

ARTICLES OF ASSOCIATION

OF

Hong Kong AirBadminton Association Limited
香港戶外羽毛球總會有限公司

Incorporated the 9th day of December, 2020

HONG KONG

THE COMPANIES ORDINANCE (CHAPTER 622)

**Company Limited by Guarantee
ARTICLES OF ASSOCIATION
OF**

Hong Kong AirBadminton Association Limited
香港戶外羽毛球總會有限公司

Part A Mandatory Articles

1. Company Name The name of the company is

Hong Kong AirBadminton Association Limited
香港戶外羽毛球總會有限公司

2. Members' Liabilities

The liability of the members is limited.

3. Liabilities or Contributions of Members

Every member of the company undertakes to contribute to the assets of the company in the event of its being wound up while he is a member, or within 1 year afterwards, for the payment of the debts and liabilities of the company contracted before he ceases to be a member, and 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 the amount specified below:

Class of Members

ALL

Amount to be contributed by each of the members in this class

HKD100.00

I/WE, the undersigned, wish to form a company and wish to adopt the articles of association as attached.

Name(s) of Founder Members

For and on behalf of
HONG KONG BADMINTON ASSOCIATION LIMITED
香港羽毛球總會有限公司

(Sd.) TONG Yun Kai

.....
Authorised Signature(s)
Room 2005, Olympic House,
1 Stadium Path, So Kon Po,
Causeway Bay, Hong Kong

For and on behalf of
CARLSON DYESTUFFS AND COMPANY LIMITED
佳成染料有限公司

(Sd.) TONG Wai Lun, William

.....
Authorised Signature(s)
Room 501, Star House,
Tsim Sha Tsui, Kowloon,
Hong Kong

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Part 1 Interpretation

1. Interpretation

(1) In these articles—

articles (本《章程細則》) means the articles of association of the Association;

association means the company registered as “Hong Kong AirBadminton Association Limited 香港戶外羽毛球總會有限公司”

associated company (有聯繫公司) means—

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

mental incapacity (精神上無行為能力) has the meaning given by section 2(1) of the Mental Health Ordinance (Cap. 136);

mentally incapacitated person (精神上無行為能力者) means a person who is found under the Mental Health Ordinance (Cap. 136) to be incapable, by reason of mental incapacity, of managing and administering his or her property and affairs;

Ordinance (《條例》) means the Companies Ordinance (Cap. 622);

proxy notice (代表通知書)—see article 41(1).

Member means member of the above named Association.

The office means the registered office for the time being of the Association.

Words importing masculine gender shall include feminine gender, 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 force.

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

- (1) Other words or expressions used in these articles have the same meaning as in the Ordinance as in force on the date these articles become binding on the Association.
- (2) For the purposes 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 purposes of the Ordinance.
- (3) The regulation in Schedule 3 to the Companies (Model Articles) Notice, Cap 622H shall be excluded.

Part 2 Objectives

2. Objectives

The Objectives for which the Association is established are:-

- (a) To advance and safeguard the interests of AirBadminton / outdoor badminton in Hong Kong.
- (b) To ensure that all full members and affiliated clubs and sports organizations play in accordance with the Laws of AirBadminton / outdoor 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 the Hong Kong Annual Championships and League Competitions of Hong Kong and all other tournaments organized by the Association and to regulate, arrange and manage all ties and matches in such competitions.
- (d) To employ the funds of the Association in such a manner as shall be deemed in the best interests of the game.
- (e) To foster the coaches and umpires of AirBadminton / outdoor badminton in Hong Kong.
- (f) To take any assignment of property 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 Section 115(2)(b) and (3) the Companies Ordinance (Cap. 622) 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 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 purposes 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 of 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 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 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 purposes of the Association.
- (p) To take all necessary or proper steps with the authorities, national, local municipal or otherwise, of any place in which Association may have interests, and to carry on any negotiations or operations for the purpose of directly or indirectly promoting the purposes of the Association or effecting any modifications in the constitution of the Association, and to oppose any steps taken by any other company, firm or person which may be considered likely, directly or indirectly, to prejudice the purposes 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 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 or regulations not inconsistent with any ordinance or with the Articles of Association of the Association 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 of Directors.

- (s) To enter into any arrangements with any Government or authority, supreme, municipal, local, or otherwise, that may seem conducive to the Association's object or any of them; and to obtain from any such Government or authority any 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.
- (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 these articles.
- (2) Subject to Paragraph (4) 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 of the Association or their subsidiaries (as defined in the Companies Ordinance).
- (3) No Directors of the Association nor any member of the 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 Paragraph (4) below) shall be given by the Association to any Director or any member of the governing body of the Association.
- (4) The requirement under Paragraph (2) and (3) above does not prevent the payment by the Association:-
 - (a) of reasonable and proper remuneration to a member of the Association not being a Director or member of the governing body of the Association for any goods or services actually supplied by him or her to the Association.
 - (b) of reimbursement to a member, any Director or member of the governing body of the Association for out-of-pocket expenses properly incurred by him or her for the Association
 - (c) of interest on money lent by a member or member of the governing body of the Association to the Association at a reasonable and proper rate which must not exceed 2% per annum above the prime rate prescribed for the time beings by The Hong Kong and Shanghai Banking Corporation Limited for Hong Kong dollar loans;
 - (d) of rent to a member or member of the governing body of the Association for premises let by him or her 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) of remuneration or other benefit in money or money's worth to a body corporate in which a member or member of the governing body of the Association 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.

- (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) above.

Part 4

Board of Directors

Division 1—Directors' Powers and Responsibilities

4. Board of Directors' general authority

- (1) Subject to the Ordinance and these articles, the business and affairs of the Association are managed by the Board of directors, who 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 General Meeting, subject nevertheless to any regulation of these articles, to the provisions of the Ordinance, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting; no regulations made by the Association in General Meeting shall invalidate any prior act of the Directors 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 Directors 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 Directors by these articles.
- (4) A Board of Directors' meeting at which a quorum is present may exercise all powers exercisable by the Directors.
- (5) The Board of Directors shall consist of not more than 30 members and shall consist of:-
 - (i) One President
 - (ii) Not more than five Vice-Presidents
 - (iii) One Chairman
 - (iv) Not more than five Vice-Chairman
 - (v) One Hon. Secretary
 - (vi) One Hon. Treasurer
- (6) The Directors 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) To define conditions, which shall not be contravened, for
 - (1) Exhibition Matches,
 - (2) All tours overseas or otherwise,
 - (3) All other tournaments.
 - (b) The Board of Directors shall be empowered to affiliate the Association with the governing AirBadminton/outdoor badminton bodies abroad upon such terms as it considers satisfactory.
 - (c) Among the business to be transacted by the Board of Directors at its meetings, the Board of Directors shall:
 - (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 Balance Sheet and Income and Expenditure accounts of the Association from time to time but at least once every six months;
 - (iv) Consider and approve the Annual report for the AGM;
 - (v) Have powers to arrange any representative fixtures.

- (7) The Board of Directors 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 Annual Subscription as are determined by the Board of Directors shall become effective and payable by the Clubs and Sports Organization upon written notice to be given to the Club and Sports Organization. The Board of Directors shall have the power and authority to take such legal action as are necessary to enforce the due payment of the Initial Entrance Fee and Annual Subscription on behalf of the Association.

5. Board of Directors may delegate

- (1) Subject to these articles, the Board of Directors may, if they think fit, delegate any of the powers that are conferred on them under these articles. The President, or in his absence, the Chairman and Hon. Secretary shall be members of any such sub-committee making the total number of members five for each sub-committee. Three shall form a quorum for a meeting of any sub-committee. The Chairman of a sub-committee may Co-opt any member of the Board of Directors to make up the quorum or to enlarge the sub-committee.
- (2) A person may not hold two officer posts simultaneously. However an officer of the Association may be appointed by the Board of Directors as Chairman of a Sub-Committee.
- (3) The Board of Directors may—
 - (a) revoke the delegation wholly or in part; or
 - (b) revoke or alter its terms and conditions.

6. Committees

- (1) The Board of Directors may make rules providing for the conduct of business of the committees to which they have delegated any of their powers.

Division 2—Decision-taking by Board of Directors

7. Board of Directors to take decision collectively

A decision of the Board of Directors may only be taken—

- (a) by a majority of the Directors at a meeting; or
- (b) in accordance with article 8.

8. Unanimous decisions

- (1) A decision of the Board of Directors is taken in accordance with this article when all eligible directors indicate to each other (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 eligible directors is a reference to directors who would have been entitled to vote on the matter if it had been proposed as a resolution at a Board of Directors' 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 of Directors meeting.

9. Calling Board of Directors' meetings

- (1) The President, or in his absence, the chairman shall call a Board of Directors' meeting at his discretion but at least once every six months, by giving notice of the meeting to the directors or by authorizing the Hon. secretary to give such notice.
- (2) Notice of a Board of Directors' meeting must indicate—
 - (a) its proposed date and time; and
 - (b) where it is to take place.
- (3) Notice of a Board of Directors' meeting must be given to each director, but need not be in writing.

10. Participation in Board of Directors' meetings

- (1) Subject to these articles, directors participate in a Board of Directors' meeting, or part of a Board of Directors' 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) Should any Director have difficulty to attend the meeting physically, upon the decision of the President or, in his absence, Chairman, which decision is absolute and final, that director may take other form of communication for the meeting as the President or, in his absence, Chairman, shall deem fit.

11. Quorum for Board of Directors' meetings

- (1) At a Board of Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- (2) The quorum for Board of Directors' meetings may be fixed from time to time by a decision of the Directors, and unless otherwise fixed it is five.

12. 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 of Directors' meetings, the Board of Directors must not take any decision other than a decision—

- (a) to appoint further Directors; or
- (b) to call a general meeting so as to enable the member to appoint further Directors.

13. Chairing of Board of Directors' meetings

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

14. Chairperson's casting vote at Board of Directors' meetings

- (1) If the numbers of votes for and against a proposal are equal, the President, or in his absence, the Chairman or the Vice-Chairman or any of the Vice-Presidents, or if neither of them is present, other Director chairing the Board of Directors' meeting has a casting vote.
- (2) Paragraph (1) does not apply if, in accordance with these articles, the chairperson or other Director is not to be counted as participating in the decision-making process for quorum or voting purposes.

15. 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 the Director's 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 the director 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), the vote must not be counted.
- (5) Paragraph (3) does not apply to—
 - (a) an arrangement for giving a Director any security or indemnity in respect of money lent by the director to or obligations undertaken by the director for the benefit of the Association;

- (b) an arrangement 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) an arrangement under which benefits are made available to employees and directors or former employees and directors of the Association or any of its subsidiaries, which do not provide special benefits for directors or former directors.
- (6) A reference in this article to a transaction, arrangement or contract includes a proposed transaction, arrangement or contract.

16. Supplementary provisions as to conflicts of interest

- (1) A director or intending director is not disqualified by the office of Board of Director from contracting with the Association as vendor, purchaser or otherwise.
- (2) The contract mentioned in paragraph (1) 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 contract mentioned in paragraph (1) or is interested in a transaction, arrangement or contract mentioned in paragraph (2) 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 the director's interest under the paragraph to the other directors in accordance with section 536 of the Ordinance.
- (5) A director of the Association may be a director or other officer of, or be otherwise interested in—
 - (a) any company promoted by the Association; or
 - (b) any company 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 the director as a director or officer of, or from the director's interest in, the other company unless the Association otherwise directs.

17. Validity of acts of meeting of Board of Directors

The acts of any meeting of Board of Directors or of a committee of Board of Directors 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 a 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.

18. Record of decisions to be kept

The Board of Directors must ensure that the Association keeps a written record of every decision taken by the Board of Directors under article 7 for at least ten years from the date of the decision.

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

- (a) of all appointments of officers made by the Board of Directors.
- (b) of the name of the directors present at each meeting of the Board of Directors and of any sub-committee of such Board of Directors.
- (c) of all resolutions and proceedings at all meetings of the Association and of the Board of Directors and the AGM and any Extraordinary General Meeting, and of sub-committees' meeting.

Such Minutes shall be confirmed at the next appropriate meeting and if approved shall be signed by the Chairman of such next meeting. Such signature of the Chairman shall be conclusive evidence of the correctness of the Minutes.

19. Board of Directors' discretion to make further rules

Subject to these articles, the Board of Directors may make any rule that they think fit about—

- (a) how they take decisions; and
- (b) how the rules are to be recorded or communicated to directors.

Division 3—Appointment and Retirement of Directors

20. Appointment and retirement of Directors

- (1) The First Members of the Board of Directors shall be nominated by the founder members of the Association and shall hold office until the conclusion of the first Annual General Meeting at which they shall retire but are eligible for re-election. Subject to the foregoing, in the subsequent general meetings, the directors shall be elected by the full members of the Association at the Annual General Meeting and shall hold office for a term of office for two years until the conclusion of the second Annual General Meeting next following their election. All directors shall be eligible for re-election.
- (2) Nominations for candidates for election to become a director may be made by any full member of the Association. Such nominations must be made by the President or Chairman of the full member of the Association concerned and delivered to the Hon. Secretary of the Association not later than three days before the date fixed for the General Meeting.
- (3) The directors may fill at its discretion any vacancy occurring in the Board of Directors. Any directors so appointed shall retain his office until the next following Annual General Meeting. In the event when the President shall be absent from Hong Kong or shall not be available, the President shall appoint the Chairman, or the Vice-Chairman or one of the Vice-Presidents as Acting President to fill in casual vacancy for the period during the absence of the President.

21. Composite resolution

- (1) This article applies if proposals are under consideration concerning the appointment of 2 or more directors to offices or employments 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 director 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.

22. 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 (Cap. 32) 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 three or more Board of Directors Meeting per year without the Board of Directors' permission; or
- (f) is removed from the office of director by an ordinary resolution of the Board of Directors.

Division 4—Directors' Indemnity and Insurance

23. Indemnity

- (1) A director or former director of the Association may be indemnified out of the Association's assets against any liability incurred by the 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 associated company (as the case may be).

- (2) Paragraph (1) 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—
 - (i) in defending criminal proceedings in which the Director is convicted;
 - (ii) in defending civil proceedings brought by the Association, or an associated company of the Association, in which judgment is given against the Director;
 - (iii) in defending civil proceedings brought on behalf of the Association by a member of the Association or of an associated company of the Association, in which judgment is given against the Director;
 - (iv) in 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) in 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) 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), 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 purposes of paragraph (4)(b), 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.

24. Insurance

The Board of Directors may decide to purchase and maintain insurance, at the expense of the Association, for a Director of the Association, or a Director of an associated company of the Association, 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 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).

Part 5

Members

Division 1—Becoming and Ceasing to be Member

25. Application for membership

- (a) The two founder members, HONG KONG BADMINTON ASSOCIATION LIMITED and CARLSON DYESTUFFS AND COMPANY LIMITED shall be the first full members of the Association and shall be entitled to enjoy all rights and shall bear all the obligations of a full member and to attend and vote in any general meetings of the Association and their respective

designated representative shall be entitled to be elected as a member or an official of the Board of Directors.

- (b) Membership is open to only Clubs and Sports Organizations within Hong Kong which include AirBadminton / outdoor badminton among their activities may become affiliated or full member to the Association. The Association has the right to invite current full / affiliated members of Hong Kong Badminton Association to become full / affiliated member to the Association at the discretion of the two founder members up to the first General Meeting. Each such Clubs or Sports Organization must submit a written membership application to the Hon. Secretary of the Association together with payment of an Initial Entrance Fee of HK\$200.00 and an Annual Subscription of HK\$100.00 or at such rate as may determined by the Board of Directors from time to time. If an application is not approved, the fee shall be refunded to the applicant in full.
- (c) An Initial Entrance Fee shall be charged and payable by each Club and Sports Organization upon its admission to the Association. All Clubs or Sports Organization 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 by the Board of Directors of the Association.
- (d) All Clubs and Sports Organizations whose application for membership is approved by the Board of Directors shall become an affiliated member of the Association. An affiliated member subject to clause (e) shall be entitled to enjoy all rights and shall bear all the obligations of a full member save and expect 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 official of Board of Directors.
- (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 of Directors for full membership. The Board of Directors shall have the power in its absolute discretion whether to approve, or reject or defer consideration of such application and the Board of Directors shall not offer any explanation or justification in case of any refusal of the application.
- (f) The Board of Directors shall have absolute discretion in accepting or refusing any membership. In the event of a refusal, the Board of Directors shall not be required to give any reasons thereof.
- (g) All subscriptions and/or fees for the ensuing season are payable before the convening of the Annual General Meeting ("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 arrears and administration fee and approved by the Board of Directors.
- (h) Any Club and Sports Organization whose contribution is in arrears shall forfeit the right to participate in the AGM of the Association and in matches played under the auspices of the Association.
- (i) For the purpose of these regulations it is hereby notified that all bona-fide members of Club and Sports Organizations which are affiliated to or full members of the Association are considered members of the Association for the purpose of tournament and league play.
- (j) No member of any full or affiliated members of the Association shall take part in any AirBadminton/outdoor badminton tournament or competition other than those approved by the Board of Directors.

26. Termination of membership

- (a) Any full or affiliated member offending the rules of the Association shall be dealt with by the Association under clause (e) below.
- (b) Any member, may withdraw from the Association by giving notice in writing to the Hon. Secretary of the Association.
- (c) When a member ceases to be a member of the Association either by resignation or otherwise, the Association shall not return any subscription paid by such member before he ceases to be a member.
- (d) No member and no player, official or umpire shall receive any expenses in respect of playing or officiating any AirBadminton/outdoor badminton match except with the consent of the

Association and subject at all times to the rules laid down by the Sports Federation & Olympic Committee of Hong Kong, China or Badminton World Federation.

- (e) If it has been proved to the satisfaction of the Board of Directors that a full or affiliated member or a player, or official or individual member of such members has been guilty of a breach of any of these Articles of Association, or any rules that may be formulated by the Board of Directors from time to time in relation to any competitions or leagues, the Board of Directors shall have the power to order the name of member, the offending player, official to be struck off from membership of the Association, or to deal with the offence in any manner that the Board of Directors may think fit, and any full or affiliated member or player with knowledge of such event, playing with or against the offending member or player after such removal, or during such time of suspension, shall also be dealt with in such manner as the Board of Directors may think fit. No suspended player, or 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 to this Association without the special permission of the Board of Directors.

Such Removal shall be effected by a resolution passed by a 2/3 majority votes of all the attending members of the Board of Directors provided that at least 7 days before the meeting at which such resolution is to be 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 of Directors.

- (f) Members may be held responsible for the conduct of any of their players, officials or members participating in or watching any AirBadminton/outdoor badminton match 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 clause (e) above.
- (g) The Board of Directors may declare anyone a professional AirBadminton/outdoor badminton player, only upon documentary proof, or upon proof of facts submitted.
- (h) The Board of Directors may reinstate anyone who has been declared a professional and remove from any suspension.
- (i) Any person or member aggrieved by any action taken under clause (e) above may appeal to the Board of Directors by giving notice in writing to the Hon. Secretary of the Association within 14 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.
- (j) The Board of Directors of the Association shall have power to vary, rescind or confirm such decision, and to require a deposit of HK\$100.00 (One Hundred only) 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 of Directors shall retain such sum as is considered appropriate to cover legitimate expenses.
- (k) At the hearing of such appeal, no directors representing the appellant member, shall be entitled to vote at the hearing of such appeal by the Committee.

Division 2—Organization of General Meetings

27. General meetings

- (1) Subject to sections 611, 612 and 613 of the Ordinance, the company must, in respect of each financial year of the company, hold a general meeting as its annual general meeting in accordance with section 610 of the Ordinance.
- (2) The directors may, if they think fit, call a general meeting.
- (3) The directors whenever they think fit, may convene an extraordinary general meeting; an extraordinary general meeting shall also be convened on the written requisition of not less than three (3) full members. Such an extraordinary general meeting, an emergency meeting for discussing the requisition will be convened by the directors within 7 days of the receipt of the requisition.

The directors 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 requisited members.

If the requisition is accepted, the extraordinary general meeting shall be convened within 2 weeks after the emergency meeting and at least 14 days written notice (except for meeting for the passing of a special resolution) shall be given specifying the purpose, the place, hour and date and shall be given to all those entitled to attend the Meeting. Article 32, 39 will be applicable to all Extraordinary General Meetings. An Extraordinary General Meeting shall be presided over as for an AGM (see Article 33).

28. Notice of general meetings

- (1) An annual general meeting must be called by notice of at least 21 days in writing.
- (2) A general meeting other than an annual 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 annual general meeting, state that the meeting is an annual 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) does not apply in relation to a resolution of which—
 - (a) notice has been included in the notice of the meeting under section 567(3) or 568(2) of the Ordinance; or
 - (b) notice has been given under section 615 of the Ordinance.
- (6) Despite the fact that a general 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 annual general meeting, 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.

29. Persons entitled to receive notice of general meetings

- (1) Notice of a general 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 general meeting or any other document relating to the meeting is required to be given to a member, the company must give a copy of it to its auditor (if more than one auditor,

to everyone of them) at the same time as the notice or the other document is given to the member.

30. Accidental omission to give notice of general meetings

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

31. Attendance and speaking at general meetings

- (1) A person is able to exercise the right to speak at a general 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 of Directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- (4) In determining attendance at a general 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.

32. Quorum for general meeting

- (1) 10% of the total number of the full members present in person or by proxy constitute a quorum at a general meeting.
- (2) No business other than the appointment of the chairperson of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

33. Chairing general meetings

- (1) If the President of the Board of Directors is present at a general meeting and is willing to preside as chairperson at the meeting, the meeting is to be presided over by him or her.
- (2) The director present at a general meeting must elect one of themselves to be the chairperson if—
 - (a) there is no President of the Board of Directors;
 - (b) the President is not present within 15 minutes after the time appointed for holding the meeting;
 - (c) the President is unwilling to act; or
 - (d) the President has given notice to the Association of the intention not to attend the meeting.
- (3) The members present at a general meeting must elect one of themselves 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 general meeting by a resolution of the Association passed at the meeting.

34. Attendance and speaking by non-members

- (1) Director may attend and speak at general meetings by invitation.
- (2) The chairperson of a general meeting may permit other persons to attend and speak at a general meeting even though they are not—
 - (a) members of the Association; or

- (b) otherwise entitled to exercise the rights of members in relation to general meetings.

35. Adjournment

- (1) If a quorum is not present within fifteen minutes from the time appointed for holding a general meeting, the meeting must—
 - (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 of Directors 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 in person or by proxy constitute a quorum.
- (3) The President, or in his absence, the Chairman, may adjourn a general 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 general meeting if directed to do so by the meeting.
- (5) When adjourning a general meeting, the chairperson must specify the date, time and place to which it is adjourned.
- (6) Only the business left unfinished at the general meeting may be transacted at the adjourned meeting.
- (7) If a general meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for an original meeting.
- (8) If a general meeting is adjourned for less than 30 days, it is not necessary to give any notice of the adjourned meeting.

Division 3—Voting at General Meetings

36. General rules on voting

- (1) A resolution put to the vote of a general 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 resolution on a show of hands at a general meeting, a declaration by the chairperson that the resolution—
 - (a) has or has not been passed; or
 - (b) has 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.

37. Errors and disputes

- (1) Any objection to the qualification of any person voting at a general 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.

38. Demanding a poll

- (1) A poll on a resolution may be demanded—
 - (a) in advance of the general meeting where it is to be put to the vote; or
 - (b) at a general 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 in person or by proxy; or
 - (c) any member or members present in person 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.

39. Number of votes a member has

- (1) All members of the Association are entitled to attend the AGM but only two nominated and duly accredited members of each full member shall be entitled to vote subject to Article 39(2). In any event, each full member is only entitled to one vote.
- (2) A full member shall have no voting power at an AGM or Extraordinary General Meeting if it has not participated in any of the Association's events and activities during the last three consecutive years.
- (3) Every proposal at an Annual General Meeting, Extraordinary General Meeting or other meeting shall be seconded and decided by a majority of votes of those present and entitled to vote.

40. Votes of mentally incapacitated members

- (1) A member who is a mentally incapacitated person may vote, whether on a show of hands or on a poll, by the member's committee, receiver, guardian or other person in the nature of a committee, receiver or guardian appointed by the Court.
- (2) The committee, receiver, guardian or other person may vote by proxy on a show of hands or on a poll.

41. 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 general 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 general 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 member of the Association.
- (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 general meeting.
- (5) Unless a proxy notice indicates otherwise, it must be regarded as—
 - (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the general meeting; and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

42. 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.

43. 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 general meeting or adjourned general 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 general meeting or adjourned general 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.

44. Effect of member's voting in person on proxy's authority

- (1) A proxy's authority in relation to a resolution is to be regarded as revoked if the member who has appointed the proxy—
 - (a) attends in person the general meeting at which the resolution is to be decided; and
 - (b) exercises, in relation to the resolution, the voting right that the member is entitled to exercise.
- (2) A member who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general 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 member.

45. Effect of proxy votes in case of death, mental incapacity, 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 death or mental incapacity 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) does not apply if notice in writing of the death, mental incapacity or revocation is received by the Association—
 - (a) for a general meeting or adjourned general 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.

46. Amendments to proposed resolutions

- (1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if—
 - (a) notice of the proposed amendment is given to the Hon. 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 general 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 general 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

47. 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 purposes of the Ordinance.
- (2) Subject to these articles, any notice or document to be sent or supplied to a Board of Directors in connection with the taking of decisions by Board of Directors may also be sent or supplied by the means by which that Board of Directors has asked to be sent or supplied with such a notice or document for the time being.
- (3) A Board of Directors may agree with the Association that notices or documents sent to that Board of Directors 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

48. Company seals

- (1) A common seal may only be used by the authority of the Board of Directors.
- (2) A common seal must be a metallic seal having the company's name engraved on it in legible form.
- (3) Subject to paragraph (2), the Board of Directors may decide by what means and in what form a common seal is to be used.
- (4) Unless otherwise decided by the Board of Directors, if the company 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 member of the Board of Directors, or by such other person or persons as the Board of Directors shall from time to time appoint.
- (5) For the purposes of this article, an authorized person is—
 - (a) the Hon. Secretary; or
 - (b) any person authorized by the Board of Directors for signing documents to which the common seal is applied.

49. 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 of Directors; or
- (d) an ordinary resolution of the Association.

50. Auditor's insurance

- (1) Only in furtherance of the objects of the Association but not otherwise, the Board of Directors 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 of the Association, 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 section 415(6)(a) and (b) of the Ordinance.

51. 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 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 Article 3 of Part B and this article, such institution or institutions to be determined by a resolution of the members of the Association at or before the time of dissolution and in default thereof by a Judge of the High Court of the Hong Kong Special Administrative Region 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 the Hong Kong Special Administrative Region having jurisdiction in the matter.

52. 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 Hong Kong Institute of Certified Public Accountants 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 of Directors 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 of Directors, be deposited in a bank or banks or invested in such public stock, Government securities or other funds as the Board of Directors 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 of the Association.
- (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 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 of Directors meeting a report on the finances of the Association and an audited balance sheet as at 31st December and an income and expenditure account for the year as at that date, shall also be laid before the Board of Directors at its meeting before the Annual General Meeting.