

**THE COMPANIES ORDINANCE**

**Company Limited by Guarantee  
and not having a Share Capital**

**ARTICLE OF ASSOCIATION**

**OF**

**HONG KONG WOODBALL ASSOCIATION LIMITED**

**香港活木球協會有限公司**

**PRELIMINARY**

1. In the Interpretation of these articles:-

- (a) "Writing" has the same meaning as that contained in the Interpretation Ordinance of the Laws of Hong Kong, Chapter One.
- (b) "The Association" means "HONG KONG WOODBALL ASSOCIATION LIMITED 香港活木球協會有限公司".
- (c) "The Ordinance" means the Companies Ordinance.
- (d) "The Rules" means the Rules, Regulations, Bye-laws and Standing Orders of the Association together with such amendments as may from time to time be made or adopted by the Council or the Association.
- (e) "The Council" means the Council of the Association.
- (f) "The Committee" means the Executive Committee of the Association.
- (g) "The Full-Member" means an individual who has been admitted to full membership of the Association. Prior to application for full membership, he must be holding Associate membership of the Association for no less than two years.
- (h) "Associate Member" means an individual who has been admitted to associate membership of the Association.
- (i) "Association (Corporate) Member" means a club, team or association, or institution, firm, company or other registered corporate body which has been admitted to association/corporate membership of the Association. An Associate or Corporate Member shall submit to the Executive Committee the name of one representative from that Association or Corporation.
- (j) "Permanent Member" means a person who is a founding member of the Association and shall hold Full-Member membership during the life of the member, and who is not subject to the requirement of paying annual fees to the Association.

- (k) "Honorary Member" means a person who is appointed by the Executive Committee in recognition of his distinguished contributions to the Association.
- (l) "Annual General Meeting" shall mean the yearly general meeting of the Association and also include the first general meeting of the Association.
- (m) "Extraordinary General Meeting" shall mean the General Meeting of the Association specially summoned under these Articles.
- (n) "General Meeting" means a General Meeting of the Association whether Annual or Extraordinary.
- (o) "Special Resolution" shall be effective for any purpose for which an Ordinary Resolution is expressed to be required under any provision of these Articles.
- (p) "The registered address" shall mean the registered address for the time being of the Association.
- (q) "The seal" shall mean the seal of the Association.
- (r) "Year" shall mean calendar year.
- (s) "Month" shall mean calendar month.
- (t) Words importing the singular number only shall include the plural and the converse shall also apply.
- (u) Where any provision of the Ordinance is referred to, the reference is to such provision as modified by any Ordinance for the time being in force.

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

The heading are inserted for convenience only and shall not affect the construction of these Articles.

2. Purpose

The Association is established for the purposes expressed in the Memorandum of Association.

### MEMBERS

3. Number of members

The membership of the Association is unlimited.

4. Criterion of membership

The membership of the Association is open to any person or association in Hong Kong or overseas and who has the interest in woodball.

5. Classes of membership

Members are divided into Full-Members, Associate Members, Association (Corporate) Members, Permanent Members and Honorary Members.

6. Right and Nomination of Membership

Full-Members shall have right of membership including the power to vote at General Meetings and could be nominated at the election of Council Members. Associate Members, Association (Corporate) Members and Honorary Members shall not have the right to vote at General Meeting and could not be nominated at the election of Council Members. Associate Members, Association (Corporate) Members and Honorary Members will not have the liability of Full-Members.

7. Admission to membership
- 7.1 Members shall be admitted to membership in accordance with the provision as specified in the Rules of the Association and shall pay to the Association the entrance fee and/or subscription fee as are therein stated.
- 7.2 All application of memberships can be submitted to the Association all year round.
- 7.3 Application of Full-Member or Associate Member membership shall apply in writing to the Committee by the application form which is signed by the applicant.
- 7.4 Application of Association (Corporate) Member membership shall apply in writing to the Committee by the application form which is signed by the representative of the association or corporation.
- 7.5 The Committee has absolute discretion in deciding whether it approves such application or not, and has the right to disclose to the applicant or anyone else the reason for doing so.
- 7.6 The applicant will be endorsed the membership after the approval of the Committee and the payment of the said fees.
- 7.7 If the application is refused, the said fees paid will be refunded within one month.
- 7.8 If a member, except a Permanent Member and Honorary Member, wants to continue its membership next year, it has to make payment of the annual fees of next year before the Annual General Meeting. Otherwise it will be taken as having withdrawn from the Association and it cannot attend the annual general meeting and has no right of voting. If it wants to become member again, it has to re-apply for the membership following the usual application procedure.
- 7.9 If a member has lost the membership, it should re-apply for the membership following the usual application procedures, if it wants to become member again.

#### GENERAL MEETINGS

8. Annual General Meeting  
A General Meeting of the Association shall be held once at least in every calendar year not being more than 15 months after holding of the last preceding General Meeting and at such place as may be determined by the Council.
9. Extraordinary General Meeting  
All general meetings other than annual general meetings shall be called extraordinary general meeting.

The Council may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened by the Council on such requisition or on the requisition of not less than 1/3rd of the total number of members, or in default, may be convened by such requisitionists

as provided by Section 113 of the Ordinance. If at any time there are not within Hong Kong sufficient Councilors capable of acting to form a quorum, any Councilor or any two members of the Association may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Council.

#### NOTICE OF GENERAL MEETINGS

10. Notice

An annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at the least, and all other general meetings of the Association shall be called by the 14 days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Association in general meeting, to such persons as are, under the Articles of the Association, entitled to receive such notices from the Association:

Provided that a meeting of the Association shall, notwithstanding that it is called by shorter notice than that specified in this article, be deemed to have been duly called if it is so agreed-

- (a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and,
- (b) in the case of other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than 95 per cent of the total voting rights of all the members entitled to attend and vote at the meeting.

11. Accidental Omission

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

#### PROCEEDINGS AT GENERAL MEETINGS

12. Business

All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting with the exception of the consideration of the accounts, balance sheets and the reports of the Council and Auditors, the election of the officers of the Association, the appointment of the Auditors, and any proposed alteration to the Rules and Regulations of the Association, of which due notice shall have been given.

13. Quorum

No business shall be transacted at any General Meeting unless a quorum of members is present at the same time when the meeting proceeds to business and

continues to be present until the conclusion of the meeting; save as herein otherwise provided, two members present shall be a quorum.

14. Failure to Master a Quorum

If within half an hour from the time appointed for the meeting, a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Councilors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

15. Chairman

The Chairman of the Council, or failing whom, the Vice-chairman, shall preside as Chairman at a general meeting. If there is no such Chairman or Vice-chairman, or if at any meeting neither is present within five minutes after the time appointed for holding the meeting or is willing to act, the Councilors present shall choose one of their number to be chairman of the meeting.

16. Adjournments

The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

17. Method of Voting

At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded-

- (a) by the Chairman; or
- (b) by at least half of the Full-Members present in person or by proxy; or
- (c) by any Full-Member or Full-Members present in person or by proxy and representing not less than half of the total voting rights of all the Full-Members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

18. Time of Poll

A poll demanded on any question shall be taken at such time as the Chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll. Except as aforesaid, if a poll is duly demanded it shall be taken in such manner as the

Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

19. Casting Vote  
In case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meetings at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
20. Number of Representative  
At any General Meeting of the Association, each Full-Member shall be entitled to send on representative to attend at the meeting.

#### VOTES OF MEMBERS

21. Number of Votes  
Every member shall have one vote.
22. Unpaid Sums  
No members shall be entitled to vote at a general meeting either personally or by proxy or as proxy for another member or to exercise any other right conferred by membership in resolution to meetings of the Association if any sum presently payable by him to the Association remains unpaid before the annual general meeting.
23. Admissibility  
No objection shall be varied as to the admissibility of any vote except at the meeting or adjourned meeting at which the vote objected to is or may be given or tendered and every vote not disallowed at such meeting shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.
24. Exercise of Vote  
On a poll votes may be given either personally or by proxy.

#### PROXIES

25. To attend and vote  
A Full-Member may attend by proxy any general meeting which he is entitled to attend in person and vote by proxy on any resolution at any such meeting on which he would, if present in person, otherwise be entitled to vote. A proxy need not be a member of the Association.
26. General Proxy  
An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit or such other which the Committee may approve:

HONG KONG WOODBALL ASSOCIATION LIMITED

香港活木球協會有限公司

I, \_\_\_\_\_, being a Full-Member of the  
above-named Association, hereby appoint \_\_\_\_\_, or failing  
him \_\_\_\_\_, as my proxy to vote for me  
on my behalf at the (annual or extraordinary, as the case may be) general  
meeting of the Association to be held on the \_\_\_\_\_ day of 19\_\_\_\_, and at  
any adjournment thereof.



Signed this

day of

19

27. Special Proxy

Where it is desired to afford Full-Members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit or such other form which Committee may approve:

HONG KONG WOODBALL ASSOCIATION LIMITED

香港活木球協會有限公司

I, \_\_\_\_\_, being a Full-Member of the  
above-named Association, hereby appoint \_\_\_\_\_, or failing  
him \_\_\_\_\_, as my proxy to vote for me  
on my behalf at the (annual or extraordinary, as the case may be) general  
meeting of the Association to be held on the \_\_\_\_\_ day of 19\_\_\_\_, and at  
any adjournment thereof.

Signed this

day of

19

\* Strike out whichever is not desired.

28. Execution of Proxy Form

An instrument appointing a proxy shall be signed by the appointor or his attorney.

29. Delivery of Proxy Form

An instrument appointing a proxy and, where it is signed on behalf of the appointor by an attorney, and failing previous registration with the Association, the power of attorney or other authority, or a certified copy of that power or authority, must either be delivered at such place or one of such places (if any) as may be specified for that purpose in, or by way of note, or in any document accompanying the notice convening the meeting (or if no place is so specified, at the registered office of the Association) not less than 48 hours before the time appointed for holding the meeting or adjourned meeting or (in case of a poll taken otherwise at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is used. An instrument of proxy shall not be treated as valid until such delivery shall have been effected. The instrument shall, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting as for the meeting to which it relates. An instrument of proxy relating to more than one meeting (including any adjournment thereof), having once been so delivered for the purpose of any meeting, shall not require again to be delivered for purpose of any subsequent meeting to which it relates.

30. Right of Proxy

An instrument appointing a proxy shall be deemed to include the right to demand or join in demanding a poll, and the same right to speak at the meeting as the appointor has.

31. Invalidation

A vote cast by proxy shall not be invalidated by the previous death or insanity of the appointor or by the revocation of the appointment of the proxy or of the authority under which the appointment was made provided that no intimation in writing of such death, insanity or revocation shall have been received by the Association at the office at least 48 hours before commencement of the meeting or adjourned meeting at which the proxy is used or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) the time appointed for the taking of the poll at which the vote is cast.

#### THE COUNCIL - GENERAL PROVISIONS

32. **Role**  
The affairs of the Association shall be governed by the Council, who may do all such acts and exercise all such powers of the Association as may be required to give effect to the objects as described in the Memorandum of Association and which are not by statute or by these articles required to be done or exercised by the Association in General Meeting. The Council shall be the directors of the Association within the meaning of the Companies Ordinance.
33. **The Structure**  
The highest authority of the Association shall be in the Council. The Council consists of 3 to 9 members. The first council members shall be the Permanent Members who have rendered valuable services to the Association.
34. **The Term of Office**  
The term of office of the Council member shall be two years but any member of the Council shall be eligible for re-election. The Council shall have power at any time, and from time to time, to appoint any person to be a Council member, either to fill a casual vacancy or as an addition to the existing Council.
35. **Power**
- 35.1 The business of the Association shall be managed by the Council, who may pay all expenses incurred in promoting 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 the provisions of the Ordinance or these articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Association in general meeting; but no regulation made by the association in general meeting shall invalidate any prior act of the Council which would have been valid if that regulation had not been made.
- 35.2 The Council also has the authority to appoint the Committee members annually who shall have rendered valuable knowledge and experiences in woodball, in order to assist the smooth operation of the Association and the promotion of woodball.

#### MANAGEMENT

36. **Practical Direction**
- 36.1 The Council shall make, adopt and act upon the Rules so far as the same are not inconsistent with these Articles.



- 36.2 The Council shall have power to make Rules as to all matters of business duties, management, regulation or otherwise which may be deemed necessary by the Council so far as not already expressly provided for by these Articles.
37. Delegation  
The Council may delegate any of their powers to the Committees comprising either members of the Council or other persons, or comprising members of the Council with other persons.
38. Quorum  
The Council may fix their own quorum, and until otherwise provided three shall form a quorum.
39. Minutes  
The Council shall keep proper minutes of their proceedings, and all acts, done in pursuance of anything appearing by such minutes to be resolved upon or authorized by the Council, shall be deemed to be acts of the Council within the meaning of these Articles.
40. Expenses  
The Council shall defray out of the funds of the Association all expenses in respect of the business of the Association.
41. Defects in Appointment  
All acts done by any meeting of the Council or by any person acting as a member of the Council shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any person so acting or that any person so acting was disqualified, be as valid as if such person had been duly appointed and qualified.
42. Cheques  
All cheques, promissory notes, drafts, bill of exchange, and other negotiable or transferable instruments, and all receipts for moneys paid to the Association, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the Council shall from time to time by resolution determine.
43. Seal  
The Council shall adopt and use a seal and shall provide for the safe custody of the Seal which shall not be used without the authority of the Council. Every instrument to which the Seal shall be affixed shall be signed autographically by any one or more persons authorized for the purposed by the Council, and where any instrument to which the Seal is affixed is so signed the Seal shall, as regards all persons dealing in good faith with the Association, be deemed to have been affixed to that instrument with the authority of the Council.
44. Administration Section  
The Council may employ, or be subsidized by The Government of the Hong Kong Special Administrative Region to employ, staff who shall be responsible for the Affairs of the Association and shall assist the Committee in the promotion and development of woodball sport.

#### COMMITTEE

45. Functions

The Committee shall have the powers which are delegated from the Council to carry out any lawful things as are in the view of the Committee incidental or conducive to the attainment of the objects of the Association within the meaning of these Articles.

The functions of the Committee shall include:

- (a) to carry out the administrative works and affairs of the Association;
- (b) to carry out the monthly committee meeting;
- (c) to promote, develop and operate woodball activities in Hong Kong locally and internationally;
- (d) to select the members of Hong Kong National Teams, including officials and players, and send them to participate in international competitions;
- (e) to carry out the decision of the Council or any general meeting;
- (f) to make any suggestions to the Council.

Apart from the above suggestions to the Council, the Committee may perform other functions which are worthwhile for the development of woodball.

46. Components of the Committee

The duties and authority of the Committee members:

- (a) The Chairman of the Committee shall be the representative of the Committee. He directs and delegates each section's works and also holds the monthly Committee meeting. He also liaises with the Council.
- (b) The Vice-chairman assists the Chairman in the affairs of the Association. If the Chairman is absent or on leave, the Vice-chairman will execute the duties of the Chairman. If the Chairman resigns or is unable to execute its duties, the Vice-chairman can act in the Chairman's role until the Council has appointed a new Chairman.
- (c) The Honourary Secretary is responsible for the administration of the Association, drafting the agenda, recording the proceedings of any meetings, arranging for the affairs of the Association and attending meetings of the small groups.
- (d) The Honourary Treasurer shall be responsible for the financial matters of the Association. The expenditure of the Association should be approved by the Committee.
- (e) The Competition Convenor shall arrange and manage all kinds and levels of competitions including local and international.
- (f) The Referee Convenor shall be responsible for referee training and upgrading. He should plan how to improve the standard and oversee the performance of difference levels of referees and set up the criteria of upgrading and make the upgrading decision. He also manages the affairs of the referee body.
- (g) The Training Convenor shall be responsible for all levels of woodball training including instructor training courses, youth training and the training of Hong Kong Woodball National Teams. He takes the responsibility to improve the standards of each level of performance so a substantive scheme needs to be established.
- (h) The Ground Convenor shall be responsible for all affairs of competition venues and the preparation of implements.

- (i) The Promotion Convenor shall be responsible for planning and actualizing the promotion scheme in order to assist the aim of promotion, publication and upgrading the standard of woodball performance.
  - (j) The Disciplinary Board is temporary in nature and is responsible for listening to the breaking rules cases, carrying out the investigations, finalizing the investigation results, deciding and actualizing the appropriate penalty. The Disciplinary Board is formed by one member out of the following sections, which are competition, referee, training and ground, and chaired by the Chairman of the Committee.
  - (k) The Advisor is the Consultant of the Association in woodball sport.
  - (l) The Council may adjust the component of the Committee or the number of convenors in each section.
47. Meeting of the Committee
- The Committee meeting shall be carried out each month. The notice of agenda of the meeting will be sent to each Committee member in seven days by post before the meeting. The Chairman of the Committee can convene the emergency meeting if he thinks it is necessary and at least 24 hours' notice shall be given to the Committee members. Each Committee members shall have one vote and simple majority is engaged in voting any proposal.

#### COMPETITION

48. The Association will organize and arrange open competitions for different levels and target groups throughout the year.
49. Player Registration
- Players of all competitions must be the registered players of the Association.
50. Open Competitions and Activities
- All members shall be permitted to take part in all open competitions or activities organized by the Association.

#### ACCOUNTS

- 51(a). The Council shall cause proper books of account to be kept of all receipts, credits, payments, assets and liabilities of the Association, and of all other matters necessary to give a true and fair view of the state of affairs of the Association, and the accounts shall be kept in such books and in such manner as the Council thinks fit, and to the satisfaction of the Auditors.
- 51(b). The Council shall keep separate accounts of all benevolent funds or other funds and shall hold the same funds respectively, for such purposes as shall be agreed upon between the Council and the Trustees of the benevolent funds respectively and if and so far as not thereby provided as shall be determined by special resolution of Association.
- 51(c). The books of account shall be kept at such place or places as the Council appoints, and shall be open to inspection of members with the consent of the Council.

## AUDIT

52. The books of accounts of the Association shall be annually examined by the Auditors to be elected by the Association at its Annual General Meeting, in accordance with the provisions of the Companies Ordinance. The Auditors shall report to the members stating whether in their opinion the accounts examined by them give a true and fair view of the state of the affairs of the Association.

## NOTICES

53. **Service**  
A notice may be given the Association to any Full-Member or Associate Member either personally or by sending it by post to him or to his registered address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 48 hours after the letter containing the same is posted, and in other case at the time at which the letter would be delivered in the ordinary course of post.
54. **Persons to Receive Notice**  
Notice of every general meeting shall be given in any manner hereinbefore authorized to:
- (a) every Full-Member and Associate Member except those members who have not supplied to the Association an address within Hong Kong for the giving of notice of them; and
  - (b) the Auditors for the time being of the Association. No other person shall be entitled to receive notices of general meetings.
55. **Indemnity**  
Every Council member, Committee member, Auditor and other officers for the time being of the Association shall be indemnified out of the assets of the Association against any liability incurred by him in relation to the Association in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 358 of the Ordinance in which relief is granted to him by the court.
56. **Winding Up**  
The Provisions of Clause 7 of the Memorandum of Association relating to the winding up or dissolution of the Association shall have effect and be observed as if the same were repeated in these Articles.

## FIRST SECRETARY

57. The first Secretary of the Association shall be SPL Management Limited who may resign from this office upon giving notice to the Association of such intention and such resignation shall effect upon the expiration of such notice or its earlier acceptance.