nominate an eligible Member to serve as an Officer or a member of the Council, having previously received his assent. Nominee may stand for one or more of the posts of President, Vice-President, Secretary, Treasurer or regular Council member, and competition for these posts shall be resolved in this order. However, any one member can take up only one post.
- b) Nominations for the election of Officers shall be submitted in writing to the Secretary by the proposer at least 7 clear days prior to the holding of the Annual General Meeting.

- c) Nominations for the election of Council members can be submitted to the chairman of the Annual General Meeting any time before the poll is taken.
- d) If no nominations are received or if the nominations received within the time prescribed are insufficient to fill the vacancies, the chairman of the Annual General Meeting shall call for nominations for such vacancy or vacancies from the Members present at such meeting.
- e) Each Member present and entitled to vote at the Annual General Meeting may vote for any number of the candidates for each vacant position, not exceeding the number of vacancies.
- f) If any nominee after being elected declines to serve, the nominee who has the next largest number of votes shall be elected.
- g) If two or more nominees obtain an equal number of votes, the chairman of the meeting shall have a second or casting vote.
- h) In case there shall not be a sufficient number of nominees the Council members, such as they are, shall have the power to fill up the remaining vacancy or vacancies as they think fit.

24. Retirement of Officers and Council Members

At the Annual General Meeting in each odd year, all members of the Council shall retire in order of seniority of election and in the case of equal seniority, the order of retirement shall, failing agreement between the Officers and Council members concerned, be determined by lot. Retiring Officers and Council members shall be eligible for re-election.

25. Replacement of Officers and Council Members

If the President shall die, resign or vacate his office in accordance with Article 26 (Vacation of Office) before the expiration of his period of office, he shall be replaced by the Vice-President for the remainder of the President's term of office. If the Vice-President shall die, resign or vacate his office in accordance with Article 26 (Vacation of Office) before the expiration of his term of office, or shall be appointed to replace the President, or if any other Council member shall die or resign or vacate his office in accordance with Article 26 (Vacation of Office) before the expiration of his period of office, or if any other vacancy in the Council shall arise for any reason, the vacancy shall be filled by appointment by the Council and the new Council member shall subject to Article 26 (Vacation of Office) retire at the Annual General Meeting when the Council member whom he replaces would have retired.

26. Vacation of Office of Officers and Council Members

The office of an Officer or a Council Member shall be vacated automatically if:

- a) He becomes bankrupt or he makes any arrangement or composition with his creditors generally.
- b) He becomes prohibited from being a director by reason of any disqualification order made under Part IVA of the Ordinance.
- c) He becomes of unsound mind.
- d) His membership is suspended or terminated.
- e) By notice in writing to the Association he resigns his office.
- f) He is removed from office by a resolution duly passed at a General Meeting of the Association.

27. Powers & Duties of Council The Council shall be responsible for managing the affairs of the Association and shall have the following powers and duties in addition to any powers and duties conferred elsewhere in these Articles:

- a) To pay all reasonable expenses relating to the formation and registration of the Association.
- b) To exercise all such powers of the Association and do on behalf of the Association all such lawful acts as the Council considers necessary or expedient for carrying into effect the objects of the Association as may be exercised and done by the Association and as are not required by statute or by these Articles to be exercised by the Association in General Meeting, subject nevertheless to any regulations of these Articles and to the provisions of the statutes for the time being in force and affecting the Association and to such regulations (being not inconsistent with the aforesaid regulations or provisions) as maybe prescribed by the Association in General Meeting. Provided however that no such decisions made by the Association in General Meeting shall invalidate any prior acts of the Council, that would have been valid, if such regulation had not been made.
- c) To appoint and dismiss such sub-Councils, consisting of Members of the Association and chairmen of sub-Councils and employees of the Association, as it shall think fit.
- d) To appoint any person as Honorary Members of the Association, on such terms and conditions as it shall think fit.
- e) To appoint and dismiss advisers or such other persons, honorary or otherwise, who may be invited to attend the meetings of the Council or sub-Councils but who shall not be entitled to vote at such meetings.
- f) To determine and settle all questions and disputes relating to the sport of contract bridge in Hong Kong which may be referred to it for decision.
- g) To delegate to sub-Councils such of the powers and duties of the Council, as it shall think fit, provided that the powers so delegated are specified in each case.
- h) To decide on all matters of an international nature affecting or concerning the Association or any of its Members.

- i) To make and enforce rules for the administration and control of the Association, including the organisation, promotion, management, control, conduct and sponsorship of contract bridge events, and have the power to vary, amend, replace and repeal any such rules.
- j) To formulate the Association's rules and regulations for contract bridge tournaments and events held in Hong Kong, which should define normal procedures, ethics, proprieties and how irregularities are dealt with.
- k) To provide for the safe custody of the Seal.

28. Sub-Councils

- a) The President shall be an ex-officio member of all sub-Councils but shall not be entitled to vote at meetings of such sub-Councils unless specifically appointed thereto.
- b) All sub-Councils appointed by the Council shall cause minutes to be made of all proceedings and resolutions at their meetings and shall furnish copies of all such minutes to the Secretary.
- c) No person shall be appointed to a sub-Council of the Association who is not a Member of the Association.

29. Validity All acts of the Council or any sub-Council of the Council or any other duly appointed official shall be deemed as valid, notwithstanding subsequent discovery of some defect in the appointment or election of the aforesaid or of some subsequent reason for the disqualification from office of any of them.

30. Council Meetings

- a) **Frequency** The Council shall meet not less than ten times each year with not more than two months between consecutive meetings.
- b) **Attendance** Council meetings may be attended by Council members, and any other person so invited by the Council.
- c) **Notice of meetings** The Secretary shall cause to be sent to every Council member, notice of each meeting of the Council, together with an agenda for the meeting, at least seven days before it is due to be held.
- d) **Quorum** Four Council members shall constitute a quorum at meetings of the Council. If the number of Council members is reduced below the number required for a quorum then the continuing Council members may act for the purpose of increasing the number of Council members to the number required for a quorum or of calling a General Meeting of the Association but for no other purpose.

- e) **Chairman of Meetings** The President shall preside over meetings of the Council, or in his absence the Vice-President shall preside, or in the absence of both, a chairman shall be elected from the Council members present at the meeting.
- f) **Voting** Voting on all motions at meetings of the Council or its sub-Councils shall be by a show of hands, unless directed otherwise by the chairman of the meeting. No voting by proxy shall be permitted at any Council meeting. In addition to his own vote, the chairman of the meeting shall have a second or casting vote in case of an equality of votes.
- g) **Majority** Except as otherwise specified in these Articles, voting on all motions shall require only a simple majority of those present and voting.
- h) **Written Resolution** A resolution in writing which has been circulated to all members of the Council and which is signed by a majority of those members indicating that they are in favour of the resolution shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and held, provided that no such resolution shall be valid and effectual unless and until it has been signed by at least seven members of the Council who are in favour of such resolution and who have each signed the same original document.
- i) **Minutes** Minutes of each Council meeting shall be prepared and circulated to all those entitled to attend within one week of it taking place. Minutes shall be made available to other Members upon request.

31. Annual General Meetings

The Association shall in each calendar year hold a general meeting as its Annual General Meeting, not more than 18 months shall elapse between the date of one Annual General Meeting and that of the next, for the purposes of:

- a) Receiving the report of the President of the Association on the affairs of the Association for the previous financial year.
- b) Accepting the audited financial statements for the previous financial year.
- c) Appointing an auditor.
- d) Electing Officers and Council members.
- e) Transact any other business.

32. **Extraordinary General Meetings** Every General Meeting of the Association other than the Annual General Meeting shall be called an Extraordinary General Meeting. The Council may call an Extraordinary General Meeting whenever it considers it necessary. This shall be done within 21 days after receiving a requisition in writing signed by not less than 30 Members, or not less than one-twentieth of the total voting right of all the members, having, at the date of deposit of the requisition, a right to vote at General Meetings.

33. Notice of General Meetings

The Secretary shall send to all Members at least 21 days', or if a special resolution is to be considered, at least 14 days' notice of every General Meeting, specifying the place, date and time at which it is to be held and accompanied by an agenda specifying the business to be discussed at the meeting.

34. Chairman of General Meetings

At all General Meetings the chair shall be taken by the President or in his absence by the Vice-President. If

neither the President nor the Vice-President shall be present within half an hour after the time appointed for holding the meeting, or shall be willing to act as chairman, the Members present and entitled to vote shall choose one of their number to chair the meeting.

35. Quorum of General Meetings

No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. The quorum shall be 50 Members personally present and entitled to vote. If within half an hour from the time appointed for the meeting a quorum be not present the meeting (if convened upon the requisition of Members) shall be dissolved or (in any other case) shall stand adjourned to such other day, time and place as may be appointed by the chairman with the consent of the meeting. At any such adjourned meeting the Members present and entitled to vote, whatever their number, shall have power to decide upon all matters which could properly have been disposed of at the meeting from which the adjournment took place.

36. Adjournment

The chairman may, with the consent of the meeting, adjourn any General 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.

37. Attendance

Any Individual Member and Honorary Member may attend a General Meeting. For each Corporate Member, one representative may attend.

38. Voting Rights at General Meetings

a) Individual members shall be divided into ordinary voting members and special voting members:

i) An ordinary voting member shall have one vote.

ii) A special voting member shall have three votes.

Special voting members are such Individual Members as are from time to time appointed by the Council.

1) Who has been a Member (or a member of its predecessor, Hong Kong Contract Bridge Association) for at least 5 consecutive years.

2) Who has demonstrated an interest in the administration of the Association or its tournaments.

3) Who in the

3) In the opinion of the Council is likely to make a useful contribution to the administration of the Association or its tournaments. The Council shall have the right at any time to remove from special voting membership any person who in the opinion of the Council has ceased to take an interest in the administration of the Association or its tournaments. Provided that no person shall be so removed from special voting membership unless notice of the motion for such removal is given to Council members at least ten days before the Council meeting at which such motion is put to the vote, and such motion is passed by not less than eight Council members present and voting.

b) A Corporate Member shall have one vote.

c) Honorary Members shall not have the right to vote.

39. Voting Procedure

At any General Meeting a resolution put to the vote of the meeting shall be decided by a show of hands unless a poll is demanded by the chairman of the meeting or by at least one third of Members present and entitled to vote and voting. If a poll is demanded as aforesaid it shall be taken in such manner as the chairman of the meeting directs. In addition to his own vote, the chairman of the meeting shall have a second or casting vote in case of an equality of votes.

A Member entitled to vote at a General Meeting of the Association shall be entitled to appoint a representative who need not be a Member to attend on his behalf at General Meetings of the Association and to exercise all of his voting rights.

40. Validity

All resolutions passed at any General Meeting for which due notice has been given or to which Article 46 (Accidental Omission) applies shall be binding on all Members.

41. Minutes of General Meetings

Minutes of all General Meetings shall be prepared and circulated to all Council members within one week of the meeting being concluded. Minutes shall be made available to other Members upon request.

42. Alteration of Articles

No Article of the Association shall be altered or revoked nor a new Article introduced unless 28 days' notice of such intention has been given to all Members and passed by a three quarters majority of those present and entitled to vote at the Annual General Meeting or an Extraordinary General Meeting convened for such purposes.

43. Financial Year

The Association's financial year shall until otherwise determined by the Council end on 31st October in each year.

44. Books

Proper books of account shall be kept. In particular, proper records shall be kept of:

a) All sums of money received and expended by the Association.

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b) All sales and purchases of goods and services by the Association.

c) The assets and liabilities of the Association.

The keeping of proper books includes keeping such books of account as are necessary to give a true and fair view of the state of affairs of the Association and to explain transactions. The books of account shall be kept at the registered office of the Association and shall be made available for inspection by the members of the Council upon request.

45. Banking

Any two of the President, Vice- President, Secretary or Treasurer shall jointly sign all cheques of the Association and shall jointly approve any other withdrawal, provided that they are not members of the same family.

46. Audit

Auditors shall be appointed and their duties regulated in accordance with the provisions of the Ordinance.

47. Service of Notices

A notice shall be served by the Association upon any Member by personal delivery or by sending it through the post to the address of the Member appearing in the Register of Members (which shall be an address in Hong Kong) or by facsimile transmission or by e-mail via the Internet. In the case of the service of notice by post, it shall be deemed to have been served on the third day following that on which the letter containing the same is put in the post and in the case of a facsimile transmission or e-mail shall be deemed to have been served at the time of despatch.

48. Accidental Omission

The accidental omission to give notice of a meeting or to send any other document to any Member entitled to receive such notice or document or the non-receipt of any such notice or document which has been duly sent, shall not in any way invalidate any resolution passed or the proceedings at any meeting.

49. Period

Where a period of notice is required to be given, the notice period shall be exclusive both of the day on which it is served and of the day on which any action assessing from the notice shall commence.

50. Entitlement

Every Member shall be entitled to receive one copy of every general notice and, newsletter as issued by the Association to its Members.

51. Indemnity

Subject to the provisions of Section 165 of the Ordinance, if any prosecution, action or suit at law be commenced against any Member, employee or agent of the Association for anything done in the proper or reasonable discharge of their duties on behalf of the Association, such party or persons shall be defended and indemnified by and at the cost of the Association from all damages, costs and expenses which may be incidental to or result from such prosecution, action or suit at law and the property and funds of the Association may be applied for such purposes as directed by the Council, provided that no part of such funds shall be applied either directly or indirectly in payment of the whole or part of any fine or penalty imposed upon any such party by sentence or order of a Court of Justice, except at the discretion of the Council.

52. Seal Affixation

The Seal shall not be affixed to any document except by the authority of a resolution of the Council. The Council may from time to time make regulations regarding the use and affixing of the Seal. Unless such regulations are made all documents requiring the Seal to be affixed thereto shall be signed by any two of the President, Vice- President, Secretary or Treasurer.

53. Winding up

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

54. Secretary

The First Secretary of the Company shall be **Tam Cheuk Ho** who may resign from this office upon giving notice to Company of such intention and such resignation shall take effect upon the expiration of such notice or its earlier acceptance.

Names, Addresses and Descriptions of Subscribers