

Part B: Other Articles

Commitment

1. The Association is established for the Objects expressed in Part A: Mandatory Articles of these Articles.

The Association is committed to the fostering and implementation of good corporate governance practices with a sound ethical culture in strict compliance with the policies and procedures established or developed in the conduct of the business and activities of the Association and in the best interests of the Association and the Members as a whole so as to (i) suit the organisational structure, resource capability and operational needs of the Association; and (ii) enhance the accountability of the Council of Management or the Panels.

Objects

2. The Association is established for the Objects expressed in Part A of these Articles.

Number of Members

3. For the purposes of registration of the Association in March 1961, the number of the Members was declared not to exceed 100.

Qualification of Members

4. Any bona fide competitively active Club taking part in the sport of lawn bowls in Hong Kong may become a Member if it complies with the requirements set forth by the Council of Management.

Admission of Members

5. A Club which is qualified to become a Member can apply in writing by a director or an officer to the Secretary to become a Member. The Secretary will request the Club to furnish to him the required information concerning the Club (e.g. a certified copy of each of the certificate of incorporation / registration issued by the relevant government

department, the valid business registration certificate in Hong Kong and the updated constitutional document, a list of the current directors or officers and a list of the activities organized for its members for the past year).

- 5A. The Secretary will arrange for all the new membership applications together with the documents furnished by the Club to be tabled at the next meeting of the Council of Management for consideration.
- 5B. The Council of Management shall decide whether to admit or defer considering the application of the Club as a Member. The new membership applications must, if considered appropriate, be approved by at least a simple majority of the Councillors present at or participating in their meeting. The Council of Management, having received a written request made by a Club within seven (7) days from the date of being notified by the Secretary of its unsuccessful application, shall give a reason / reason(s) or an explanation to the applicant in writing as to why it was not elected to membership within fourteen (14) days from the date of receipt of the request.
- 5C. Promptly after the decision of the Council of Management, the Secretary will be instructed to notify in writing the candidates of the outcome of the applications. If a Club is elected to membership, it will be informed of the amount of its entrance fee (if any) and its subscription, on payment of which (but not before) it will be entitled to all the rights and privileges of membership.
- 5D. The entrance fee (if any) and the subscription of a Member shall be payable within twenty -one (21) days from, but excluding, the day on which notification of its election to membership was posted to it. If a candidate liable to pay an entrance fee and/or subscription shall fail to pay the entrance fee and/or the subscription within twenty-one (21) days of being notified of its election to membership, it will be deemed to have declined to accept membership PROVIDED THAT the Council of Management may extend the period of twenty-one (21) days for good cause shown if it deems fit.
- 5E. If failed to be admitted as a Member, any applicant may, within fourteen (14) days from the date of receipt of the reason / reason(s) or an explanation for its failure in membership admission and upon paying an administrative fee of HK\$1,000, make an appeal in writing against the reasoned or explained decision made by the Council of Management to the Appeal Committee comprising non-Councillors who have not made the refusal

decision on the subject membership application. The Appeal Committee will consider and decide the appeal within one (1) month from the date of receipt of the appeal and the Appeal Committee's decision will be final and conclusive.

Expulsion of Members

6. Upon any breach of these Articles or any provisions of the Bye-laws, it shall be competent for the Council of Management after due investigation of the facts, including, if needed, the examination of witnesses and relevant evidence, and after affording the Member concerned an opportunity of being heard or making representations in writing in his own defence, to suspend or terminate the membership of any Member by notifying in writing the Member of its decision; but such Member shall have the right to appeal to the Association in the General Meeting especially convened for the purpose provided the appeal is lodged with the Secretary within seven days of the notification of the Council of Management's decision. Such appeal shall state in writing the ground or grounds on which it is made in accordance with the provisions of the Bye-laws. Notice of any such appeal shall be given in the circular convening such meeting which shall be convened and held in three months within twenty-eight days after the Secretary's receipt of the appeal. The decision of the meeting is final and conclusive.

Termination of Membership

- 6A A Member shall ipso facto cease membership of the Association if it:-
 - (a) becomes insolvent, suspends payment or compounds with its creditors generally;
 - (b) ceases to exist or has been wound-up or dissolved;
 - (c) by notice in writing to the Association resigns its membership;
 - (d) is removed by an ordinary resolution of a Members' Meeting; or
 - (e) is expelled from membership as stated in article 6 of Part B just above.

Subscription Rights of Members

7. Every Member Club shall pay an annual subscription on or before the 1st day of June in each year, of an amount to be set or endorsed in Members' Meeting by Members. Waiver and setting of any subscription or fee by the Council of Management is not permitted.

Members' Meetings

8. 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, and shall specify the meeting as such in the notices calling it. The Annual General Meeting shall be held at such time and place as the Councillors shall appoint.
9. All general meetings of the Association other than the Annual General Meetings shall be called General Meetings.
10. The Councillors may, whenever they think fit, convene a General Meeting, and General Meetings shall also be convened on such requisition as provided under sections 566 and 567 of the Ordinance, or, in default, may be convened by such requisitionists as provided by section 568 of the Ordinance. If at any time there are not within Hong Kong sufficient Councillors capable of acting to form a quorum, a Councillor or any two Members may convene a General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Councillors.

Notice of Members' Meetings

11. An Annual General Meeting shall be called by 21 days' notice in writing at the least, and a General Meeting shall be called by 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 the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Association in Members' Meeting, to such persons as are, under these Articles, entitled to receive such notices from the Association:
Provided that a Members' Meeting 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 which are entitled to attend and vote at the meeting; and
 - (b) in the case of any 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 those entitled to attend and vote at that meeting.

12. 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 that meeting.

Proceedings at Members' Meetings

13. All business that is transacted at a General Meeting, and also all that is transacted at an Annual General Meeting with the exception of the consideration of the financial statements, statement of financial position, and the reports of the Councillors and auditors, the election of Councillors in place of those retiring and the appointment, and the fixing of the remuneration, of the auditors, shall be deemed special.
- 13A. A Members' Meeting may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting should constitute presence of such meeting.
- 13B. The Council of Management may, if considered reasonable and proper, postpone any Members' Meeting convened but not yet held or change the form thereof.
14. No business shall be transacted at any Members' Meeting unless a quorum of Members is present at the time when the meeting proceeds to business and continues to be present until the conclusion of the meeting; save as otherwise provided, 10 nominated representatives or proxies of the Members present shall be a quorum.
- 14A. Any Member Club may (a) authorize such member of the Member Club as it thinks fit to act as its nominated representative or (b) appoint the nominated representative of another Member Club to act as its proxy at any Members' Meeting, and the nominated representative or proxy of a Member Club shall be entitled to exercise the same powers on behalf of the Member Club which he represents as that Member Club could exercise if it were an individual Member.

15. 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 Councillors 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 attend the meeting by their respective nominated representatives or proxies shall be a quorum.
16. The President, if any, shall preside as chairman at every Members' Meeting, or if there is no such President, or if he shall not be present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act or is not in Hong Kong or has given notice to the Association of his intention not to attend the meeting, the Councillors present and participating shall elect one of them to be chairman of the meeting.
17. If at any meeting no Councillor is willing to act as chairman or if no Councillor is present within 15 minutes after the time appointed for holding the meeting, the Members present shall choose one of their members to be chairman of the meeting.
18. 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 the adjourned meeting shall be given as in the case of an original meeting. Save as previously stated, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
19. (1) At any Members' Meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll (before or on the declaration of the result of the show of hands) is demanded by-
 - (a) the chairman; or
 - (b) at least two Members present in person or their proxies; or(c) any Member or Members present in person or proxy and representing not less than five per cent of the total voting rights of all the Members having the right to vote at the meeting. In this regard, the entitlement to the voting rights of each Member Club based on

League Championships organized by the Association as stipulated from time to time in the Bye-laws of the Association is taken into account in calculating the above total voting rights.

Unless a poll be so demanded, a declaration by the chairman of the meeting that a resolution has on show of hands been carried, 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, in the absence of a manifest error, 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.

- (2) Except as provided in Article 19(4) below, if a poll is duly demanded, it shall be taken in such manner as the chairman of the Members' Meeting directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- (3) In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands or poll takes place, shall be entitled to a second or casting vote.
- (4) A poll demanded on the election of a chairman, or on a question of adjournment of any Members' Meeting, shall be taken forthwith. A poll demanded on any other 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.

Votes at Members' Meetings

20. Each Member Club represented by its nominated representative shall be entitled to vote at Members' Meetings. Each respective Member Club's vote entitlement is based on the number of its sides competing in the current or most recent Premier League Championships organized by the Association as stipulated from time to time in the Bye-laws.
- 20A. Every Member represented by its nominated representative present at or participating in

the meeting and entitled to vote shall have the number of votes stated in article 20 just above. The duly appointed proxy of a Member entitled to vote shall also have the same number of votes.

- 20B. No Member shall be entitled to vote at any Members' Meeting unless all moneys presently payable by it to the Association have been paid.
- 20C. The instrument appointing a proxy shall be in writing under the hand of the appointer and shall be deposited at the Registered Office not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default, the instrument of proxy shall not be treated as valid.
- 20D. A proxy must be the nominated representative of a Member.
- 21. The Councillors (including the Officers)(in their personal capacities)have no voting right at Members' Meetings.

Councillors

- 22. The number of Councillors, unless fixed at any Members' Meeting, shall not be (a) more than 15 and (b) less than 5.

Powers and Duties of Councillors

- 23. The business of the Association shall be managed by the Councillors who may pay all reasonable and proper expenses incurred in promoting and registering the Association. The Council of Management may exercise all such powers of the Association as are not, by the Ordinance or by these Articles, required to be exercised by the Association in Members' Meeting, subject nevertheless to the provisions of the Ordinance or these Articles and to such regulations, being not inconsistent with these provisions, as may be prescribed by the Association in Members' Meeting. But, no regulation made by the Association in Members' Meeting shall invalidate any prior act of the Councillors, which would have been valid if that regulation had not been made.
- 24. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Association shall be signed, drawn, accepted,

endorsed, or otherwise executed, as the case may be, by at least two Officers.

25. The Councillors shall cause minutes to be made in the books provided for the purpose of-
- (a) all appointments of officers of the Association made by the Councillors;
 - (b) the names of the Councillors present at or participating in each meeting of the Council of Management and of any committee of the Council of Management;
 - (c) all resolutions and proceedings at all Members' Meetings, and of the Council of Management, and of committees of the Council of Management,
- and every Councillor present at or participate in any meeting of the Council of Management or committee of the Council of Management shall sign his name in a book to be kept for that purpose.
26. The Council of Management may from time to time delegate certain of its powers and duties to such Panel(s) as it reasonably considers necessary or expedient and each of the Panels will report its discussions and resolutions to the Council of Management in a timely manner for consideration and approval.

Disqualification of Councillors

27. The office of Councillor shall be vacated if the Councillor -
- (i) is barred from acting as directors of companies under the Ordinance or the Companies (Winding Up and Miscellaneous Provisions) Ordinance, Chapter 32 of the Laws of Hong Kong; or
 - (ii) being a nominated representative of a Member Club, ceases to be such nominated representative of; or
 - (iii) ceases to be a member of any of the Member Clubs; or
 - (iv) becomes bankrupt, suspends payment or compounds with its creditors generally; or
 - (v) by notice in writing given in accordance with section 464(5) of the Ordinance to the Council of Management resigns its membership; or
 - (vi) is removed by an ordinary resolution of a Members' Meeting; or

- (vii) has passed away; or
- (viii) has been absent from the meetings of the Council of Management for consecutive 6 months without the written consent of the President; or
- (ix) is expelled from being a Councillor by a resolution passed by at least three-fourths of the Councillors present at or participating in a meeting.

Election of Councillors

28. Members of the Council of Management shall comprise:

- (i) a maximum of eleven (11) Officers-
 - (a) a President, four to six Vice-Presidents, an Honorary Secretary, an Assistant Honorary Secretary and an Honorary Treasurer, who shall be elected from members of the Member Clubs biennially at the Annual General Meeting; and
 - (b) an Immediate Past President who was the immediate past president of the Association.

At least one of the aforementioned Officers shall be of the opposite gender.

- (ii) a maximum of four (4) other Councillors-
each Club which is a Member shall have the right to nominate one of its members to represent it on the Council of Management and to exercise vote(s) on its behalf at all meetings of the Council of Management.

Each Member Club can nominate in writing to the Secretary its member(s) to stand for election at the Annual General Meeting for the post of a specific Officer or other Councillors at least 28 days before the Annual General Meeting. The Council of Management shall announce the names of those nominated representatives at least 21 days to all the Members before the Annual General Meeting. Voting will be carried out at the Annual General Meeting. The Secretary will inform in writing the Member Clubs of the nominations at least 49 days before the Annual General Meeting

The Council of Management will, from time to time, review the policy and procedures for the election of Councillors at the Annual General Meeting and may at its reasonable discretion amend such policy and procedures in due course.

No Member Club can have more than [2] of its members being elected as the Officers (excluding the Immediate Past President) and other Councillors.

- (iii) The Council of Management may, having regard to diversity (including various expertise required for the effective governance and fair representation of the interests of the stakeholders of the Association as a whole), co-opt another member of a Member Club as an Officer or other Councillor in the event of any casual vacancy, who can hold the residual office and have the same powers and duties of the vacating Officer and are subject to disqualification as stated in article 27 just above.

Retirement of Councillors

- 29. All the Councillors shall assume office as soon as the Annual General Meeting has been held and shall remain in office for a term of two years until the conclusion of the next other Annual General Meeting when their successors are elected / nominated and have assumed office. Officers are eligible to offer themselves for re-election if they have attended at least [50]% of all the meetings of the Council of Management held during their respective tenure. No Councillor can hold the same office for a total of [five] consecutive terms.

Meetings of Councillors

- 30. The quorum necessary for the transaction of the business of a meeting of the Council of Management shall be six.
- 31. (1) The following are the voting rights of the two categories of Councillors:
 - (a) Officers: one vote for each Officer
 - (b) Club Representatives: one vote for the representative of each Member Club
- (2) A nominated representative of each Member Club may be represented by a fellow member of his club at a meeting of the Council of Management if the nominated representative is unable to attend such meeting. In this event, the Member Club

must inform the Secretary at least one day before the meeting.

- (3) Meetings of the Council of Management are regularly held in an interval of about six weeks to two months. The Councillors may also meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. The President may at any time, and shall upon the request in writing of at least 3 Officers, convene a (meeting of the Council of Management.
- (4) All meetings of the Councillors shall be presided over by the President and in his absence by one of the Vice-Presidents. In the absence of the President and the Vice-Presidents, the meeting shall elect another Officer who is present to take the chair.
- (5) The nominated representatives of Members in the Council of Management shall at all meetings be entitled to exercise on behalf of their respective Member Clubs.
- (6) Questions arising at any meeting of the Council of Management shall be decided by a simple majority of the votes of the Councillors present at or participating in the meeting.
- (7) In the case of an equality of votes at any meeting, the presiding Officer shall have a second or casting vote.
- (8) The notice, agenda and discussion papers for each meeting must be sent to each Councillor at least 3 days before the meeting.
- (9) A meeting of the Council of Management may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting should constitute presence of such meeting.
- (10) A Councillor who has an interest in a matter to be discussed at a meeting is not to be counted in a quorum and cannot vote on the relevant proposed resolution notwithstanding the nature and extent of his interest shall be disclosed at the commencement of the meeting in accordance with section 536 of the

Ordinance.

- (11) Except as otherwise provided, a resolution in writing (which may consist of several documents in the like form) having been circulated to and signed by all the Councillors indicating that they are in favour of the resolution shall be as valid and effectual unless and until it has been passed at a meeting of the Council of Management duly convened and held.

Secretary

32. The Council of Management may appoint any person or body corporate qualified to act as the company secretary of the Association for the purposes of the Ordinance.

The Seal

33. The Councillors shall provide for the safe custody of the Seal which shall only be used by the authority of the Councillors or of a committee of the Council of Management authorized by the Councillors in that behalf, and every instrument to which the Seal shall be affixed shall be signed by a Councillor and shall be countersigned by the Secretary or by a second Councillor.

Accounts

34. The Councillors shall cause proper and sufficient books of account to be kept with respect to the following of the Association-
 - (a) all sums of money received and expended and the matters in respect of which the receipt and expenditure takes place;
 - (b) all sales and purchases of goods; and
 - (c) the assets and liabilities.

Proper and sufficient 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.

35. The books of account shall be kept at the Registered Office or, subject to sections 374(1) and (2)) of the Ordinance, at such other place or places as the Councillors think fit, and

shall always be open to the inspection of the Councillors.

36. The Councillors shall from time to time determine whether and to what extent, 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 Councillors, and no members of the Member Clubs (not being a Councillor) shall have any right of inspecting any account, book or document of the Association except as conferred by statute or authorized by the Councillors or the Association in Members' Meeting.
37. The Councillors shall from time to time in accordance with sections 388 to 391, 429, 431 and 610 of the Ordinance cause to be prepared and to be laid before the Association in Members' Meeting such income and expenditure accounts, statement of financial position and reports as are referred to in those sections.
38. A copy of the statement of financial position (including every document required by law to be annexed to it) which is to be laid before the Association in Members' Meeting, together with a copy of the Councillors' 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

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

Audit

39. When interpreting the provisions in the Ordinance concerning audit and auditors, Councillors shall be treated as directors and Members shall be treated as members.

Notices

40. (1) Notices may be served upon Members either personally, electronically, or by post in prepaid letters or circulars, addressed to such Members at their registered addresses.
- (2) Notices shall be served on the Officers and the nominated representatives of Member Clubs in the Council of Management either by post in prepaid letters,

electronically, or facsimile at the addresses or facsimile number recorded with the Association.

- (3) The accidental omission to give notice of a meeting to, or the non-receipt of notice of a Members' Meeting by, any Member shall not invalidate the proceedings at any meeting.

Winding Up

41. The provisions of article 7 of Part A of these Articles relating to the winding-up or dissolution of the Association shall have effect and be observed as if the same were repeated in Part B of these Articles.

Bye-laws

42. Subject to the provisions of article 43 just below, the Council of Management shall have the power, from time to time, to make, revoke or alter any provision of the Bye-laws, including the rules in respect of the domestic arrangements relating to the sport of lawn bowls and the tournaments, championships or competitions of the Association, as may be necessary or expedient for (a) the furtherance of the Objects ; (b) the orderly and efficient conduct of their own proceedings, and the regulations of the various Panels; and (c) carrying on the general business of the Association provided that they are not repugnant to or inconsistent with the provisions of the Ordinance, the terms of these Articles, or the laws and requirements of lawn bowls approved by the international governing body of the sport of lawn bowls. . Provided that this shall not authorise the making, revoking or altering of any provision of the Bye-laws without a special resolution if it would amount to such a making, revoking or alteration of or an addition to these Articles as could not otherwise be made without a special resolution.
43. When the Council of Management meets to consider making, altering or revoking any provision of the Bye-laws relating to the matters stipulated in article 42 just above, at least 14 clear days' notice shall be given of such meeting. The Council of Management shall within 3 days after its decision made in the above respects notify in writing the Members of the same. Notwithstanding that the foregoing Bye-laws may be made, altered or revoked in such manner, the decision of Members by way of a special resolution passed in a Members' Meeting convened on requisition and in accordance with article 10

of this Part B above shall supersede the decision made by the Council of Management.

Panels

44. (1) The Council of Management shall appoint from its members such Panels as it may consider necessary or expedient for the purposes of controlling and managing all tournaments, championships or competitions of the Association. The Council of Management has full authority to dissolve or to reconstitute such Panels as its sole discretion.
- (2) Each of such Panels shall consist of not less than three Councillors, one of whom shall be an Officer of the Council of Management, who shall preside at all the meetings of each Panel.
45. (1) The Council of Management may appoint from its members such other Panels for any purpose which it may think fit.
- (2) Each of such Panels shall consist of not less than three Councillors.
- (3) Each of such Panel may, having regard to diversity, co-opt other persons who are not Councillors to give expert or other special information or advice during the consideration of any subject but such persons as are co-opted shall not be entitled to vote.
46. (1) The quorum of any meeting of any Panel appointed by the Council of Management shall be three members.
- (2) The presiding Officer at any meeting of any Panel appointed by the Council of Management shall have a second or casting vote in the event of an equality of votes.
47. Special meetings of the Council of Management shall be convened by the Secretary at the request of any Panel.
48. Notwithstanding the provisions contained in articles 44 to 46 above, every Panel so appointed shall be subject to the control of the management of the Council of

Management and the decisions of the Panels shall be subject to the approval of the Council of Management if the Council of Management so decides.

Indemnity

49. (1) Subject to the provisions of section 468 of the Ordinance, every employee or servant for the time being of the Association (other than any Councillor) shall be indemnified out of assets of the Association against any liability incurred by him in the proper and reasonable discharge of his duties as such employee or servant 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 sections 903 and 904 of the Ordinance in which relief is granted to him by the court. Provided however that none of such assets of the Association shall be applied either directly or indirectly in payment of the whole or part of any fine or penalty imposed upon any person by sentence or order of a Court of Justice.

(2) (A) A current or former Councillor may be indemnified out of the Association's assets against any liability incurred by him to a person other than the Association or an associated company of the Association (the "**Associated Company**") in connection with any negligence, default, breach of duty or breach of trust in relation to the Association or the Associated Company (as the case may be).

(B) Paragraph (A) just above only applies if the indemnity does not cover:

- (a) any liability of the Councillor to any of the following:
 - (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 Councillor:
 - (i) in defending criminal proceedings in which the Councillor is convicted;
 - (ii) in defending civil proceedings brought by the Association, or an Associated Company in which judgment is given against the Councillor;
 - (iii) in defending civil proceedings brought on behalf of the Association by a Member or a member of an Associated Company in which judgment is given against the Councillor;
 - (iv) in defending civil proceedings brought on behalf of an Associated

Company 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 Councillor; 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 member of the Executive Board relief.

(C) A reference in paragraph (B)(b) just above to a conviction, judgment or refusal of relief is a reference to the final decision in the proceedings.

(D) For the purpose of paragraph (C) just above, a conviction, judgment or refusal of relief:

- (a) if not appealed against, becomes final at the end of the period for bringing an appeal; or
- (b) if appealed against, becomes final when the appeal, or any further appeal, is disposed of.

(E) For the purpose of paragraph (D)(b) just above, an appeal is disposed of if:

- (a) it is determined, and the period for bringing any further appeal has ended;
- or
- (b) it is abandoned or otherwise ceases to have effect.

(3) Every Member shall indemnify and keep indemnified the Association against all liabilities, costs, claims, damages and loss caused to it or any third party arising out of its participation in any activity organised by the Association.

Jurisdiction

50. (1) The Association claims jurisdiction over all lawn bowls in Hong Kong and is the national authority for Hong Kong for the purposes of the World Bowls, the Asian Lawn Bowls Federation, the SF&OC, the Hong Kong Sports Institute, the Hong Kong Home Affairs Bureau and the Hong Kong Leisure and Cultural Services Department.

(2) In the exercise of its jurisdiction, the Association may through the Council of Management:

- (i) make rules binding on the Members and on the corporate membership(s) of such Members and generally regulate the affairs of the Association;
 - (ii) determine the eligibility of individuals to represent the Association in all lawn bowls tournaments, championships or competitions;
 - (iii) provide for the adequate representation of Hong Kong in lawn bowls at regional, national and international events and tournaments, championships or competitions; and
 - (iv) suspend, dismiss, disqualify, fine or otherwise deal with any Member or any member of the Member Club, which/who has transgressed against any provision of these Articles or the Bye-laws or has practised, counselled, or sanctioned any conduct arising out of, or in connection with, the Objects, which conduct is, in the collective opinion of the Association, unfair or damaging to the interests of lawn bowls and the best interests of the Association and the Members as a whole.]
51. (1) In furtherance of the Objects only but not otherwise, the Councillors may decide to purchase and maintain insurance, at the expense of the Association, for its auditor, or an auditor of an Associated Company against:
- (a) any liability to any person attaching to the auditor in connection with any negligence, default, breach of duty or breach of trust (except for fraud) occurring in the course of performance of the duties of auditor in relation to the Association or any of the Associated Companies (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 any of the Associated Companies (as the case may be).
- (2) In this article, a reference to the performance of the duties of an auditor includes the performance of the duties specified in sections 415(6)(a) and (b) of the Ordinance.

Records

52. The Council of Management must cause the information of the Association to be adequately recorded for future reference as required by the Ordinance.

Miscellaneous

53. All matters not specially provided by these Articles shall be left to the decision of the Council of Management whose ruling shall be final and conclusive.
54. Any question as to the interpretation of these Articles shall be left to Council of Management whose decision on any point shall be final and binding on all the persons affected.

Anti-Doping

55. The Anti-Doping Rules promulgated by SF&OC and/or Hong Kong Anti-Doping Committee (as the case may be) from time to time shall be incorporated into these Articles and any person(s) (whether Members or not) taking part in any of the activities or events of the Association or in any activities or events with which the Association may be associated or affiliated, who/which act(s) in breach thereof, shall be subject to discipline as imposed by the Council of Management as it deems fit and proper.

Anti-Corruption, Code of Conduct and Others

56. Each of the Councillors and members of the Panels, as well as the employees and staff of the Association should enhance his integrity awareness and make himself familiarise with the spirit, code and legislation of the Prevention of Bribery Ordinance, Chapter 201 of the Laws of Hong Kong in relation to (i) anti-corruption; and (ii) non-acceptance from, and prohibition from offer to, persons with whom they have official dealings of advantage (other than token gifts) and entertainment. They should also safeguard their core functions against the risks of nepotism and other malpractices.

The Council of Management should from time to time make reference to and

consider for adoption the appropriate recommended principles, standards and practices set out in, amongst others, the following issued by the Independent Commission Against Corruption of Hong Kong, (a) the “Best Practice Reference for Governance of National Sports Associations (the ‘NSAs’)” and in particular its (i) Sample: Code of Conduct for NSA Board Members; and (ii) Sample: Code of Conduct for Employees of NSAs; and (b) the “Best Practice Checklist on Governance and Internal Control in Non-Governmental Organizations.

The applicable provisions of the Olympic Charter, the International Olympic Committee’s Code of Ethic, the articles of association of the SF&OC and the Codes of Asian Lawn Bowls Association should be abided by the Association at all times.