

Amended
ARTICLES OF ASSOCIATION
(Amended by Special Resolution passed on 30 September 2021)

OF

HONG KONG BADMINTON ASSOCIATION LIMITED
香港羽毛球總會有限公司

Incorporated the 23rd day of April, 2001

HONG KONG



No. 754540
編號

COMPANIES ORDINANCE
(CHAPTER 32)
香港法例第 32 章
公司條例

CERTIFICATE OF INCORPORATION
公司註冊證書

I hereby certify that
本人謹此證明

HONG KONG BADMINTON ASSOCIATION LIMITED
香港羽毛球總會有限公司

is this day incorporated in Hong Kong under the Companies Ordinance,
於本日在香港依據公司條例註冊成為

and that this company is limited.
有限公司。

Issued by the undersigned on 23 April 2001.

本證書於二〇〇一年四月廿三日簽發。

MISS R. CHEUNG

.....
for Registrar of Companies
Hong Kong

香港公司註冊處處長

(公司註冊主任 張潔心 代行)

THE COMPANIES ORDINANCE (CHAPTER 622)
Section 622

SPECIAL RESOLUTION
OF
香港羽毛球總會有限公司
HONG KONG BADMINTON ASSOCIATION LIMITED

Passed on the 30th day of September, 2021

At the Annual General Meeting of members of the Association held at Jockey Club Lecture Theatre, 2/F, Olympic House, 1 Stadium Path, So Kon Po, Causeway Bay, Hong Kong on 30th September, 2021 at 7:30 p.m., the following resolution was duly passed as a Special Resolution:-

“That the regulations contained in the printed document marked “A” produced to the Meeting and signed by the Chairman of the Meeting for the purposes of identification be approved and adopted as the new Articles of Association of the Association to the exclusion of all the existing Articles of Association of the Association. ”

(Sd.) TONG Yun Kai

.....
Chairman
TONG Yun Kai

THE COMPANIES ORDINANCE (CHAPTER 622)

**Company Limited by Guarantee
And Not Having a Share Capital**

**ARTICLES OF ASSOCIATION
OF**

**HONG KONG BADMINTON ASSOCIATION LIMITED
香港羽毛球總會有限公司**

Interpretation

In these articles:-

“AGM” means the annual general meeting of the Members;

“associated company” means:

- (a) a subsidiary of the Association;
- (b) a holding company of the Association; or
- (c) a subsidiary of such a holding company;

“Association” means the company registered as “HONG KONG BADMINTON ASSOCIATION LIMITED 香港羽毛球總會有限公司” ;

“Board” means the board of Directors;

“Common Seal” means the common seal for the time being of the Association;

“company secretary” means the company secretary for the time being of the Association;

“Directors” means the directors for the time being of the Association;

“General Meeting” means a general meeting of the Members specially summoned, not being an AGM or its adjournment or postponement;

“governing body” means the governing body for the time being of the Association;

“HK\$” means Hong Kong dollars, the legal currency in Hong Kong;

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

“Hong Kong” means The Hong Kong Special Administrative Region of the People’s Republic of China;

“Laws of Badminton” means the laws of badminton approved by the Badminton World Federation;

“Member” means a member of the Association (i.e. a full or affiliated member);

“Members’ Meeting” means the AGM and/or a General Meeting (as the case may be);

“Mental Health Ordinance” means the Mental Health Ordinance, Chapter 136 of the Laws of Hong Kong;

“mental incapacity” has the meaning given by Section 2(1) of the Mental Health Ordinance;

“mentally incapacitated person” means a person who is found under the Mental Health Ordinance to be incapable, by reason of mental incapacity, of managing and administering his property and affairs;

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

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

“proxy notice” —see Article 44(1) of Part B: Other Articles of these articles;

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

“subsidiary(ies)” has the meaning ascribed thereto under the Ordinance;

“these articles” means the articles of association for the time being of the Association; and

“%” means per cent.

Words importing masculine gender shall include feminine and neuter genders, unless the context otherwise requires.

Word importing the singular number includes the plural number and vice versa.

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 on the date these regulations become binding on the Association shall have the meanings so defined.

- (1) Other words or expressions used in these articles have the same respective meanings as in the Ordinance as in force on the date these articles become binding on the Association.

- (2) For the purpose of these articles, a document is authenticated if it is authenticated in any way in which Section 828(5) or 829(3) of the Ordinance provides for documents or information to be authenticated for the purpose of the Ordinance.
- (3) The regulation in Schedule 3 to the Companies (Model Articles) Notice, Cap 622H shall be excluded.

Part A: Mandatory Articles

1. Company Name

The name of the company is

<p>HONG KONG BADMINTON ASSOCIATION LIMITED 香港羽毛球總會有限公司</p>

2. Members' Liabilities

The liability of the Members is limited.

3. Liabilities or Contributions of Members

Every Member undertakes to contribute to the assets of the Association in the event of its being wound up or dissolved while he is a Member, or within 1 year afterwards, for the payment of the debts and liabilities of the Association contracted before he ceases to be a Member, and the costs, charges and expenses of winding up and dissolution, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding the amount specified below:

Class of Members

ALL
HK\$100.00

Amount to be contributed by each of the Members of all classes

The name and description of each of the founder members (formerly known as the subscribers to the memorandum of association when incorporating the Association in April 2001) ("Founder Members") are as follows .

Names and Description of Founder Members
<p>(Sd.) TONG Yun Kai 湯恩佳 Room 501, Star House, Tsimshatsui, Kowloon, Hong Kong Businessman</p>
<p>(Sd.) LEE Tak Sing 李得勝 Flat B, 3/F., Comfort Lodge, 28 Sha Tseng Road, Tong Yan Sun Tsuen, Ping Shan, Yuen Long, N.T., Hong Kong Businessman</p>
<p>(Sd.) KAM Kwok Fong 金國芳 Room 2005, Sports House, 1 Stadium Path, So Kon Po, Causeway Bay, Hong Kong Executive Director</p>
<p>(Sd.) CHAU Yat Kwong 周日光 City University of Hong Kong, Tat Chee Avenue, Kowloon Hong Kong Physical Education Officer</p>

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**Part 1
Preliminary**

1. Preliminary

These articles shall form part of the by-laws, rules and regulations of the Association.

The Association 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 Association and in the best interests of the Association and the Members as a whole so as to (i) suit the organisation structure, resource capability and operational needs of the Association; and (ii) enhance the accountability of the Board, as well as the committees and sub-committees of the Board.

**Part 2
Objectives**

2. Objectives

The objectives for which the Association is established are:-

- (a) To advance and safeguard the interests of badminton.
- (b) To ensure that all full Members and affiliated clubs and sports organizations play in accordance with the Laws of Badminton and any regulation which may be approved by the Badminton World Federation.
- (c) To make, publish and maintain regulations relating to and for the management of all tournaments, competitions and activities organized by the Association and to regulate, arrange and manage all ties and matches in such tournaments, competitions and activities.
- (d) To employ the funds of the Association in such a manner as shall be deemed in the best interests of the sport.
- (e) To foster the coaching and umpiring of badminton.
- (f) To take any assignment of property or assets whether subject to any special trust or not for any one or more of the objects of the Association.
- (g) Subject to the provisions of Sections 115(2)(b) and 115(3) of the Ordinance, to acquire by purchase or otherwise any lands, buildings, easements or property which may be requisite for the

purposes of or capable of being conveniently used in connection with any of the objects of the Association.

- (h) To borrow and raise money for the purpose of furthering the objects of the Association on such terms and on such security as may be thought fit.
- (i) To invest the moneys of the Association not immediately required for its objects in or upon such investments, securities or property as may be thought fit.
- (j) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association as may be thought expedient with a view to the promotion of its objects.
- (k) To establish, promote or assist in establishing or promoting, and to subscribe to, or become a member of or affiliate with, any other bodies whose objects are similar to the objects of the Association or the establishment or promotion thereof, which may be beneficial to the Association provided that none of the funds of the Association shall be paid to any institution, society, club or other body which pays or transfers, directly or indirectly, any part of its income nor property by way of dividends, bonus or otherwise howsoever by way of profit to its members.
- (l) To open and operate a banking account or accounts with any licensed bank or banks for the purposes of the Association, and for such purposes, to make, give, accept, endorse, transfer, discount and negotiate bills of exchange, promissory notes, cheques or other similar instruments.
- (m) To do all such other lawful things as are incidental or conducive to the attainment of all the above objectives or any of them.
- (n) To hire and employ officers, clerks, servants, employees and persons whose service may be deemed necessary or desirable for the purpose of the operation of the Association.
- (o) To organize and hold lectures, discussions, debates, conferences, exhibitions and other meetings for the furtherance of the objects of the Association.
- (p) To take all necessary or proper steps with the authorities, international, regional, national, local, municipal or otherwise, of any place in which the Association may have interests, and to carry on any negotiations or operations for the purpose of directly or indirectly promoting the objects of the Association or effecting any modifications in the constitution of the Association, and to oppose any steps taken by any other company, firm, body or person, which / who may be considered likely, directly or indirectly, to prejudice the objects of the Association.
- (q) To advance and lend money on the security of lands, buildings, hereditaments and premises of any tenure or description, shares, securities, merchandise and other property in Hong Kong and/or elsewhere, and generally to lend and advance money to such persons, firms, bodies or companies upon such terms and subject to such conditions as may seem expedient.
- (r) From time to time to make, rescind, add to or amend such by-laws, rules or regulations not inconsistent with any ordinance or with these articles for the time being in force for the regulation or control of any of the property or affairs of the Association as deemed necessary or desirable by the Board.
- (s) To enter into any arrangements with any government or authority, supreme, municipal, local, or otherwise, that may seem conducive to the Association's objects or any of them; and to obtain from any such government or authority any arrangements, rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise, and comply with any such arrangements, rights, privileges and concessions.
- (t) To procure the Association to be registered or recognized or affiliated with other compatible organizations in any country or place outside Hong Kong.
- (u) To promote or concur in promoting and to do all lawful things incidental or conducive to the attainment of all or any of the objects of the Association or to the preservation or maintenance of the property of the Association in any part of the world as the Association may deem expedient.

Provided that:-

- (i) in case the Association shall take or hold any property which may be subject to any trusts, the Association will only deal with or invest the same in such manner as allowed by law, having regard to such trusts; and

- (ii) the objectives of the Association shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

Part 3

Application of Income and Property

3. Application of income and property

- (1) The income and property of the Association shall be applied solely towards the promotion of the objects as set out in Part B of these articles.
 - (2) Subject to Paragraph (4) just below, none of the income or property of the Association may be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever to any Member or the subsidiaries of the Association.
 - (3) No Director nor any member of the governing body shall be appointed to any salaried office of the Association, or any office of the Association paid by fees and no remuneration or other benefit in money or money's worth (except as provided in Paragraph (4) just below) shall be given by the Association to any Director or any member of the governing body.
 - (4) The requirement under Paragraphs (2) and (3) just above does not prevent the payment by the Association of the following:-
 - (a) reasonable and proper remuneration to a Member not being a Director or member of the governing body for any goods or services actually supplied by him to the Association;
 - (b) reimbursement to a Member, any Director or member of the governing body for out-of-pocket expenses properly incurred by him for the Association;
 - (c) interest on money lent by a Member or member of the governing body to the Association at a reasonable and proper rate which must not exceed 2% per annum above the prime rate prescribed for the time being by The Hongkong and Shanghai Banking Corporation Limited for HK\$ loans;
 - (d) rent to a Member or member of the governing body for the premises let by him to the Association:

Provided that the amount of the rent and the other terms of the lease must be reasonable and proper; and such Member must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion; and
 - (e) remuneration or other benefit in money or money's worth to a body corporate in which a Member or member of the governing body is interested solely by virtue of being a member of that body corporate by holding not more than one-hundredth part of its registered capital / issued shares or controlling not more than a one-hundredth part of its votes.
- For the avoidance of doubt, any fee (other than those mentioned just above) which has been reasonably and properly approved by a committee of the Board can be paid to any Director(s).
- (5) No person shall be bound to account for any benefit he may receive in respect of any payment properly paid in accordance with Paragraph (4) just above.

Part 4

Board and Company Secretary

Division 1—Board's Powers and Responsibilities

4. Board's general authority

- (1) Subject to the Ordinance and these articles, the business and affairs of the Association are managed by the Board, which may pay all expenses incurred in setting up and registering the Association and may exercise all such powers of the Association as are not by the Ordinance, or by these articles, required to be exercised by the Association in Members' Meeting, subject nevertheless to any regulation of these articles, the provisions of the Ordinance and such

regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in Members' Meeting; no regulations made by the Association in Members' Meeting shall invalidate any prior act of the Board, which would have been valid if that regulation had not been made.

- (2) An alteration of these articles does not invalidate any prior act of the Board that would have been valid if the alteration had not been made.
- (3) The powers given by this article are not limited by any other power given to the Board by these articles.
- (4) A Board meeting at which a quorum is present may exercise all powers exercisable by the Board.
- (5) The Board shall consist of not more than 30 members (including the office bearers) and shall consist of:-
 - (i) one President;
 - (ii) not more than five Vice-Presidents;
 - (iii) one Chairman;
 - (iv) not more than five Vice-Chairmen;
 - (v) one Hon. Secretary;
 - (vi) one Hon. Treasurer; and
 - (vii) ten elected members who shall be representatives of full Members.

Not more than one accredited member of the same full Member may stand for election for the ten elected members' posts.

- (6) The Board shall have the following authorities in addition to any power conferred elsewhere in these articles:-
 - (a) To make regulations for:
 - (i) all competitions and activities organized by the Association,
 - (ii) defining conditions, which shall not be contravened, for
 - (1) exhibition matches;
 - (2) all tours, overseas or otherwise; and
 - (3) all other tournaments.
 - (b) To be empowered to affiliate the Association with the governing badminton bodies abroad upon such terms as it considers satisfactory.
 - (c) Among the businesses to be transacted by the Board at its meetings, to:
 - (i) consider and approve or reject the application of clubs or sports organizations for membership;
 - (ii) consider and approve or refuse reports of sub-committees;
 - (iii) consider and approve or reject the statement of financial position and the income and expenditure accounts of the Association from time to time but at least once every three months;
 - (iv) consider and approve the annual report for the AGM; and
 - (v) have powers to arrange any representative fixtures.
- (7) The Board shall have the power and authority to determine and revise the amount of initial entrance fee and annual subscription from time to time. Such amount of the initial entrance fee and the annual subscription as are determined by the Board shall become effective and payable by the Members upon written notice to be given to them. The Board shall also have the power and authority to take such legal action as are necessary to enforce the due payment of the above fee and subscription on behalf of the Association.

5. Members' reserve power

- (1) The Members may, by special resolution, direct the Board to take, or refrain from taking, specified action.

- (2) The special resolution does not invalidate anything that the Board has done before the passing of the resolution.

6. Board may delegate

- (1) Subject to these articles, the Board may, if it may think fit, delegate any of the powers and authority that are conferred on it under these articles to any committee or sub-committee. The President, or in his absence, the Chairman and Hon. Secretary shall be members of any such committee or sub-committee making the total number of members at least three for each committee or sub-committee. Three shall form a quorum for a meeting of any committee or sub-committee. The chairman of a committee or sub-committee may, having regard to the diversity (including various expertise required for effective governance and fair representation of the interest of the stakeholders of the Association as a whole) of such committee or sub-committee, co-opt any Director to make up the quorum or to enlarge the committee or sub-committee.
- (2) A person may not hold two or more office bearers' posts of the Board simultaneously. However, an office bearer of the Association may be appointed by the Board as chairman of a committee or sub-committee of the Board.
- (3) The Board may:-
 - (a) revoke the delegation wholly or in part; or
 - (b) revoke or alter the terms and conditions of its delegation.

7. Committees

- (1) The Board may make rules providing for the conduct of business of its committees or sub-committees to which it has delegated any of its powers.
- (2) The committees and sub-committees (which must report their discussion and decisions to the Board) must comply with the rules.

Division 2—Decision-taking by Board

8. Board to take decision collectively

A decision of the Board may only be taken:

- (a) by a simple majority of the votes of the Directors present at or participating in a meeting;
or
- (b) in accordance with article 9 just below.

9. Unanimous decisions

- (1) A decision of the Board is taken in accordance with this article when all eligible Directors indicate to one another (either directly or indirectly) by any means that they share a common view on a matter.
- (2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible Director or to which each eligible Director has otherwise indicated agreement in writing.
- (3) A reference in this article to an eligible Director is a reference to a Director who would have been entitled to vote on the matter if it had been proposed as a resolution at a Board meeting.
- (4) A decision may not be taken in accordance with this article if the eligible Directors would not have formed a quorum at a Board meeting.

10. Calling Board meetings

- (1) The President, or in his absence, the Chairman shall call a Board meeting at his discretion but at least once every three months, by giving notice of the meeting to the Directors or by authorizing the company secretary to give such notice.

- (2) Notice of a Board meeting must indicate:-
 - (a) its proposed date and time;
 - (b) the place where it is to take place; and
 - (c) the business for consideration and approval.
- (3) Notice of a Board meeting and the relevant agenda and discussion papers must be given to each Director at least three days before the meeting.
- (4) The President or the Chairman may call an ad-hoc or urgent Board meeting. The relevant notice can be given to each Director less than the number of days set out in Paragraph (3) just above and the agenda and discussion papers can be dispensed with if circumstances require.

11. Participation in Board meetings

- (1) Subject to these articles, Directors may be present at or participate in a Board meeting, or part of a Board meeting, when:
 - (a) the meeting has been called and takes place in accordance with these articles; and
 - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- (2) In determining whether Directors are present at or participating in a Board meeting, it is irrelevant where a Director is and how they communicate with each other.
- (3) If all the Directors participating in a Board meeting are not in the same place, they may regard the meeting as taking place wherever any one of them is.

12. Quorum for Board meetings

- (1) At a Board meeting, unless a quorum is present or participating, no proposal is to be voted on, except a proposal to call another meeting.
- (2) The quorum for Board meetings may be fixed from time to time by a decision of the Board, and unless otherwise fixed it is seven.
- (3) The quorum for an ad-hoc or urgent Board meeting is one-fourth of the total number of the Directors for the time being.

13. Meetings if total number of Directors less than quorum

If the total number of Directors for the time being is less than the quorum required for Board meetings, the Board must not make any decision other than a decision:

- (a) to appoint further Directors; or
- (b) to call a Members' Meeting so as to enable the Members to appoint further Directors.

14. Chairing of Board meetings

The President or in his absence, the Chairman, any one of the Vice-Chairmen or any of the Vice-Presidents as may be appointed by the President from time to time shall act as chairperson at all Board meetings. If neither is present, the meeting will nominate one of the Directors present or participating to be the chairperson.

15. Chairperson's casting vote at Board meetings

- (1) If the numbers of votes for and against a proposal are equal at a Board meeting, the chairperson of the meeting has a casting vote.

- (2) Paragraph (1) just above does not apply if, in accordance with these articles, the chairperson or other Director is not to be counted as present or participating in the decision-making process for quorum or voting purposes.

16. Conflicts of interest

- (1) This article applies if:
 - (a) a Director is in any way (directly or indirectly) interested in a transaction, arrangement or contract with the Association that is significant in relation to the Association's business; and
 - (b) the Director's interest is material.
- (2) The Director must declare the nature and extent of his interest to the other Directors in accordance with Section 536 of the Ordinance.
- (3) The Director must neither:
 - (a) vote in respect of the transaction, arrangement or contract in which he is so interested; nor
 - (b) be counted for quorum purposes in respect of the transaction, arrangement or contract.
- (4) If the Director contravenes Paragraph (3)(a) just above, the vote must not be counted.
- (5) Paragraph (3) just above does not apply to an arrangement:-
 - (a) for giving a Director any security or indemnity in respect of money lent by him to, or obligations undertaken by him for the benefit of, the Association;
 - (b) for the Association to give any security to a third party in respect of a debt or obligation of the Association for which the Director has assumed responsibility wholly or in part under a guarantee or indemnity or by the deposit of a security; or
 - (c) under which benefits are made available to any Director or former Director or a director of any of the Association's subsidiaries, which do not provide special benefits for any Director or former Director.
- (6) A reference in this article to a transaction, arrangement or contract includes a proposed transaction, arrangement or contract.

17. Supplementary provisions as to conflicts of interest

- (1) A Director or an intending Director is not disqualified by his office of the Board from contracting with the Association as vendor, purchaser or otherwise.
- (2) The contract mentioned in Paragraph (1) just above or any transaction, arrangement or contract entered into by or on behalf of the Association in which any Director is in any way interested is not liable to be avoided.
- (3) A Director who has entered into a transaction, arrangement or contract mentioned in Paragraph (1) just above or is interested in a transaction, arrangement or contract mentioned in Paragraph (2) just above is not liable to account to the Association for any profit realized by the transaction, arrangement or contract by reason of:
 - (a) the Director holding the office; or
 - (b) the fiduciary relation established by the office.
- (4) Paragraph (1), (2) or (3) only applies if the Director has declared the nature and extent of his interest under the Paragraph to the other Directors in accordance with Section 536 of the Ordinance.
- (5) A Director may be a director or other officer of, or be otherwise interested in, any company:
 - (a) promoted by the Association; or
 - (b) in which the Association may be interested as shareholder or otherwise.
- (6) Subject to the Ordinance, the Director is not accountable to the Association for any remuneration or other benefits received by him as a director or an officer of, or from his interest in, the other company unless the Association otherwise directs.

18. Validity of acts of Board meeting

The acts of any meeting of the Board or of a committee or sub-committee of the Board or the acts of any person acting as a Director are as valid as if the Director or the person had been duly appointed as a Director and was qualified to be Director, even if it is afterwards discovered that—

- (a) there was a defect in the appointment of any of the Directors or of the person acting as a Director;
- (b) any one or more of them were not qualified to be a Director or were disqualified from being a Director;
- (c) any one or more of them had ceased to hold office as a Director; or
- (d) any one or more of them were not entitled to vote on the matter in question.

19. Record of decisions to be kept

The Board must ensure that the Association keeps a written record of every decision taken by the Board and the dissenting views of the Directors under Article 8 of Part B of these articles for at least 10 years from the date of the decision.

The Board shall cause minutes to be made in the books provided for the purposes of:-

- (a) all appointments of office bearers made by the Board;
- (b) the names of the Directors present at or participating in each meeting of the Board and of any committee or sub-committee of the Board; and
- (c) all resolutions, dissenting views and proceedings at all meetings of the Association and the Board and the AGM and any General Meeting, and of those committees or sub-committees of the Board.

Such minutes shall be confirmed at the next appropriate meeting and if approved, shall be signed by the chairman of the relevant meeting. Such signature of the chairman shall be conclusive evidence of the correctness of the minutes.

20. Board's discretion to make further rules

Subject to these articles, the Board may make any rule that it may think fit about how:

- (a) it makes decisions; and
- (b) the rules are to be recorded or communicated to Directors.

Division 3—Appointment and Retirement of Directors

21. Appointment and retirement of Directors

- (1) The first Directors shall be nominated by the Founder Members. The Directors shall be elected at the AGM and shall serve a term of office for two years. All Directors shall retire biennially at the time of the calling to order of the AGM. All Directors shall be eligible for re-election. The President, the Chairman, the Vice-Chairmen and the Vice-Presidents of the Association shall hold office again when they stand for re-election and are re-elected.
- (2) Nominations for candidates for election to become a Director may be made by any full Member. Such nominations must be made by the president or the chairman of the full Member concerned and delivered to the Hon. Secretary of the Association not later than three days before the date fixed for the holding of the AGM. The candidate who is firstly nominated and elected as a director shall only serve as a board member other than being an office bearer in his or her first 2-year term of office.
- (3) The President and the Chairman shall be elected among those vice-presidents and vice-chairmen either of their existing term of office or in the immediate past term of office.
- (4) The Board may, having regard to its diversity (including various expertise required for effective governance and fair representation of the interest of the stakeholders of the Association as a whole), fill at its discretion any vacancy occurring in the Board except that of the President. In the event when the President shall be absent from Hong Kong or shall not be available, the

President shall appoint the Chairman, one of the Vice-Chairmen or one of the Vice-Presidents as the Acting President to fill the casual vacancy for the period during his absence.

22. Composite resolution

- (1) This article applies if proposals are under consideration concerning the appointment of 2 or more Directors to offices with the Association or any other body corporate.
- (2) The proposals may be divided and considered in relation to each Director separately.
- (3) Each of the Directors concerned is entitled to vote (if the Director is not for another reason precluded from voting) and be counted in the quorum in respect of each resolution except that concerning the Director's own appointment.

23. Termination of Director's appointment

A person ceases to be a Director if the person:-

- (a) ceases to be a Director under the Ordinance or the Companies (Winding Up and Miscellaneous Provisions) Ordinance, Chapter 32 of the Laws of Hong Kong or is prohibited from being a Director by law;
- (b) becomes bankrupt or makes any arrangement or composition with the person's creditors generally;
- (c) becomes a mentally incapacitated person;
- (d) resigns the office of Director by notice in writing of the resignation in accordance with Section 464(5) of the Ordinance;
- (e) fails to attend 6 Board meetings without reasonable explanation;
- (f) is removed from the office of Director by an ordinary resolution of a Members' Meeting;
- (g) is removed from the office of Director by a resolution passed by at least three-quarters of the Directors present at or participating in a Board meeting; or
- (h) passed away.

Division 4—Directors' Indemnity and Insurance

24. Indemnity

- (1) A Director or a former Director may be indemnified out of the Association's assets against any liability incurred by such Director to a person other than the Association or an associated company of the Association in connection with any negligence, default, breach of duty or breach of trust in relation to the Association or an associated company (as the case may be).
- (2) Paragraph (1) just above only applies if the indemnity does not cover:
 - (a) any liability of the Director 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 Director in:
 - (i) defending criminal proceedings in which the Director is convicted;
 - (ii) defending civil proceedings brought by the Association, or an associated company of the Association, in which judgment is given against the Director;
 - (iii) defending civil proceedings brought on behalf of the Association by a Member or a member of an associated company, in which judgment is given against the Director;
 - (iv) defending civil proceedings brought on behalf of an associated company of the Association 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 Director; or
 - (v) connection with an application for relief under Section 903 or 904 of the Ordinance, in which the Court refuses to grant the Director relief.

- (3) A reference in Paragraph (2)(b) just above to a conviction, judgment or refusal of relief is a reference to the final decision in the proceedings.
- (4) For the purposes of Paragraph (3) 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.
- (5) For the purpose of Paragraph (4)(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.

25. Insurance

The Board may decide to purchase and maintain insurance, at the expense of the Association, for a Director, or the board of directors of an associated company, against:

- (a) any liability to any person attaching to the Director in connection with any negligence, default, breach of duty or breach of trust (except for fraud) in relation to the Association or the associated company (as the case may be); or
- (b) any liability incurred by the Director in defending any proceedings (whether civil or criminal) taken against the Director for any negligence, default, breach of duty or breach of trust (including fraud) in relation to the Association or associated company (as the case may be).

Division 5—Company Secretary

26. Appointment and removal of company secretary

- (1) The Board may appoint a company secretary for a term, at a remuneration and on conditions it may think fit.
- (2) The Board may remove a company secretary appointed by it.

Part 5

Members

Division 1—Becoming and Ceasing to be Member

27. Application for membership

- (a) The Association shall be affiliated with the Badminton World Federation, Badminton Asia and the Sports Federation & Olympic Committee of Hong Kong, China.
- (b) Membership is open to only clubs and sports organizations within Hong Kong, which include badminton among their activities. They may become affiliated or full Member with the Association. Each of such clubs or sports organizations must submit a written membership application to the Hon. Secretary of the Association together with payment of an initial entrance fee of HK\$600.00 and an annual subscription of HK\$360.00 or at such rate as may be determined by the Board from time to time. If an application is not approved, the initial entrance fee and the annual subscription shall be refunded to the applicant in full without interest.
- (c) An initial entrance fee shall be charged and payable by each club and sports organization upon its admission to the Association. All Members shall pay an annual subscription to the Association. Such subscription and/or fees for the ensuing season are payable annually upon written notice to be given to them by the Board.
- (d) All clubs and sports organizations whose application for membership is approved by the Board shall become an affiliated Member. An affiliated Member subject to Paragraph (e) just below shall be entitled to enjoy all rights and shall bear all the obligations of a full Member save and except that an affiliated Member shall not be entitled to any vote in any meetings of the Association and shall not be entitled to be elected as a member or an office bearer of the Board.

- (e) All clubs and sports organizations which have completed at least two years' affiliated membership with the Association may apply in writing to the Board for full membership. The Board shall have the power in its absolute discretion to approve, reject or defer consideration of such application. The number of full membership of these clubs and sports organizations shall be limited to fifty (50).
- (f) The Board shall have absolute discretion in accepting or refusing any membership. In the event of a refusal, the Board shall not be required to give any reasons therefor.
- (g) All annual subscriptions and/or fees for the ensuing season are payable before the date of convening of the AGM, or when first affiliated. Any Members in arrears of annual subscription for a period of six consecutive months shall automatically lose membership. But membership shall be reinstated upon the payment of all annual subscription arrears and administration fee and approved by the Board.
- (h) Any Member whose subscription and/or or fee is/are in arrears shall forfeit the right to participate in the AGM and General Meetings and the matches, tournaments or competitions played under the auspices of the Association.
- (i) For the purpose of these regulations, it is hereby notified that all bona-fide members of the clubs and sports organizations which are affiliated with the Association or full Members are considered Members for the purpose of tournament and league play.
- (j) No member of any full or affiliated Members shall take part in any badminton match, tournament or competition other than those approved by the Board.

28. Termination of membership

- (a) Any full or affiliated Member, or its bona-fide members offending the rules of the Association shall be dealt with by the Association under Paragraph (e) just below.
- (b) Any Member may withdraw from the Association by giving notice in writing to the Hon. Secretary of the Association.
- (c) When a club and sports organization ceases to be a Member either by resignation or otherwise, the Association shall not return any subscription or fee paid by such Member before it ceases to be a Member but it is obliged to pay the outstanding subscription or fee not yet paid.
- (d) If it has been proved to the satisfaction of the Board that a full or affiliated Member or a player, official or individual member of such Member has been guilty of a breach of any of these articles, or any rules that may be formulated by the Board from time to time in relation to any matches, tournaments, competitions or leagues, the Board shall have the power to order the name of the Member, the offending player, official or individual member of such Member to be removed or suspended from membership of the Association, or to deal with the offence in any manner that the Board may think fit, and any full or affiliated Member or player, official or individual member of such Member with the knowledge of such event, playing with or against the offending Member or player, official or individual member after such removal, or during such time of suspension, shall also be dealt with in such manner as the Board may think fit. No player, official or individual member of any full or affiliated Member suspended or removed from this Association shall be eligible for membership of any other club or sports organization affiliated with this Association without the special permission of the Board.

Such removal shall be effected by a resolution passed at a meeting by at least three-quarters of all the Directors present or participating provided that at least 7 days before the meeting at which such resolution is to be considered and passed, the Member facing such expulsion shall have had notice thereof and of the intended resolution for his expulsion and shall be allowed to give a written or oral explanation in his defence for consideration by the Board.

- (e) Members may be held responsible for the conduct of any of their players, officials or members participating in or watching any badminton match, tournament or competition played in Hong Kong, or elsewhere in which a team from Hong Kong is a participant, and may be dealt with in accordance with the provisions laid down in Paragraph (e) just above.
- (f) The Board may declare anyone a professional badminton player, only upon documentary proof, or upon proof of the facts submitted.

- (g) The Board may reinstate anyone who has been declared a professional badminton player and removed from any suspension.
- (h) Any person or Member aggrieved by any action taken under Paragraph (e) just above may appeal to the Board by giving notice in writing to the Hon. Secretary of the Association within 3 days on the grounds that rules have been mis-interpreted or fresh evidence is available. The Hon. Secretary shall thereupon inform the appellant that the penalty is suspended pending the hearing of such an appeal.
- (i) The Board shall have power to vary, rescind or confirm such decision, and to require a deposit of HK\$100.00 from the appellant towards expenses incurred by the Hon. Secretary of the Association in preparing the necessary evidence for the appeal. The amount shall be returned in full if the appeal is upheld. If the appeal is turned down, the Board shall retain such sum as is considered appropriate to cover legitimate expenses.
- (j) At the hearing of such appeal, no Director representing the appellant person or Member, shall be entitled to vote at the hearing of such appeal by the Board.

29. Expulsion of Members

Any Member shall, in addition to the circumstances stated in Article 28 just above in which it ceases membership, be expelled from being a Member if:

- (a) its annual subscription is more than three years in arrears, or if it shall persistently neglect or refuse to pay any other fees which may be due from it to the Association; but it may be re-admitted by a resolution passed at any meeting of the Board and on paying its subscription or other fees in arrears;
- (b) it shall neglect or refuse to comply with any provision of these articles and/or the rules for the time being of the Association, after a written notice sent to it by registered post by the company secretary on the instructions of the Board directing its attention to such neglect or refusal;
- (c) it is removed as a Member by an ordinary resolution passed at a Members' Meeting;
- (d) it is being wound-up or dissolved;
- (e) its deeds and acts have, in the reasonable opinion of the Board, brought the Association into disrepute or have been injurious to the interests of the other Members; or
- (f) it is convicted of any indictable or criminal offence.

Division 2—Organization of Members' Meetings

30. Members' Meetings

- (1) Subject to Sections 611, 612 and 613 of the Ordinance, the Association must, in respect of each financial year of the Association, hold a general meeting as the Annual General Meeting in accordance with Section 610 of the Ordinance.
- (2) The Board may, if they think fit, call a General Meeting.
- (3) The Board, whenever it thinks fit, may convene a General Meeting; a General Meeting shall also be convened on the written requisition of not less than three (3) full Members or not less than 5% of the total number of the Members having the rights to vote at such meeting (whichever is the lower). If such requisition for a General Meeting is received, an emergency meeting for discussing the requisition will be convened by the Board within 7 days of the receipt of the requisition.

The Board has a discretion to decide whether to accept or refuse the requisition. If the requisition is refused, a reply letter must be sent out by the Hon. Secretary to requisitioned Members.

If the requisition is accepted, the General Meeting shall be convened within 2 weeks after the conclusion of the emergency meeting of the Board and at least 14 days' written notice shall be given specifying the purpose, place, hour and date of the meeting and shall be given to all those entitled to attend the General Meeting. Articles 35 and 42 of Part B of these articles will be applicable to all General Meetings. A General Meeting shall be presided over as for an AGM (see Article 36 of Part B of these articles).

- (4) The Board may, if considered reasonable and proper, postpone any Members' Meeting convened but not yet held or change the format thereof and the postponed meeting shall be held within three months from the date of the notice of postponement or change of format subject to the provisions of the Ordinance.

31. Notice of Members' Meetings

- (1) An AGM must be called by notice of at least 21 days in writing.
- (2) A General Meeting must be called by notice of at least 14 days in writing.
- (3) The notice is exclusive of:
 - (a) the day on which it is served or deemed to be served; and
 - (b) the day for which it is given.
- (4) The notice must:
 - (a) specify the date and time of the meeting;
 - (b) specify the place of the meeting (and if the meeting is to be held in 2 or more places, the principal place of the meeting and the other place or places of the meeting);
 - (c) state the general nature of the business to be dealt with at the meeting;
 - (d) for a notice calling an AGM, state that the meeting is an AGM; and for a notice calling a General Meeting, state that the meeting is a General Meeting;
 - (e) if a resolution (whether or not a special resolution) is intended to be moved at the meeting—
 - (i) include notice of the resolution; and
 - (ii) include or be accompanied by a statement containing any information or explanation that is reasonably necessary to indicate the purpose of the resolution;
 - (f) if a special resolution is intended to be moved at the meeting, specify the intention and include the text of the special resolution; and
 - (g) contain a statement specifying a Member's right to appoint a proxy under Section 596(1) of the Ordinance.
- (5) Paragraph (4)(e) just above does not apply in relation to a resolution of which notice has been:
 - (a) included in the notice of the meeting under Section 567(3) or 568(2) of the Ordinance; or
 - (b) given under Section 615 of the Ordinance.
- (6) Despite the fact that a Members' Meeting is called by shorter notice than that specified in this article, it is regarded as having been duly called if it is so agreed:
 - (a) for an AGM, by all the Members entitled to attend and vote at the meeting; and
 - (b) in any other case, by a majority in number of the Members entitled to attend and vote at the meeting, being a majority together representing at least 95% of the total voting rights at the meeting of all the Members.

32. Persons entitled to receive notice of Members' Meetings

- (1) Notice of a Members' Meeting must be given to:
 - (a) such persons as are, under the regulations of the Association, entitled to receive such notices from the Association;
 - (b) every Director; and
 - (c) the hon. secretary of each full / affiliated Members.
- (2) If notice of a Members' Meeting or any other document relating to the meeting is required to be given to a Member, the Association must give a copy of it to its auditor (if more than one auditor, to every one of them) at the same time as the notice or the other document is given to the Member.

33. Accidental omission to give notice of Members' Meetings

Any accidental omission to give notice of a Members' Meeting to, or any non-receipt of notice of a Members' Meeting by, any person entitled to receive notice does not invalidate the proceedings at the meeting.

34. Attendance and speaking at Members' Meetings

- (1) A person is able to exercise the right to speak at a Members' Meeting when the person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions that the person has on the business of the meeting.
- (2) A person is able to exercise the right to vote at a general meeting when:
 - (a) the person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
 - (b) the person's vote can be taken into account in determining whether or not those resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- (3) The Board may make whatever arrangements it considers appropriate to enable those attending a Members' Meeting to exercise their rights to speak or vote at it.
- (4) In determining attendance at a Members' Meeting, it is immaterial whether any 2 or more Members attending it are in the same place as each other.
- (5) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have rights to speak and vote at the meeting, they are able to exercise them.

35. Quorum for Members' Meeting

- (1) 30% of the total number of the full Members present by authorised representative or by proxy constitute a quorum at a Members' Meeting.
- (2) No business other than the appointment of the chairperson of the meeting is to be transacted at a Members' Meeting if the persons attending it do not constitute a quorum.

36. Chairing Members' Meetings

- (1) If the President of the Board is present at a Members' Meeting and is willing to preside as chairperson at the meeting, the meeting is to be presided over by him.
- (2) The Directors present at a Members' Meeting must elect one of them to be the chairperson if:
 - (a) there is no President of the Board;
 - (b) the President is not present within 15 minutes after the time appointed for holding the meeting;
 - (c) the President is unwilling to act as the chairperson; or
 - (d) the President has given notice to the Association of the intention not to attend the meeting.
- (3) The Members present at a Members' Meeting must elect one of them to be the chairperson if:
 - (a) no Director is willing to act as chairperson; or
 - (b) no Director is present within 15 minutes after the time appointed for holding the meeting.
- (4) A proxy may be elected to be the chairperson of a Members' Meeting by a resolution of the Association passed at the meeting.

37. Attendance and speaking by non-Members

- (1) Directors may attend and speak at general meetings, whether or not they are Members.
- (2) The chairperson of a Members' Meeting may permit other persons to attend and speak at the Members' Meeting even though they are not:
 - (a) Members; or
 - (b) otherwise entitled to exercise the rights of Members in relation to Members' Meetings.

38. Adjournment

- (1) If a quorum is not present within fifteen minutes from the time appointed for holding a Members' Meeting, the meeting may:
 - (a) if called on the request of Members, be dissolved; or
 - (b) in any other case, be adjourned to the same day in the next week, at the same time and place, or to another day and at another time and place that the Board may determine.
- (2) If at the adjourned meeting, a quorum is not present within half an hour from the time appointed for holding the meeting, the Member or Members present by authorized representative or by proxy constitute a quorum.
- (3) The President or in his absence, the Chairman, may adjourn a Members' Meeting at which a quorum is present if:
 - (a) the meeting consents to an adjournment; or
 - (b) it appears to the chairperson that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- (4) The chairperson must adjourn a Members' Meeting if directed to do so by the meeting.
- (5) When adjourning a Members' Meeting, the chairperson must specify the date, time and place to which it is adjourned.
- (6) Only the business left unfinished at the Members' Meeting may be transacted at the adjourned meeting.
- (7) If a Members' Meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for an original meeting.
- (8) If a Members' Meeting is adjourned for less than 30 days, it is not necessary to give any notice of the adjourned meeting.

Division 3—Voting at Members' Meetings

39. General rules on voting

- (1) A proposed resolution put to the vote of a Members' Meeting must be decided on a show of hands unless a poll is duly demanded in accordance with these articles.
- (2) If there is an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, is entitled to a second or casting vote.
- (3) On a vote on a proposed resolution on a show of hands at a Members' Meeting, a declaration by the chairperson that the resolution:
 - (a) has or has not been passed; or
 - (b) has been passed by a particular majority,is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (4) An entry in respect of the declaration in the minutes of the meeting is also conclusive evidence of that fact without the proof.

40. Errors and disputes

- (1) Any objection to the qualification of any person voting at a Members' Meeting may only be raised at the meeting or adjourned meeting at which the vote objected to is tendered, and a vote not disallowed at the meeting is valid.
- (2) Any objection must be referred to the chairperson of the meeting whose decision is final.

41. Demanding a poll

- (1) A poll on a resolution may be demanded:
 - (a) in advance of the Members' Meeting where it is to be put to the vote; or

- (b) at a Members' Meeting, either before or on the declaration of the result of a show of hands on that resolution.
- (2) A poll on a resolution may be demanded by:
 - (a) the chairperson of the meeting;
 - (b) at least 2 Members present by authorized representative or by proxy; or
 - (c) any Member or Members present by authorized representative or by proxy and representing at least 5% of the total voting rights of all the Members having the right to vote at the meeting.
- (3) The instrument appointing a proxy is regarded as conferring authority to demand or join in demanding a poll on a resolution.
- (4) A demand for a poll on a resolution may be withdrawn.

42. Number of votes a Member has

- (1) All Members are entitled to attend the AGM but only one nominated and duly accredited member of each full Member shall be entitled to vote subject to Articles 34(2) and 41(2) of Part B of these articles. The nominated and duly accredited member of each full Member is entitled to one vote.
- (2) A full Member shall have no voting power at an AGM or General Meeting if it has not participated in any of the Association's Team competitions during the last two consecutive years. For the avoidance of doubt, the Association's Leagues shall mean the Doubles Leagues and other Teams Competitions.
- (3) Subject to the provisions of the Ordinance, every proposal (except for a proposed special resolution) at an AGM, a General Meeting or other meeting shall be seconded and decided by a simple majority of votes of those present and entitled to vote.

43. Votes of mentally incapacitated authorized representatives of Members

A full Member represented by its authorized representative who is a mentally incapacitated person shall not vote, whether on a show of hands or on a poll.

44. Content of proxy notices

- (1) A proxy may only validly be appointed by a notice in writing (proxy notice) that:
 - (a) states the name and address of the Member appointing the proxy;
 - (b) identifies the person appointed to be that Member's proxy and the Members' Meeting in relation to which that person is appointed;
 - (c) is authenticated, or is signed on behalf of the Member appointing the proxy; and
 - (d) is delivered to the Association in accordance with these articles and any instructions contained in the notice of the Members' Meeting in relation to which the proxy is appointed.
- (2) The Association may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes. A proxy must be a full Member.
- (3) If the Association requires or allows a proxy notice to be delivered to it in electronic form, it may require the delivery to be properly protected by a security arrangement it specifies.
- (4) A proxy notice may specify how the proxy appointed under it is to vote (or that the proxy is to abstain from voting) on one or more resolutions dealing with any business to be transacted at a Members' Meeting.
- (5) Unless a proxy notice indicates otherwise, it must be regarded as:
 - (a) allowing the person appointed under it as a proxy to exercise his discretion as to how to vote on any ancillary or procedural resolutions put to the Members' Meeting; and
 - (b) appointing that person as a proxy in relation to any adjournment of the Members' Meeting to which it relates as well as the meeting itself.

45. Execution of appointment of proxy on behalf of Member appointing the proxy

If a proxy notice is not authenticated, it must be accompanied by written evidence of the authority of the person who executed the appointment to execute it on behalf of the Member appointing the proxy.

46. Delivery of proxy notice and notice revoking appointment of proxy

- (1) A proxy notice does not take effect unless it is received by the Association:
 - (a) for a Members' Meeting or adjourned Members' Meeting, at least 48 hours before the time appointed for holding the meeting or adjourned meeting; and
 - (b) for a poll taken more than 48 hours after it was demanded, at least 24 hours before the time appointed for taking the poll.
- (2) An appointment under a proxy notice may be revoked by delivering to the Association a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- (3) A notice revoking the appointment only takes effect if it is received by the Association:
 - (a) for a Members' Meeting or adjourned Members' Meeting, at least 48 hours before the time appointed for holding the meeting or adjourned meeting; and
 - (b) for a poll taken more than 48 hours after it was demanded, at least 24 hours before the time appointed for taking the poll.

47. Effect of Member's voting by authorized representative on proxy's authority

- (1) A proxy's authority in relation to a resolution is to be regarded as revoked if the Full Member which has appointed the proxy:
 - (a) attends by its authorized representative the Members' Meeting at which the resolution is to be decided; and
 - (b) exercises, in relation to the resolution, the voting right that the Full Member is entitled to exercise.
- (2) A Full Member which is entitled to attend, speak or vote by its authorized representative (either on a show of hands or on a poll) at a Members' Meeting remains so entitled in respect of the meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Association by or on behalf of the Full Member.

48. Effect of proxy votes in case of winding-up, dissolution etc. of Member appointing the proxy

- (1) A vote given in accordance with the terms of a proxy notice is valid despite:
 - (a) the previous winding-up or dissolution of the Member appointing the proxy; or
 - (b) the revocation of the appointment of the proxy or of the authority under which the appointment of the proxy is executed.
- (2) Paragraph (1) just above does not apply if notice in writing of the winding-up, dissolution or revocation is received by the Association:
 - (a) for a Members' Meeting or adjourned Members' Meeting, at least 48 hours before the time appointed for holding the meeting or adjourned meeting; and
 - (b) for a poll taken more than 48 hours after it was demanded, at least 24 hours before the time appointed for taking the poll.

49. Amendments to proposed resolutions

- (1) An ordinary resolution to be proposed at a Members' Meeting may be amended by ordinary resolution if:
 - (a) notice of the proposed amendment is given to the company secretary in writing; and
 - (b) the proposed amendment does not, in the reasonable opinion of the chairperson of the meeting, materially alter the scope of the resolution.
- (2) The notice must be given by a person entitled to vote at the Members' Meeting at which it is to be proposed at least 48 hours before the meeting is to take place (or a later time the chairperson of the meeting determines).
- (3) A special resolution to be proposed at a Members' Meeting may be amended by ordinary resolution if:

- (a) the chairperson of the meeting proposes the amendment at the meeting at which the special resolution is to be proposed; and
 - (b) the amendment merely corrects a grammatical or other non-substantive error in the special resolution.
- (4) If the chairperson of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the vote on that resolution remains valid unless the Court orders otherwise.

Part 6

Miscellaneous Provisions

Division 1—Communications to and by Association

50. Means of communication to be used

- (1) Subject to these articles, anything sent or supplied by or to the Association under these articles may be sent or supplied in any way in which Part 18 of the Ordinance provides for documents or information to be sent or supplied by or to the Association for the purpose of the Ordinance.
- (2) Subject to these articles, any notice or document to be sent or supplied to a Board in connection with the taking of decisions by the Board may also be sent or supplied by the means by which that Board has asked to be sent or supplied with such a notice or document for the time being.
- (3) The Board may agree with the Association that notices or documents sent to the Board in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

Division 2—Administrative Arrangements

51. Common Seal

- (1) The Common Seal may only be used by the authority of the Board.
- (2) The Common Seal must be a metallic seal having the Association's name engraved on it in legible form.
- (3) Subject to Paragraph (2) just above, the Board may decide by what means and in what form the Common Seal is to be used.
- (4) Unless otherwise decided by the Board, if the Association has a Common Seal and it is affixed to a document, the document must also be signed by the President, the Hon. Secretary and one other Director, or by such other person or persons as the Board shall from time to time appoint or authorize.

52. No right to inspect accounts and other records

A person is not entitled to inspect any of the Association's accounting or other records or documents merely because of being a Member, unless the person is authorized to do so by:

- (a) an enactment;
- (b) an order under Section 740 of the Ordinance;
- (c) the Board; or
- (d) an ordinary resolution of the Association.

53. Auditor's insurance

- (1) Only in furtherance of the objects of the Association but not otherwise, the Board may decide to purchase and maintain insurance, at the expense of the Association, for an auditor of the Association, 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 auditor in relation to the Association or associated company (as the case may be); or

- (b) any liability incurred by the auditor in defending any proceedings (whether civil or criminal) taken against the auditor for any negligence, default, breach of duty or breach of trust (including fraud) occurring in the course of performance of the duties of auditor in relation to the Association or associated company (as the case may be).
- (2) In this article, a reference to performance of the duties of auditor includes the performance of the duties specified in Sections 415(6)(a) and (b) of the Ordinance.

54. Winding up and 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 "net assets"), the net assets shall not be paid to or distributed among the Members 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 amongst its or their members to an extent at least as great as is imposed on the Association under or by virtue of Article 3 of Part B of these articles and this Article, such institution or institutions to be determined by a resolution of the Members at or 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 the matter. If and so far as effect cannot be given to the aforesaid provisions, the net assets shall be applied for charitable purposes as directed by a Judge of the High Court of Hong Kong having jurisdiction in the matter.

55. Accounts

- (1) The Directors must prepare annual financial statements for each accounting reference period as required by the Ordinance. The financial statements must be prepared to show a true and fair view and follow accounting standards issued or adopted by the HKICPA or its successors and adhere to all of its recommended practices.
- (2) The Directors must keep accounting records (including donation receipts) as required by the Ordinance.
- (3) The Board shall cause proper books of account to be kept with respect to:-
 - (i) all sums of money received and expended by the Association and the matter in respect of which the receipt and expenditure takes place; and
 - (ii) the assets and liabilities of the Association.
- (4) The funds of the Association which are not required for current expenses may, on the direction of the Board, be deposited in a licensed bank or banks or invested in such public stock, government securities or other funds as the Board may deem fit.
- (5) In case debts are incurred, the debts will be settled by the general funds of the Association. If the general funds of the Association are insufficient to meet the debts, the deficient amount will be equally shared by all Members.
- (6) The books of account shall be kept by Hon. Treasurer. All receipts shall be deposited in an account in the name of the Association maintained with a reputable licensed bank in Hong Kong and all cheques thereon shall be signed jointly by the Hon. Treasurer and the Hon. Secretary and/or the President. In the absence of the Hon. Treasurer, the other two signatories may be permitted to sign jointly.
- (7) The Hon. Treasurer shall present at each Board meeting a report on the finances of the Association and an audited statement of financial position as at 31st December (or any financial year end date that the Board may reasonably determine) and an audited income and expenditure account for the year as at that date, shall also be laid before the Board at its meeting before the AGM.

Division 3—Other Rules

56. Board's rulings

All matters not specially provided by these articles shall be left to the decision of the Board whose ruling shall be final and conclusive.

57. Board's interpretation

Any question as to the interpretation of these articles shall be left to the Board whose decision on any point shall be final and binding on all the persons, clubs and sports organisations affected.

58. Anti-doping

The Anti-Doping Rules promulgated by The Sports Federation & Olympic Committee of Hong Kong, China and/or Hong Kong Anti-Doping Board (as the case may be) from time to time shall be incorporated into these articles and any contestant(s) taking part in any of the activities of the Association or any activities with which the Association may be associated or affiliated, who act(s) in breach thereof, shall be subject to discipline as imposed by the Board as it deems fit and proper.

59. Anti-corruption and code of conduct

Each of the Directors, members of the committees and sub-committees of the Board, as well as the officers, staff and employees of the Association 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.

The Board should from time to time make reference to and consider for adoption the appropriate recommended principles, standards and practices set out in the following, amongst others, 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.