

Amended
ARTICLES OF ASSOCIATION
(Amended by Special Resolution passed on the 3rd day of April, 2023)

OF

WOODBALL ASSOCIATION OF HONG KONG, CHINA LIMITED
中國香港木球總會有限公司

Incorporated on the 24th day of March 1999

HONG KONG



編號 670569
No.

公司註冊處
COMPANIES REGISTRY

公司更改名稱證明書
CERTIFICATE OF CHANGE OF NAME

本人謹此證明
I hereby certify that

HONG KONG WOODBALL ASSOCIATION LIMITED
香港活木球協會有限公司

已藉特別決議更改其名稱，該公司根據
having by special resolution changed its name, is now incorporated under the

香港法例第622章《公司條例》註冊的名稱現為
Companies Ordinance (Chapter 622 of the Laws of Hong Kong) in the name of

WOODBALL ASSOCIATION OF HONG KONG, CHINA LIMITED
中國香港木球總會有限公司

本證明書於二〇二三年三月三十一日發出。
Issued on 31 March 2023.

香港特別行政區公司註冊處處長鄧婉雯

Miss Helen TANG

Registrar of Companies
Hong Kong Special Administrative Region

註 Note:

公司名稱獲公司註冊處註冊，並不表示獲授予該公司名稱或其任何部分的商標權或任何其他知識產權。

Registration of a company name with the Companies Registry does not confer any trade mark rights or any other intellectual property rights in respect of the company name or any part thereof.

No. 670569
編號



**COMPANIES ORDINANCE
(CHAPTER 32)**

香港法例第32章
公司條例

**CERTIFICATE OF INCORPORATION
公司註冊證書**

I hereby certify that
本人謹此證明

HONG KONG WOODBALL ASSOCIATION LIMITED
香港活木球協會有限公司

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

and that this company is limited.
有限公司。

Issued by the undersigned on 24 March 1999.

本證書於一九九九年三月廿四日簽發。


MISS R. CHEUNG

.....
**for Registrar of Companies
Hong Kong**

香港公司註冊處處長
(公司註冊主任 張潔心 代行)

**THE COMPANIES ORDINANCE
(Chapter 622)**

SPECIAL RESOLUTION

OF

**WOODBALL ASSOCIATION OF HONG KONG, CHINA LIMITED
中國香港木球總會有限公司**

Passed on the 3rd day of April, 2023

At the General Meeting of Members of the Association held on 3rd April, 2023, the following resolution was duly passed as a Special Resolution:-

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

(Sd.) CHOW Kun Wah

.....
Chairman

CHOW Kun Wah

Dated this 3rd day of April, 2023.

THE COMPANIES ORDINANCE (CHAPTER 622)

Company Limited by Guarantee ARTICLES OF ASSOCIATION OF

WOODBALL ASSOCIATION OF HONG KONG, CHINA LIMITED
中國香港木球總會有限公司

Part A Mandatory Articles

1. Company Name

The name of the company is

WOODBALL ASSOCIATION OF HONG KONG, CHINA LIMITED
中國香港木球總會有限公司

2. Members' Liabilities

The liability of the members is limited.

3. Liabilities or Contributions of Members

Every member of the 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 1 year afterwards, for the payment of the debts and liabilities of the Association contracted before he ceases to be a member, and the costs, charges and expenses of winding up, and 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

HK\$100.00

The name and description of each of the founder members (formerly known as the subscribers to the memorandum of association when incorporating the Association in March 1999) (“Founder members”) are as follows.

Name(s) and Description of Founder Members
<p>(Sd.) AU-YEUNG Chun Leung (歐陽振良)</p> <p>████████████████████</p> <p>████████████████████</p> <p>████████████████████</p> <p>████████</p>
<p>(Sd.) CHOW Kun Wah (周冠華)</p> <p>████████████████████</p> <p>████████████████████</p> <p>████████</p>
<p>(Sd.) HO Chung Ho (何仲浩)</p> <p>████████████████████</p> <p>████████████████████</p> <p>████████████████████</p> <p>████████</p>
<p>(Sd.) KWONG Kwok Kam (鄭國鑑)</p> <p>████████████████████</p> <p>████████████████████</p> <p>████████████████████</p> <p>████████</p>
<p>(Sd.) LAM Tai Fai (林大輝)</p> <p>████████████████████</p> <p>████████████████████</p> <p>████████████████████</p> <p>████████</p>
<p>(Sd.) LAU Chiu Ki (劉紹其)</p> <p>████████████████████</p> <p>████████████████████</p> <p>████████</p>
<p>(Sd.) TSUI Yuen Ching (徐婉靜)</p> <p>████████████████████</p> <p>████████████████████</p> <p>████████</p>
<p>(Sd.) YEUNG Wah Chiu (楊華照)</p> <p>████████████████████</p> <p>████████████████████</p> <p>████████████████████</p> <p>████████</p>
<p>(Sd.) YEUNG Wai Kei (楊偉基)</p> <p>████████████████████</p> <p>████████████████████</p> <p>████████████████████</p> <p>████████</p>

Part B Other Articles

Contents

Article

Part 1

Interpretation

1. Interpretation

Part 2

Objectives

2. Objectives

Part 3

Application of Income and Property

3. Application of Income and Property

Part 4

Directors and Company Secretary

Division 1—Directors' Powers and Responsibilities

4. Directors' general authority

5. Members' reserve power

6. Directors may delegate

7. Committees

Division 2—Decision-taking by Directors

8. Directors to take decision collectively

9. Unanimous decisions

10. Calling directors' meetings

11. Participation in directors' meetings

12. Quorum for directors' meetings

13. Meetings if total number of directors less than quorum

14. Chairing of directors' meetings

15. Chairperson's casting vote at directors' meetings

16. Alternates voting at directors' meetings

17. Conflicts of interest
18. Supplementary provisions as to conflicts of interest
19. Validity of acts of meeting of directors
20. Record of decisions to be kept
21. Directors' discretion to make further rules

Division 3—Appointment and Retirement of Directors

22. Appointment and retirement of directors
23. Retiring director eligible for reappointment
24. Composite resolution
25. Termination of director's appointment
26. Directors' remuneration
27. Directors' expenses

Division 4—Alternate Directors

28. Appointment and removal of alternates
29. Rights and responsibilities of alternate directors
30. Termination of alternate directorship

Division 5—Directors' Indemnity and Insurance

31. Indemnity
32. Insurance

Division 6—Company Secretary

33. Appointment and removal of company secretary

Part 5

Members

Division 1—Becoming and Ceasing to be Member

34. Application for membership
35. Termination of membership

Division 2—Organization of General Meetings

36. General meetings
37. Notice of general meetings

38. Persons entitled to receive notice of general meetings
39. Accidental omission to give notice of general meetings
40. Attendance and speaking at general meetings
41. Quorum for general meetings
42. Chairing general meetings
43. Attendance and speaking by non-members
44. Adjournment

Division 3—Voting at General Meetings

45. General rules on voting
46. Errors and disputes
47. Demanding a poll
48. Number of votes a member has
49. Votes of mentally incapacitated members
50. Content of proxy notices
51. Execution of appointment of proxy on behalf of member appointing the proxy
52. Delivery of proxy notice and notice revoking appointment of proxy
53. Effect of member's voting in person on proxy's authority
54. Effect of proxy votes in case of death, mental incapacity, etc. of member appointing the proxy
55. Amendments to proposed resolutions

Part 6

Miscellaneous Provisions

Division 1—Communications to and by Association

56. Means of communication to be used

Division 2—Administrative Arrangements

57. Company seals
58. No right to inspect accounts and other records
59. Auditor's insurance
60. Winding up and dissolution
61. Accounts

Part 1

Interpretation

1. Interpretation

(1) In these articles—

alternate (候補者) and *alternate director* (候補董事) mean a person appointed by a director as an alternate under article 281;

appointor (委任者)—see article 281);

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

associated company (有聯繫公司) means—

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

association means the Company registered as “WOODBALL ASSOCIATION OF HONG KONG, CHINA LIMITED 中國香港木球總會有限公司”;

board means the board of directors;

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

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 50).

(2) 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.

(3) 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.

Part 2

Objectives

2. Objectives

The objectives for which the Association is established are:

- (1) To promote the game of woodball in every way in which the Association or the Board of the Association shall think proper.
- (2) To make, adopt, vary and publish rules, regulations, bye-laws and conditions for the regulation of the said game or otherwise, and take all such steps as shall be deemed necessary or advisable for enforcing such rules, regulations, bye-laws and conditions, and also, for preventing infringements of the rules and regulations of the games, or other in proper methods or practices in such game and for protecting it from abuses.

- (3) To promote, provide for, regulate and manage in all or any of the required details or arrangements, including any arrangement for the benefits or associations or clubs, woodball competitions, contests and matches, interport, international or otherwise, and in Hong Kong or elsewhere, and to do or provide for all or any such matters and things as may be considered necessary for or ancillary to the comfort, conduct, conveyance, convenience or benefit of players and of the public, or of any other persons concerned or engaged in such competitions, contests or matches.
- (4) To provide by rules, regulations and bye-laws, or otherwise, for deciding and settling all differences that may arise between associations, clubs, or any persons who are members of or alleged to be members of any such associations or clubs, or any other persons in reference to due compliance with the laws of the game, or the rules, regulations or bye laws of the Association, or in reference to contracts, or to any other matter of dispute or difference except trade disputes under the Trade Unions Ordinance arising between such as associations, clubs or person, or any of them, and whether this Association is concerned in such dispute or difference or not, and to make such provisions for enforcing any award or decision as the Association shall deem proper.
- (5) To co-operate with or assist any woodball association or club in any way which the Association shall think proper, and to enter into or adopt any agreement or arrangement with such association or club.
- (6) To subscribe for and become a member of Sports Federation and Olympic Committee of Hong Kong and any other association whether incorporated or not, whose objects are altogether or in part similar to those of the Association.
- (7) To diffuse among its members information on all matters affecting the game of woodball and to print, publish, issue and circulate such papers, periodicals, books, circulars and other literary undertakings as may seem conducive to any of its objects.
- (8) To improve and promote the technical knowledge of persons engaged as referees of the game of woodball, and with a view thereto to provide for the delivery of lectures and the holding of competence of such persons and to award certificates.
- (9) To provide playing fields and training places for woodball and to give or cause to be given and provide for instructions in respect thereof to acquire, layout, improve, hold, use or turn to account in anyway woodball courses or other athletic grounds, with all such pavilions and accessories as the Association shall deem advisable.
- (10) To purchase or otherwise acquire any property movable or immovable or any interest in the same respectively which shall be considered for the benefit of the Association, or calculated to promote or assist in the promotion of any of the objects of the Association.
- (11) To improve, develop, manage, mortgage, let or sell any property movable or immovable of the Association.
- (12) To buy, prepare, make, supply, sell and deal in all kinds of equipment, nets and apparatus, used in connection with the game of woodball, and provisions and refreshments required or used by the players or members of clubs who are members of the Association or other persons frequenting the woodball courses, pavilions or premises of the Association.
- (13) To give subscriptions or donations to the funds of any charitable, educational or benevolent institution or project.
- (14) To seek from and make representation to the Government for the tenure of lease of any land, property or building for the use of this Association towards the promotion of its objects and to enter into arrangements with the Government or with any authority, supreme, municipal, local or otherwise that may be conducive to the Association's objects or any of them, and to obtain from the Government or any such 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.

- (15) To act as trustees for any associations or clubs and as such trustees to hold any real or personal property upon such trusts, with and subject to such powers and provisions as shall be approved by the Board.
- (16) To lend or invest any moneys of the Association, or held by the Association upon any trust manner as shall be approved by the Board.
- (17) To borrow moneys on such security as the Board may determine, and in particular on the security of mortgages, debentures and debenture stock, charging all or any of the property of the Association.
- (18) To administer the funds of the Association and to regulation competitions, matches and exhibitions and to frame rules for the regulations thereof, and to take all necessary steps to enforce such rules when made, and also to carry on the business of the Association under the advise and direction of the Board for the time being thereof.
- (19) To apply for and obtain any local ordinance, enactment or regulation or amendment of any existing ordinance, enactment or regulation for the furtherance of any of the objects of the Association or for the purpose of ratifying and regularizing any act or acts done or not done by or on behalf of the Association.
- (20) To do all such other lawful things as are incidental or conducive to the attainment of the above objects.

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 objects 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, however derived, shall be applied solely towards the promotion of the objects of the Association as set out in part B of these Articles.
- (2) Subject to clauses (4) and (5) 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.
- (3) No member of the Board of Management 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 (5) below) shall be given by the Association to any member of the Board of Management or Governing Body.
- (4) 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 Board of Management or Governing Body of the Association in return for any services actually rendered to the Association.
- (5) Nothing herein shall prevent the payment; in good faith, by the Association:
 - (a) to any member of its Board of Management or Governing Body of out-of-pocket expenses;

- (b) of interest on money lent by any member of the Association or its Board of Management 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 Board of Management 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 Board of Management 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.
- (6) No person shall be bound to account for any benefit he may receive in respect of any payment properly paid in accordance with clauses (4) and (5) above.

Part 4

Directors and Company Secretary

Division 1—Directors' Powers and Responsibilities

4. Directors' general authority

- (1) Subject to the Ordinance and these articles, the business and affairs of the Association are managed by the directors, who may exercise all the powers of the Association.
- (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 directors' meeting at which a quorum is present may exercise all powers exercisable by the directors.

5. Members' reserve power

- (1) The members may, by special resolution, direct the directors to take, or refrain from taking, specified action.
- (2) The special resolution does not invalidate anything that the directors have done before the passing of the resolution.

6. Directors may delegate

- (1) Subject to these articles, the directors may, if they think fit, delegate any of the powers that are conferred on them under these articles—
 - (a) to any person or committee;
 - (b) by any means (including by power of attorney);
 - (c) to any extent and without territorial limit;
 - (d) in relation to any matter; and
 - (e) on any terms and conditions.
- (2) If the directors so specify, the delegation may authorize further delegation of the directors' powers by any person to whom they are delegated.
- (3) The directors may—
 - (a) revoke the delegation wholly or in part; or
 - (b) revoke or alter its terms and conditions.

7. Committees

- (1) The directors may make rules providing for the conduct of business of the committees to which they have delegated any of their powers.
- (2) The committees must comply with the rules.

Division 2—Decision-taking by Directors

8. Directors to take decision collectively

A decision of the directors may only be taken—

- (a) by a majority of the directors at a meeting; or
- (b) in accordance with article 9.

9. Unanimous decisions

- (1) A decision of the 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 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 directors' meeting.

10. Calling directors' meetings

- (1) Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorizing the Association secretary to give such notice.
- (2) Notice of a directors' meeting must indicate—
 - (a) its proposed date and time; and
 - (b) where it is to take place.
- (3) Notice of a directors' meeting must be given to each director, but need not be in writing.

11. Participation in directors' meetings

- (1) Subject to these articles, directors participate in a directors' meeting, or part of a 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) In determining whether directors are participating in a directors' meeting, it is irrelevant where a director is and how they communicate with each other.
- (3) If all the directors participating in a directors' meeting are not in the same place, they may regard the meeting as taking place wherever any one of them is.

12. Quorum for directors' meetings

- (1) At a 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 directors' meetings may be fixed from time to time by a decision of the directors, but it must be at least 2, and unless otherwise fixed it is 2.

13. Meetings if total number of directors less than quorum

If the total number of directors for the time being is less than the quorum required for directors' meetings, the 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 members to appoint further directors.

14. Chairing of directors' meetings

- (1) The directors may appoint a director to chair their meetings.
- (2) The person appointed for the time being is known as the chairperson.
- (3) The directors may terminate the appointment of the chairperson at any time.
- (4) If the chairperson is not participating in a directors' meeting within 10 minutes of the time at which it was to start or is unwilling to chair the meeting, the participating directors may appoint one of themselves to chair it.

15. Chairperson's casting vote at directors' meetings

- (1) If the numbers of votes for and against a proposal are equal, the chairperson or other director chairing the 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.

16. Alternates voting at directors' meetings

A director who is also an alternate director has an additional vote on behalf of each appointor who—

- (a) is not participating in a directors' meeting; and
- (b) would have been entitled to vote if he or she were participating in it.

17. 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 company that is significant in relation to the company'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 and the director's alternate 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) Paragraph (3) does not preclude the alternate from—
 - (a) voting in respect of the transaction, arrangement or contract on behalf of another appointor who does not have such an interest; and
 - (b) being counted for quorum purposes in respect of the transaction, arrangement or contract.
- (5) If the director or the director's alternate contravenes paragraph (3)(a), the vote must not be counted.

- (6) 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.
- (7) A reference in this article to a transaction, arrangement or contract includes a proposed transaction, arrangement or contract.

18. Supplementary provisions as to conflicts of interest

- (1) A director may hold any other office or position of profit under the company (other than the office of auditor) in conjunction with the office of director for a period and on terms (as to remuneration or otherwise) that the directors determine.
- (2) A director or intending director is not disqualified by the office of director from contracting with the Association—
 - (a) with regard to the tenure of the other office or position of profit mentioned in paragraph (1); or
 - (b) as vendor, purchaser or otherwise.
- (3) The contract mentioned in paragraph (2) 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.
- (4) A director who has entered into a contract mentioned in paragraph (2) or is interested in a transaction, arrangement or contract mentioned in paragraph (3) 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.
- (5) Paragraph (1), (2), (3) or (4) 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.
- (6) 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.
- (7) 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.

19. Validity of acts of meeting of directors

The acts of any meeting of directors or of a committee of directors or the acts of any person acting as a director are as valid as if the directors 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.

20. Record of decisions to be kept

The directors must ensure that the Association keeps a written record of every decision taken by the directors under article 6 for at least 10 years from the date of the decision.

21. Directors' discretion to make further rules

Subject to these articles, the 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

22. Appointment and retirement of directors

- (1) A person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director—
 - (a) by ordinary resolution; or
 - (b) by a decision of the directors.
- (2) Unless otherwise specified in the appointment, a director appointed under paragraph (1)(a) holds office for an unlimited period of time.
- (3) An appointment under paragraph (1)(b) may only be made to—
 - (a) fill a casual vacancy; or
 - (b) appoint a director as an addition to the existing directors if the total number of directors does not exceed the number fixed in accordance with these articles.
- (4) A director appointed under paragraph (1)(b) must—
 - (a) retire from office at the next annual general meeting following the appointment; or
 - (b) if the Association has dispensed with the holding of annual general meetings or is not required to hold annual general meetings, retire from office before the end of 9 months after the end of the Association's accounting reference period by reference to which the financial year in which the director was appointed is to be determined.

23. Retiring director eligible for reappointment

A retiring director is eligible for reappointment to the office.

24. 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 company or any other body corporate.
- (2) The proposals may be divided and considered in relation to each director separately.
- (3) Each of the directors concerned is entitled to vote (if the director is not for another reason precluded from voting) and be counted in the quorum in respect of each resolution except that concerning the director's own appointment.

25. 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) for more than 6 months has been absent without the directors' permission from directors' meetings held during that period; or
- (f) is removed from the office of director by an ordinary resolution of the company.

26. Directors' remuneration

No salary, fee or other remuneration shall be paid or provided to any director of the Association.

27. Directors' expenses

The Association may pay any travelling, accommodation and other expenses properly incurred by directors in connection with—

- (a) their attendance at—
 - (i) meetings of directors or committees of directors;
 - (ii) general meetings; or
 - (iii) separate meetings of the holders of debentures of the Association; or
- (b) the exercise of their powers and the discharge of their responsibilities in relation to the Association.

Division 4—Alternate Directors

28. Appointment and removal of alternates

- (1) A director (*appointor*) may appoint as an alternate any other director, or any other person approved by resolution of the directors.
- (2) An alternate may exercise the powers and carry out the responsibilities of the alternate's appointor, in relation to the taking of decisions by the directors in the absence of the alternate's appointor.
- (3) An appointment or removal of an alternate by the alternate's appointor must be effected—
 - (a) by notice to the Association; or
 - (b) in any other manner approved by the directors.
- (4) The notice must be authenticated by the appointor.
- (5) The notice must—
 - (a) identify the proposed alternate; and
 - (b) if it is a notice of appointment, contain a statement authenticated by the proposed alternate indicating the proposed alternate's willingness to act as the alternate of the appointor.
- (6) If an alternate is removed by resolution of the directors, the Association must as soon as practicable give notice of the removal to the alternate's appointor.

29. Rights and responsibilities of alternate directors

- (1) An alternate director has the same rights as the alternate's appointor in relation to any decision taken by the directors under article 6.
- (2) Unless these articles specify otherwise, alternate directors—
 - (a) are deemed for all purposes to be directors;

- (b) are liable for their own acts and omissions;
 - (c) are subject to the same restrictions as their appointors; and
 - (d) are deemed to be agents of or for their appointors.
- (3) Subject to article 15(3), a person who is an alternate director but not a director—
- (a) may be counted as participating for determining whether a quorum is participating (but only if that person's appointor is not participating); and
 - (b) may sign a written resolution (but only if it is not signed or to be signed by that person's appointor).
- (4) An alternate director must not be counted or regarded as more than one director for determining whether—
- (a) a quorum is participating; or
 - (b) a directors' written resolution is adopted.
- (5) An alternate director is not entitled to receive any remuneration from the Association for serving as an alternate director.
- (6) But the alternate's appointor may, by notice in writing made to the Association, direct that any part of the appointor's remuneration be paid to the alternate.

30. Termination of alternate directorship

- (1) An alternate director's appointment as an alternate terminates—
- (a) if the alternate's appointor revokes the appointment by notice to the Association in writing specifying when it is to terminate;
 - (b) on the occurrence in relation to the alternate of any event which, if it occurred in relation to the alternate's appointor, would result in the termination of the appointor's appointment as a director;
 - (c) on the death of the alternate's appointor; or
 - (d) when the alternate's appointor's appointment as a director terminates.
- (2) If the alternate was not a director when appointed as an alternate, the alternate's appointment as an alternate terminates if—
- (a) the approval under article 26(1) is withdrawn or revoked; or
 - (b) the Association by an ordinary resolution passed at a general meeting terminates the appointment.

Division 5—Directors' Indemnity and Insurance

31. 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.

32. Insurance

The 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).

Division 6—Company Secretary

33. Appointment and removal of company secretary

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

Part 5

Members

Division 1—Becoming and Ceasing to be Member

34. Application for membership

- (1) The number of members of the Association is unlimited.
- (2) Members are divided into Full-Members and Associate Members.

- (3) A club, organisation, company, institute or society playing woodball and being otherwise qualified according to the law of the games as settled by the International Woodball Federation Board and the Rules is eligible to become a Full Member or otherwise is eligible to become an Associate-Member as the Board shall at its absolute discretion decide.
- (4) Full-Members shall have full right of membership including the power to vote and be elected at General Meeting. Associate Members shall not have the right to vote at General Meetings. Associate-Members will not attract the liability of Full-Members.
- (5) Any membership applicant will be admitted to membership in accordance with the provisions specified herein and in the Rules and shall pay to the Association the entrance fee and/or subscription fee as are therein stated which shall be returned to the applicant within one month upon the rejection of his application.
- (6) The Association will accept any membership application submission at any time of year. Application for membership shall be made to the Board on the prescribed form provided by the Association which shall be signed by the representatives (who must be at least 18 years old) of the applicants.
- (7) Application for membership shall be made to the Board on the prescribed form provided by the Association which shall be signed by the representatives (who must be at least 18 years old) of the applicants.
- (8) The Board has absolute discretion approving and rejecting any of membership applications and to inform the applicants or whosoever the reason of its decision
- (9) A certificate shall be issued by the Association to the successful applicant after his application for membership is approved by the Board and the entrance fee and/or subscription fee have been paid.
- (10) A club, organisation, company, institute or society may become a member of the Association only if-
 - (a) that the membership applicant has completed an application for membership in a form approved by the directors; and
 - (b) the directors have approved the application.

35. Termination of membership

- (1) Annual subscription fee shall become due on the date of Annual General Meeting. If a subscription fee is not paid on the due date, a Member shall be automatically expelled from membership.
- (2) Any Member expelled from membership or his membership has been terminated by whatsoever reasons, may re-apply to the Association for membership as a new application.
- (3) A member may withdraw from membership of the Association by giving 7 days' notice to the Association in writing.
- (4) Membership is not transferable.
- (5) A person's membership terminates when that person dies or ceases to exist.

Division 2—Organization of General Meetings

36. General meetings

- (1) Subject to sections 611, 612 and 613 of the Ordinance, the Association must, in respect of each financial year of the Association, hold a general meeting as 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) If the directors are required to call a general meeting under section 566 of the Ordinance, they must call it in accordance with section 567 of the Ordinance.
- (4) If the directors do not call a general meeting in accordance with section 567 of the Ordinance, the members who requested the meeting, or any of them representing more than one half of the total voting rights of all of them, may themselves call a general meeting in accordance with section 568 of the Ordinance.

37. 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.

38. Persons entitled to receive notice of general meetings

- (1) Notice of a general meeting must be given to—
 - (a) every member; and
 - (b) every director.

- (2) If notice of a general meeting or any other document relating to the meeting is required to be given to a member, the Association must give a copy of it to its auditor (if more than one auditor, to everyone of them) at the same time as the notice or the other document is given to the member.

39. 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.

40. 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 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.

41. Quorum for general meetings

- (1) Two 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.

42. Chairing general meetings

- (1) If the chairperson (if any) 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 directors present at a general meeting must elect one of themselves to be the chairperson if—
 - (a) there is no chairperson of the board of directors;
 - (b) the chairperson is not present within 15 minutes after the time appointed for holding the meeting;
 - (c) the chairperson is unwilling to act; or
 - (d) the chairperson 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.

43. Attendance and speaking by non-members

- (1) Directors may attend and speak at general meetings, whether or not they are members of the Association.
- (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.

44. Adjournment

- (1) If a quorum is not present within half an hour 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 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 chairperson 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

45. 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.

46. 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.

47. 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.

48. Number of votes a member has

On a vote on a resolution, whether on a show of hands at a general meeting or on a poll taken at a general meeting—

- (a) every full member present in person has 1 vote; and
- (b) every proxy present who has been duly appointed by a full member entitled to vote on the resolution has 1 vote.

49. Votes of mentally incapacitated members

- (1) A full 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.

50. 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.
- (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.

51. 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.

52. 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.

53. 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.

54. 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.

55. 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 company secretary in writing; and
 - (b) the proposed amendment does not, in the reasonable opinion of the chairperson of the meeting, materially alter the scope of the resolution.
- (2) The notice must be given by a person entitled to vote at the 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

56. 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 director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such a notice or document for the time being.
- (3) A director may agree with the Association that notices or documents sent to that director 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

57. Company seals

- (1) A common seal may only be used by the authority of the directors.

- (2) A common seal must be a metallic seal having the Association's name engraved on it in legible form.
- (3) Subject to paragraph (2), the directors may decide by what means and in what form a common seal is to be used.
- (4) Unless otherwise decided by the directors, if the Association has a common seal and it is affixed to a document, the document must also be signed by at least 1 director of the Association and 1 authorized person.
- (5) For the purposes of this article, an authorized person is—
 - (a) any director of the Association;
 - (b) the company secretary; or
 - (c) any person authorized by the directors for signing documents to which the common seal is applied.

58. 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 directors; or
- (d) an ordinary resolution of the Association.

59. Auditor's insurance

- (1) The 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.

60. 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 same shall not be paid to or distributed among the members of the Associations; 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 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution and in default hereof by a Judge of the High Court of the Hong Kong Special Administrative Region having jurisdiction in regard to charitable funds and if this provision cannot be effected, then to some charitable object.

61. Accounts

- (1) The Board shall cause proper books of account to be kept with respect to
 - (a) all sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure takes place;
 - (b) all sales and purchases of goods by the Association; and
 - (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 account as are necessary to give a true and fair view of the state of the Association's affairs and to explain its transactions.

- (2) The books of account shall be kept at the registered office of the Association, or, subject to section 121(3) of the Ordinance, at such other place or places as the Board think fit, and shall always be open to the inspection of the Directors.
- (3) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of Members not being Directors, and no Member (not being a Director) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorized by the Board or by the Association in General Meeting.
- (4) The Board shall from time to time in accordance with sections 122 and 129D of the Ordinance, cause to be prepared and to be laid before the Association in General Meeting such income statement, statement of financial position and reports as are referred to in those sections.
- (5) A copy of every statement of financial position (including every document required by law to be annexed to it) which is to be laid before the Association in General Meeting, together with a copy of the Board's report and a copy of the auditor's report, shall not less than 21 days before the date of the meeting be sent to every Member of the Association:

Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Association is not aware.

- (6) The accounts of the Association shall be annually examined and the correctness of the statement of financial position ascertained by an Auditor or Auditors to be elected by the Association at its Annual General Meeting, in accordance with the provisions of the Companies Ordinance.