

THE COMPANIES ORDINANCE (CHAPTER 32)

Company Limited by Guarantee
and not having a Share Capital

MEMORANDUM OF ASSOCIATION

OF

HONG KONG ARCHERY ASSOCIATION

(香港射箭總會)

1. The name of the company is “HONG KONG ARCHERY ASSOCIATION (香港射箭總會)” (“the Association”).
2. The registered office of the Association will be situated in Hong Kong Special Administrative Region.
3. The objects for which the Association is established are: -
 - (a) to promote and maintain interest in the sport of Archery in Hong Kong Special Administrative Region in accordance with the high spirit and honourable traditions of that one of the most ancient sports;
 - (b) to promote and uphold the spirit of Olympism in Hong Kong Special Administrative Region;
 - (c) to establish friendly and loyal co-operation among its members and participants for the benefit of Archery in Hong Kong Special Administrative Region;
 - (d) to organise, co-ordinate and compile rules and regulations governing Archery competitions in or outside Hong Kong Special Administrative Region in conformity with the rules and regulations set up and enforced by international federation and to participate or manage for its members or other persons to participate in Archery competitions or

functions organised by other bodies interested in Archery both in or outside Hong Kong Special Administrative Region;

- (e) to acquire and take over all or any part of the assets and liabilities of the unincorporated body known as "Hong Kong Archery Association (香港射箭總會)" which was exempted from registration under the Societies Ordinance (Cap. 151);
- (f) to ensure that all competitions conform with the spirit of the international federation; and
- (g) to send teams abroad to participate in competitions to improve the standard of Archery in Hong Kong.
- (h) to establish and promote good standard of practice, to repress malpractice, to settle disputed points of practice and to decide all manner of questions of usage or courtesy between or among the archers and to govern or regulate Archery in Hong Kong Special Administrative Region;

The Association shall have the following powers exercisable in furtherance of the said objects but not otherwise: -

- (i) to take initiative, to give directives, to define programmes, to promulgate rules and regulations, to distribute information and technical data, in order to develop Archery in Hong Kong Special Administrative Region with the best spirit of collaboration;
- (ii) to promote, arrange, organise and conduct conferences, meetings, discussions, seminars, lectures, and any other type of Archery activities thought appropriate by the Executive Committee to deal with all aspects of Archery;
- (iii) to print, publish or otherwise disseminate or procure the printing, publishing or other dissemination gratuitously or otherwise of any reports, periodicals, books, newspapers, pamphlets, leaflets, or other documents and to broadcast, televise or to make and issue or otherwise show films and videotapes or to procure the broadcasting, television or the making, issuing and showing of films;
- (iv) to seek and maintain membership with local or international organizations of like nature to that of the Association;
- (v) subject to S.17 of the Companies Ordinance (Cap. 32), to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Association

may think necessary or convenient for the promotion of the object, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Association;

- (vi) to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association as the Association may think expedient with a view to the promotion of the objects;
- (vii) to undertake and execute any trusts which may lawfully be undertaken by the Association and may be conducive to the objects;
- (viii) to raise funds and to obtain financial assistance through patronship, donations, sponsorship or otherwise for the attainment of any or all of the objects of the Association with the intent that the funds of the Association, however derived or obtained, shall be applied solely towards the costs and expenses incurred in the attainment of any or all of the objects of the Association;
- (ix) to borrow money for the purpose of the Association on such terms and on such security as the Association may think fit;
- (x) to invest the moneys of the Association, not immediately required for its purposes, in or upon such investments, securities of property as the Association may think fit;
- (xi) to establish and support or aid in the establishment and support of any Archery associations or institutions with similar objects of the Association and to subscribe or guarantee money for any charitable purpose in any way connected with the purposes of the Association or calculated to further the objects; and
- (xii) to do all such other lawful things as are incidental or conducive to the attainment of the objects or any of them.

PROVIDED THAT: -

- (a) 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.
- (b) The objects of the Association shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
- (c) The powers set forth in the Seventh Schedule of the Companies Ordinance (Cap. 32) are hereby excluded.

4. (i) The income and property of the Association, however derived, shall be applied solely towards the promotion of the objects of the Association as set out in this Memorandum of Association.
- (ii) Subject to clauses (iv) and (v) 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, to the members of the Association.
- (iii) No member of the Executive Committee or governing body of the Association 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 clause (v) below) shall be given by the Association to any member of the Executive Committee or governing body.
- (iv) Nothing herein shall prevent the payment, in good faith, by the Association of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association not being a member of the Executive Committee or governing body of the Association in return for any services actually rendered to the Association.
- (v) Nothing herein shall prevent the payment, in good faith, by the Association: -
- (a) to any member of its Executive Committee or governing body of out-of-pocket expenses;
 - (b) of interest on money lent by any member of the Association or its Executive Committee or governing body at a rate per year not exceeding 2% above the prime rate prescribed for the time being by The Hongkong and Shanghai Banking Corporation Limited for Hong Kong dollar loans;
 - (c) of reasonable and proper rent for premises demised or let by any member of the Association or of its Executive Committee or governing body;
 - (d) of remuneration or other benefit in money or money's worth to a body corporate in which a member of the Association or of its Executive Committee or 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 capital or controlling not more than a one-hundredth part of its votes.

- (vi) No person shall be bound to account for any benefit he may receive in respect of any payment properly paid in accordance with clauses (iv) and (v) above.
- 5. The liability of the members is limited.
- 6. 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 ceases to be a member, and of the costs, charges and expenses of winding-up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding HK\$100.00.
- 7. 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 amongst 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 and in default thereof by a Judge of the High Court of Hong Kong Special Administrative Region having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.
- 8. True accounts shall be kept of the sum of money received and expended by the Association and the matters in respect of which such receipts and expenditure take 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 in force, such accounts shall be open to 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.
- 9. No addition, alteration or amendment shall be made to or in this Memorandum of Association or the Articles of Association for the time being in force, unless such alteration has previously been submitted to and approved by the Registrar of Companies in writing.

We, the several persons whose names, addresses and descriptions are hereto subscribed, are desirous of being formed into a company in pursuance of this

Memorandum of Association: -

Names, Addresses and Descriptions of Subscribers

LAU KUN HUNG, TERRY (劉根雄)

Civil Servant

1st Floor, 21 Hang Tau Village,
Sheung Shui, New Territories, Hong Kong

YU KAM MING (余鑑明)

Laboratory Technician

Flat 4C, Block 8, Willow Mansions,
Whampoa Garden, Kowloon,
Hong Kong

TSUI WAI HUNG (徐偉雄)

Police Superintendent

7, Ground Floor, Wong Keng Tei Village,
Sai Kung, New Territories
Hong Kong

SHUM KIT PUI (沈潔蓓)

Housewife

7, Ground Floor, Wong Keng Tei Village,
Sai Kung, New Territories

Dated the day of 2007

WITNESS to the above signatures: -

Simon S. M. Lau

Solicitor

Hong Kong Special Administrative Region

LAU & NGAN, Solicitors

Room 57, New Henry House,

10 Ice House Street, Central,

Hong Kong

THE COMPANIES ORDINANCE (CHAPTER 32)

Company Limited by Guarantee
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ARTICLES OF ASSOCIATION

OF

HONG KONG ARCHERY ASSOCIATION

(香港射箭總會)

PRELIMINARY

1. In these Articles the words standing in the first column of the table below shall bear the meanings set opposite to them respectively in the second column if not inconsistent with the subject or context.

WORDS

MEANINGS

“Annual General Meeting”	the Annual General Meeting of the Association;
“Articles”	these Articles of Association as amended from time to time;
“Archery”	including but not limited to, any form of archery recognized by the Executive Committee from time to time;
“Associate Members”	as defined in Article 7 (a)(ii);
"Association"	HONG KONG ARCHERY ASSOCIATION (香港射箭總會);
“Auditors”	the Auditors as appointed by the Association from time to time;

“Chairman”	the Chairperson of the Association elected from time to time;
“Executive Committee”	the Executive Committee of the Association comprised of Officers and Committee Members having the authority and obligations as set out in these Articles and any reference to the Committee in these Articles shall be construed (where applicable) as including a reference to any properly constituted Sub-Committee appointed by the Executive Committee;
“Extraordinary General Meeting”	a General Meeting of the Association other than the Annual General Meeting;
“General Meeting”	either an Annual General Meeting or an Extraordinary General Meeting of the Association;
“Honorary Members”	as defined in Article 7 (a) (iv);
“Hong Kong”	the Hong Kong Special Administrative Region;
“Individual Associate Members”	as defined in Article 7 (a) (iii);
“Individual Members”	as defined in Article 7 (a) (i);
“Office”	the Registered Office of the Association;
“Officer”	each and all of the Officers referred to in Article 12 and reference to “an Officer” and “an Office” shall be construed accordingly;
“Ordinance”	the Companies Ordinance, Chapter 32, Laws of Hong Kong Special Administrative Region, including any statutory modification or re-enactment, thereof for the time being in force;
“Ordinary Resolution”	A Resolution which is passed by more than 50% of the votes cast by such Ordinary Members having the right to vote (whether by post or present in person or by proxy) at a General Meeting;
“President”	the President of the Association elected from time to time pursuant to Article 11;

“Register of Members”	the Register of Members kept by the Association pursuant to Article 4;
"Seal"	the Common Seal of the Association;
"Secretary"	the Honorary Secretary General of the Association elected from time to time pursuant to these Articles;
“Special Resolution”	a Resolution passed by not less than 75% of the votes cast by such Ordinary Members having the right to vote (whether by post or present in person or by proxy) at a General Meeting;
“Sub-Committee”	any properly constituted Sub-Committee appointed by the Executive Committee from time to time pursuant to Article 18/or Ad hoc Committee set up by the Executive Committee from time to time;
"Treasurer"	an Officer of the Executive Committee elected from time to time to perform the duties of treasurer of the Association.
“Vice-Chairman”	the Vice-Chairperson of the Association elected from time to time pursuant to Article 12;
“Vice-President”	the Vice-President or Vice-Presidents of the Association elected from time to time pursuant to Article 11;
"Ordinary Member"	each body incorporated or unincorporated with at least 20 Individual Members admitted as a member of the Association with voting rights pursuant to Article 7 (a)(iii).

In these Articles, except where the context otherwise requires, the singular includes the plural and the plural includes the singular and any gender includes any other, references to persons includes bodies corporate and unincorporate and reference to individuals do not include bodies corporate and unincorporated.

Expressions referring to writing shall, unless the contrary intention appears, mean written or produced by any substitute for writing in a legible form, including photocopies, printing, facsimile or other visual representations, or partly written or partly so produced.

Unless the Context otherwise requires, words or expressions contained in these Articles shall bear the same meanings as in the Ordinance or any statutory modification thereof in force at the date at which these Articles become binding on the Association.

The headings contained in these Articles are intended for ease of reference only and shall not affect the construction or interpretation of these Articles.

2. The Association is established for the purpose expressed in the Memorandum of Association.
3. For the purposes of registration, the number of members of the Association is declared to be 1,000 but the Executive Committee may, from time to time, by resolution, register an increase of members and, in accordance with Section 10(3) of the Ordinance, give notice of the increase to the Registrar of Companies within fifteen days after the increase was resolved or took place.

MEMBERS

4. The subscribers to the Memorandum of Association and of these Articles, such persons or bodies who are members of the unincorporated body known as "Hong Kong Archery Association (香港射箭總會)" and such persons or bodies as the Executive Committee shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Association and their names shall be entered in the Register of Members accordingly.
5. Every application for membership shall be made in writing, signed by the applicant in such form as the Executive Committee shall, from time to time prescribe or approve, and the Executive Committee shall have an absolute discretion to accept or reject any application and to decide in which class of membership an applicant is to be admitted.
6. The privileges of the members shall not be transferable or transmissible and shall cease on death or dissolution.
7. The classes of members and the qualifications, restrictions and conditions applicable to each class shall be as follows: -

(a) There shall be the following classes of members, namely: -

(i) **INDIVIDUAL MEMBERS**

These shall comprise persons who demonstrated a continuous interest in Archery and a desire to promote Archery and have been registered as registered archers properly and is member of Ordinary Members.

- (ii) ASSOCIATE MEMBERS
These shall comprise organizations, societies, associations or other bodies which are not admitted as Ordinary Member but have a desire to promote Archery.
 - (iii) INDIVIDUAL ASSOCIATE MEMBERS
These shall comprise persons who demonstrated a continuous interest in Archery and a desire to promote Archery and have been registered as registered individual archers properly who are not members of Ordinary Members.
 - (iv) ORDINARY MEMBERS
These shall comprise organizations, societies, associations or other bodies with at least twenty (20) Individual Members of this Association which are interested in Archery and the promotion of a Archery with voting rights at General Meetings.
 - (iv) HONORARY MEMBERS
These shall comprise such persons who have rendered distinguished service to the Association or in the promotion of Archery as the Executive Committee shall bestow such honorary title upon as the Executive Committee may deem fit.
- (b) The Executive Committee shall have absolute discretion in accepting or refusing anyone for membership and in the event of refusal shall not be required to give any reasons.
 - (c) The Executive Committee shall have the power hereinafter contained by written notice to suspend for a period not exceeding [6] months the membership of any member who fails to abide by the Memorandum and Articles and his membership shall be terminated forthwith if the decision of the Executive Committee is endorsed by members in General Meeting. Notwithstanding such suspension, the member being suspended shall be entitled to be heard on the intended resolution at the General Meeting before he is being expelled from the Association.
 - (d) Any member may resign from the Association at any time by written notification to the Executive Committee to that effect.
 - (e) Every Individual and Individual Associate Members, unless residing overseas, shall pay an annual subscription as proposed by the Executive Committee, from time to time, which shall be subject to the

endorsement by the members of General Meeting provided that in the case of a new member his first subscription shall be payable upon his application for membership.

- (f) Every Associate Member and Ordinary Member shall pay an annual subscription to be proposed by the Executive Committee, from time to time which shall be subject to the endorsement by the members at General Meeting, provided that in the case of a new member its first subscription shall be payable upon its application for membership.
 - (g) If an application for membership is refused, the first subscription shall be returned to the applicant.
 - (h) Associate Members, Individual Members and Individual Associate Members shall be entitled to all the rights and privileges of membership, except that they shall not be entitled to vote at General Meetings.
 - (i) Without prejudice to all the rights and privileges of membership, each Ordinary Member shall be entitled to receive notices of General Meetings and has the right to nominate one representative, who shall be an Individual Member of the Association, to attend thereat and stand for the election of the members of the Executive Committee and shall (whether by post or present in person or by proxy) be entitled to one vote at General Meetings.
 - (j) Honorary Members shall not be deemed as members for the purposes of the Ordinance including Clause 6 of the Memorandum of Association and accordingly particulars in relation to them shall not be entered in the Register of Members but they shall (subject as aforesaid, "in particular", Articles 7 (c) and 61 hereof) be entitled to all the rights and privileges of membership, except that they shall not be entitled to vote at General Meetings or to take part in the election of or be qualified to be members of the Executive Committee.
 - (k) Membership of any class shall entitle members of that class to such privileges, as the Executive Committee shall from time to time prescribe.
8. If any member liable to payment of an annual subscription shall not have paid the same within such period as determined by the Executive Committee, he shall cease on that date to be entitled to any rights and privileges of membership until the subscription shall have been paid.
9. A member shall cease to be a member of the Association and his name shall be removed from the Register of Members accordingly under the following

circumstances: -

- (a) If by notice in writing to the Association he resigns his membership;
 - (b) If (in the case of a member liable to payment of an annual subscription) his annual subscription remains unpaid within such period as stipulated by the Executive Committee, the Executive Committee under its power hereinafter contained resolves that his membership be determined PROVIDED THAT if at any time such member shall appeal to the members in the General Meeting against the Executive Committee's resolution to terminate his membership, he may, upon an ordinary resolution being passed in the General Meeting overriding the Executive Committee's resolutions, and upon payment of any arrears, be readmitted to membership;
 - (c) If his membership is terminated in accordance with Article 7(c) hereof;
10. A person ceasing for any reason to be a member of the Association shall not be entitled to a refund in whole or in part of any annual subscriptions or other money already paid by him to the Association and he shall remain liable for payment of all annual subscriptions or other money due by him to the Association at the date on which he ceased to be a member.

PRESIDENTS AND OFFICERS

11. The President and the Vice-President shall be elected once every two years at an Annual General Meeting by the Ordinary Members upon the nomination of the Executive Committee. Any persons of good repute and standing who are considered by the Executive Committee to be supportive of attainment of the objects of the Association are eligible for such nominations and shall serve for the period from the date of their election to the date of the Annual General Meeting to be held two years after the date of election at which they shall retire but be eligible for re-election. The President and the Vice-President shall be responsible for officiating all ceremonial functions of the Association. Despite their appointment, the advisory roles of the President and Vice-President shall not affect the independent powers of the Executive Committee pursuant to these Articles who shall be ultimately responsible for the management of the Association in pursuance of its objects.
12. (a) The Officers shall consist of a Chairman, a Vice-Chairman, a Honorary Secretary General and a Treasurer, all elected or re-elected every two years at the Annual General Meeting. Officers shall be elected from Individual Members duly nominated by Ordinary Members and shall serve their respective offices for the period from the date of their election to the date of the Annual General Meeting to be held two years after the date of election. There shall be no maximum number of terms

that an officer can serve.

- (b) The Chairman shall chair all Executive Committee meetings and shall represent the Association in dealing with outside bodies. In the event of his absence, the Vice-Chairman shall act as a deputy to discharge the duties of the Chairman.
- (c) The Treasurer shall be responsible for the Association's funds and the Executive Committee shall present a financial report at the Annual General Meeting. This report shall be audited by the Auditors of the Association elected yearly at a General Meeting.

EXECUTIVE COMMITTEE

- 13. There shall be an Executive Committee for the management of the affairs of the Association.
- 14. The Executive Committee shall consist of the Officers and at least eight, but not more than nineteen (19), Executive Committee Members. They are elected or re-elected from Ordinary Members once every two years at the Annual General Meeting by the Ordinary Members. All Executive Committee members shall serve their respective offices for the period from the date of their election to the date of the Annual General Meeting to be held two years after the date of election.
- 15. The Executive Committee shall be responsible for organizing and transacting all business of the Association pursuant to its objects.
- 16. The Executive Committee shall manage the business and affairs of the Association, exercise all the powers of the Association and do all such acts as may be exercised or done by the Association, except only such of them as under Ordinance or regulations and the Memorandum and Articles are expressly directed to be exercised or done by the Association in General Meeting, but no regulation made by the Association in General Meeting shall invalidate any prior act of the Executive Committee which would have been valid if that regulation had not been made.
- 17. The Executive Committee shall be responsible for organizing the scientific and social programme of the Association.
- 18. The Executive Committee may, from time to time, make rules and bye-laws for the conduct of the business of the Association, the conduct of General Meetings, of their own meetings, and the appointment, constitution and conduct of meetings of Sub-Committees, or any other matter affecting the affairs of the Association or the rights, privileges or duties of members and may alter and rescind any rules or bye-laws so made, PROVIDED THAT

- (a) no rule or bye-law so made shall be inconsistent with or involve an alteration or amendment of or addition to these Articles which could only properly be effected by a Special Resolution or shall deal with any matter which can only properly be dealt with by the Association in General Meeting; and
 - (b) such rules and bye-laws may be set aside by a Special Resolution at a General Meeting.
19. The Executive Committee may exercise all the powers of the Association to borrow money, to mortgage or charge its undertaking and property, or any part thereof.
20. The Executive Committee may, from time to time, appoint any Individual Member to fill a vacancy (whether casual or arising from a failure to elect sufficient Executive Committee members at an Annual General Meeting) but so that the total number of members of the Executive Committee shall not at any time exceed the maximum number fixed in accordance with these Articles. Any member so appointed shall hold office only until the next following Annual General Meeting and shall then be eligible for re-election.

PROCEEDINGS OF THE EXECUTIVE COMMITTEE

21. (a) The Executive Committee may meet together for the dispatch of business, adjourn and otherwise regulate their meetings and business as they think fit.
- (b) The Honorary Secretary General on the requisition of any seven or more members of the Executive Committee shall at any time summon a meeting of the Executive Committee by giving not less than seven (7) days notice in writing specifying the Agenda thereof to all the members for the time being of the Executive Committee save that it shall not be necessary to give notice of a meeting of the Executive Committee to any member thereof for the time being absent from Hong Kong and the accidental failure or omission to give notice to or the non-receipt of notice by any member shall not invalidate the proceedings of a meeting.
- (c) The Chairman may at any time summon a special meeting of the Executive Committee by giving not less than seven (7) days notice in writing specifying the Agenda thereof to all the members for the time being of the Executive Committee.
22. The quorum necessary for the transaction of the business of the Executive Committee shall be seven (7) members of the Executive Committee personally

present.

23. The Chairman of the Executive Committee shall preside at meetings of the Executive Committee. If however at any meeting of the Executive Committee the Chairman shall not be present within fifteen minutes after the time appointed for holding such meeting the Vice-Chairman shall preside the meetings; failing him, the members of the Executive Committee present at such meeting may select one of the members to be the chairman of that meeting.
24. Questions arising at any meeting shall be decided by a simple majority on a show of hands or otherwise stipulated by the Executive Committee and in the case of any equality of votes the chairman of the meeting shall have a second or casting vote.
25. The continuing members of the Executive Committee may act notwithstanding any vacancy in their body but if and for so long as their number is reduced below the number fixed by or pursuant to the regulations of the Association as the necessary quorum of members, the continuing members of the Executive Committee may act for the purpose of filling vacancies or of convening a General Meeting, but for no other purpose.
26. A member of the Executive Committee may not receive any salary or remuneration but he shall be indemnified out of the funds of the Association in respect of traveling and other out-of-pocket expenses properly incurred in and about the affairs of the Association.
27. The Executive Committee shall cause proper minutes to be made and books provided for the purpose: -
 - (a) of all appointments of Sub-Committees made by the Executive Committee.
 - (b) of the names of the members present at each meeting of the Executive Committee and of any Sub-Committee thereof.
 - (c) of all resolutions and proceedings at all meetings of the Association and of the Executive Committee and of Sub-Committees of the Executive Committee and every Executive Committee member present at any meeting of the Executive Committee shall sign his or her name in a book to be kept for the purpose.
28. The office of a member of the Executive Committee shall ipso facto be vacated if :-
 - (a) for any reason he ceases to be a member of the Association.

- (b) he becomes bankrupt or suspends payment or compounds with his creditors.
 - (c) he is convicted of any criminal offence, other than a driving offence, involving immediate imprisonment for a period of six weeks or more.
 - (d) he is found or becomes of unsound mind.
 - (e) by notice in writing to the Association he resigns his office.
 - (f) he is removed from office by a Special Resolution duly passed at a General Meeting in accordance with the Ordinance.
 - (g) he fails to attend Executive Committee Meetings three times consecutively without reasonable excuse.
 - (h) he ceases to be a member of the Ordinary Member who duly nominated him to be so elected as the EC Member or Officer.
29. All acts done by any meeting of the Executive Committee or a Sub-Committee or by any person acting as a member of the Executive Committee or a Sub-Committee, shall, notwithstanding that it is afterwards discovered that there was an irregularity in the appointment of any such member of the Executive Committee or a Sub-Committee or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or was qualified to be member of the Executive Committee or such Sub-Committee.

SUB-COMMITTEES

30. Each Sub-Committee shall be constituted and shall exercise such powers and authorities as the Executive Committee shall, from time to time appoint, provided always that each Sub-Committee shall have a chairman who is a member of the Executive Committee. No person shall be appointed as a member of the Sub-Committee unless he is an Individual Member of the Association and a member of the Sub-Committee shall vacate office if he ceases to be an Individual Member of the Association.
31. Any casual vacancy occurring in the office of chairman of a Sub-Committee shall be filled by one of the members of the Executive Committee but the person so appointed shall be subject to the same conditions as to tenure of office as his predecessor.
32. The chairman of a Sub-Committee shall take the chair at meetings thereof and

the quorum for meetings of a Sub-Committee, unless otherwise fixed by it, shall be three. Subject as aforesaid and to any regulations or directions applicable to it, the meetings and proceedings of each Sub-Committee shall be governed by the provisions of these Articles relating to meetings and proceedings of the Executive Committee so far as the same may be capable of being made applicable thereto.

OTHER SERVANTS

33. The Executive Committee may, from time to time, appoint, employ and remove any managers, clerks, servants, coaches or instructors either in any honorary capacity or at any salaries and wages respectively and with such respective duties and spheres or employment for such length of service and generally upon such terms as it thinks fit.

THE SEAL

34. The Executive Committee shall provide for the safe custody of the seal of the Association. The Seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Executive Committee and in the presence of at least two members of the Executive Committee; and these two members of the Executive Committee shall sign every instrument to which the Seal of the Association is so affixed in their physical presence.

GENERAL MEETINGS

35. The Association shall in each year hold an Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it, and in no case shall more than fifteen months elapse between that date of one Annual General Meeting of the Association and that of the next provided that so long as the Association holds its first Annual General Meeting within 18 months of its incorporation, the Association need not hold such meeting in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Executive Committee shall appoint.
36. (a) All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
- (b) The Executive Committee may, whenever it thinks fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition or, in default, may be convened by such requisitionists, as provided by section 113 of the Ordinance.

NOTICE OF GENERAL MEETINGS

37. (a) An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by at least twenty-one days notice in writing, and a meeting of the Association other than an Annual General Meeting or a meeting for the passing of a Special Resolution shall be called by at least fourteen days notice in writing. The notice shall be exclusive of the day upon which it is served or deemed to be served and of the day which it is given, and shall specify the place, the day and the hour of the meeting and, in case of special business, the general nature of that business and shall be given in manner hereinafter mentioned to such persons as are under these Articles entitled to receive such notices from the Association. There shall appear on every such notice with reasonable prominence a statement that a Ordinary Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy must be an Individual Member of the Association.
- (b) The Honorary Secretary General shall, not less than 21 days prior to each General Meeting at which Officers and members of the Executive Committee are to be elected, cause to be sent to each Ordinary Member the following:
- (i) a ballot paper in such form as the Executive Committee may prescribe bearing a statement as to the Offices and the number of vacancies to be filled and containing the names of the candidates for election as such Officers and members of the Executive Committee in alphabetical order of surnames, and with provision for the Ordinary Member making use of the same to indicate the names of the candidates for whom he wishes to vote; and
- (ii) an instrument appointing a proxy in the form as prescribed in these Articles and the number of vacancies to be filled and containing the names of the candidates for election as Officers and members of the Executive Committee in alphabetical order of surnames, and with provision for the Ordinary Member making use of the same to indicate the names of the candidates for whom he wishes the person appointed as his proxy to vote.
- (c) An Ordinary Member may vote in the election of Officers and members of the Executive Committee.
- (i) by post or by facsimile transmission in accordance with Article 38 (d);

- (ii) by proxy in accordance with Article 38 (e); or
 - (iii) in person in accordance with Article 38 (f).
- (d) An Ordinary Member who wishes to vote by post or by facsimile transmission shall mark or otherwise indicate in the manner set forth in the ballot paper referred to in Article 38(b)(i) those persons nominated as Officers and members of the Executive Committee for whom he wishes to vote and shall return the completed ballot paper to the scrutineers appointed by the Committee to be received by them not less than 72 hours before the General Meeting at which the election is to be held. No Ordinary Member shall indicate more names than there are vacancies for the relevant Office to be filled and in the event any Ordinary Member shall do so his ballot paper shall be invalid. A statement by the scrutineers to the effect that a duly completed ballot paper sent under these provisions has been received by the scrutineers in due time shall be conclusive evidence of such receipt.
- (e) An Ordinary Member who wishes to vote by proxy shall return a completed instrument of proxy to the scrutineers appointed by the Executive Committee to be received by them not less than 48 hours before the General Meeting at which the election is to be held. A statement by the scrutineers to the effect that a duly completed instrument of proxy sent under these provisions has been received by the scrutineers in due time shall be conclusive evidence of such receipt.
- (f) At any General Meeting at which Officers and members of the Executive Committee are to be appointed each Ordinary Member, represented by a duly authorized representative present in person shall be given a voting paper for use by him to vote in person on behalf of the Ordinary Member he represents and a further voting paper in respect of each other Ordinary Member by whom he has also been so appointed. Each voting paper shall bear a statement as to the Offices and the number of vacancies to be filled and shall contain the names of the candidates for election as such Officers in alphabetical order of surnames. An Ordinary Member who wishes to vote in person or as proxy for another Ordinary Member shall mark or otherwise indicate in the manner set forth on the voting paper those persons nominated whom he votes for as Officers in the election. No Ordinary Member shall indicate more names than there are vacancies to be filled for the relevant Office or the number of nominated candidates and in the event that any Ordinary Member shall do so his voting paper shall be invalid.
- (g) An Ordinary Member represented by a duly authorized representative present in person may attend the General Meeting and vote in person in the election of Officers and members of the Executive Committee

notwithstanding that he has returned a completed ballot paper or instrument of proxy to the scrutineers. The vote of a Ordinary Member who has returned a completed ballot paper in accordance with Article 38(d) shall be countermanded if such Ordinary Member votes by a proxy appointed by him. The vote of proxy of an Ordinary Member who has returned a completed instrument of proxy in accordance with Article 38(e) shall be countermanded if such Ordinary Member attends the relevant General Meeting.

- (h) At any General Meeting at which Officers are to be appointed the ballot papers submitted in accordance with Article 38(d) and the voting papers (together with all instruments of proxy relative thereto) complete in accordance with Article 38(f) shall be counted and checked by the scrutineers who shall prepare as soon as possible the result of the ballot showing the total number of votes cast for each candidate and shall hand the same to the chairman of the meeting who shall announce the names of the successful candidates being those with the highest number of votes. In the case of an equality of votes between the candidates having the maximum number of votes for the Offices then as between those candidates, the successful candidates shall be determined by lot drawn by the chairman of the meeting.
38. The accidental omission to give notice of a meeting or (where instruments of proxy are sent out with the notice) the accidental omission to send such instrument of proxy to, or the non-receipt of notice of a meeting or such instrument of proxy by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

39. All business shall be deemed special that is transacted at an Extraordinary General Meeting and also all that is transacted at an Annual General Meeting, with the exception of: -
- (a) The consideration of the accounts, balance sheets, reports of the Executive Committee and the Auditors;
 - (b) The election of the President and the Vice-President in the place of the persons retiring from such positions;
 - (c) The election of members of the Executive Committee in the place of the retiring members;
 - (d) The election of Officers of the Association in the place of the retiring Officers;

- (e) The fixing of, or the determination of the method of fixing, the remuneration of the Auditors;
 - (f) The appointment of Auditors.
40. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business and continues to be present until the conclusion of the meeting. Seven (7) Ordinary Members, represented by the duly authorized representatives present in person and entitled to vote shall be a quorum.
41. If within fifteen minutes from the time appointed for the meeting a quorum is not present the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place or to such other day and to such other time and place as the Executive Committee may by not less than seven (7) days notice to the members entitled to receive notices of General Meetings prescribe and if at the adjourned meeting a quorum is not present within thirty minutes from the time appointed for the meeting the members present shall be a quorum.
42. The Chairman shall preside as chairman at every General Meeting of the Association. If however at any General Meeting of the Association the Chairman shall not be present within fifteen minutes after the time appointed for the holding of such meeting, the Vice-Chairman of the Executive Committee shall preside as chairman; failing him, the Honorary Secretary General of the Executive Committee shall take the chair; failing him, the members of the Association present at such meeting may select one of the members to be chairman of the meeting.
43. The chairman of a General Meeting may, with the consent of such meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
44. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless it is otherwise provided in these Articles and unless a poll is so demanded a declaration by the chairman of the meeting that a resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book of the proceedings of the Association shall be

conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

45. If a poll is duly demanded, it may given personally, by proxy or by post or by facsimile transmission and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
46. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
47. A poll demanded on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time within not more than thirty days as the chairman of the meeting directs.

VOTES OF MEMBERS

48. Every Voting Member (whether by post or by facsimile transmission or present in person represented by his duly authorized representative or by proxy) shall have one vote and, save as is otherwise provided in these Articles every question shall be decided by a show of hands.
49. No Voting Member shall be entitled to have notice of or to be admitted to any General Meeting or to vote at such meeting or to any of the privileges of membership while any subscription is in arrears or other moneys presently payable by it to the Association remained unpaid. For the purposes of this Article subscriptions shall be deemed to be in arrears if unpaid by the First day of April next after the same became payable but the proceedings at any General Meeting shall not be invalidated because it is subsequently found that a Voting Member has voted notwithstanding its disability under this Article.

PROXIES

50. (a) A Voting Member wishing to vote by proxy may appoint only one person to act as such proxy and that person must be an Individual Member of the Association, who cannot represent more than one Voting Member.
- (b) An instrument appointing a proxy must be in writing, executed by or on behalf of the appointer and shall be in the following form (or in a form as near thereto as circumstances allow): -

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- (a) all sums of moneys received and expended by the Association, and the matters in respect of which the receipt of expenditure takes place;
- (b) all sales and purchases of the Association;
- (c) the assets and liabilities of the Association.

Proper books shall not be deemed to be kept if there are not kept such books of accounts as are necessary to give a true and fair view of the state of the Association's affairs and to explain its transactions.

- 53. The books of accounts shall be kept at the Office, or, subject to Section 121(3) of the Ordinance, at such other place or places as the Executive Committee may think fit, and shall be open to the inspection of the members of the Executive Committee during usual office hours of the Association.
- 54. The accounts of the Association maintained with any financial institutions shall be scrutinized by the Treasurer. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Association, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by the two Officers as the Executive Committee may direct from time to time.
- 55. The Association in General Meeting may, from time to time, make reasonable conditions and regulations as to the time and manner of the inspection by members of the Association (other than members of the Executive Committee) of the accounts and books of the Association or any of them, and subject to such conditions and regulations the accounts and books of the Association shall be open to inspection by members of the Association at all reasonable times during normal business hours.
- 56. The Executive Committee shall, from time to time, in accordance with Section 122 and 129D of the Ordinance, cause to be prepared and laid before the Association in General Meeting such income and expenditure account, balance sheet, group accounts (if any) and reports as referred to in those sections.
- 57. A copy of the balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in General Meeting, together with a copy of the Auditors' report shall not less than twenty-one clear days before the date of the meeting be sent to all persons entitled to receive notices of General Meetings of the Association in the manner in which notices are hereinafter directed to be served.

AUDIT

- 58. Auditors shall be appointed and their duties regulated in accordance with

Sections 131, 140 and 141 of the Ordinance.

NOTICES

59. A notice may be given by the Association to any member either personally or by sending it by post to him to his registered address where he must give the Association for the purpose of serving notices when he applies for membership. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been deemed effective in all cases on the day following that upon which such letter is so posted.
60. Notice of every General Meeting shall be given in any manner hereinbefore authorized to: -
- (a) every Voting Member; and
 - (b) the Auditors for the time being of the Association.

No other person shall be entitled to receive notices of General Meetings.

INDEMNITY

61. The President, Vice-President and every member of the Executive Committee, officer or other servant of the Association shall be indemnified out of the funds of the Association against all liabilities incurred by him as such person or persons in defending any proceedings, whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with an application under Section 358 of the Ordinance in which relief is granted to him by the Court.

WINDING UP

62. (i) The Association may be dissolved by a Special Resolution of the Ordinary Members at a General Meeting or Extraordinary General Meeting convened for the purpose.
- (ii) The provisions of Clause 7 of the Memorandum and Articles 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.