

THE COMPANIES ORDINANCE (Chapter 32)

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

**ARTICLES OF ASSOCIATION
OF
HONG KONG LAWN BOWLS ASSOCIATION
香 港 草 地 滾 球 總 會**

Interpretation

1. In these Articles-

“annual meeting” means the annual general meeting.

“Association” means the “Hong Kong Lawn Bowls Association 香港草地滾球總會”.

“extraordinary general meeting” means a general meeting of the Association specially summoned under these Articles.

“Council of Management” means the council of management or the governing body of the Association for the time being.

“Councillor” means any person for the time being appointed as a member of the Council of Management of the Association.

“general meeting” means a general meeting of the members of the Association whether annual or extraordinary.

“member” or “member club” means member club of the “Hong Kong Lawn Bowls Association 香港草地滾球總會” as registered.

“month” means calendar month.

“Ordinance” means the Companies Ordinance, Chapter 32.

“President” means the current president of the Association elected in accordance with Article 28.

“Seal” means the common seal of the Association.

“Secretary” means the Honorary Secretary or Assistant Honorary Secretary of the Association for the time being as designated by the Association.

“special resolution” means a special resolution of the Association passed in accordance with the Companies Ordinance, Chapter 32.

“Treasurer” means the Honorary Treasurer of the Association for the time being.

Except where the context otherwise requires, words importing the masculine gender shall also include the feminine gender.

Except where the context otherwise requires, words importing the singular number shall also include the plural number and vice versa.

Words importing persons shall include clubs, associations or societies whether incorporated or unincorporated.

The Articles of Association and Bye-Laws shall together form the Regulations of the Association.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

These Articles shall be construed with reference to the provisions of the Ordinance and terms, used in these Articles shall be taken as having the same respective meanings as they have when used in the Ordinance.

Purpose

2. The Association is established for the objects expressed in the Memorandum of Association.

Number of Members

3. For the purposes of registration, the number of members of the Association is 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 of the Association if it complies with the requirements for affiliated organizations under any Hong Kong SAR Government ruling body.

Admission of Members

5. A club which is qualified to become a member of the Association can apply in writing to the Secretary to become a member of the Association. The Secretary will request the club to furnish to him the required information concerning the club and the Council of Management shall decide whether to admit the club as a member of the Association. The aforementioned decision made by the Council of Management is final and conclusive.

Expulsion of Members

6. Upon any breach of these articles it shall be competent for the Council of Management after due investigation of the facts, including, if need be, the examination of witnesses and relevant evidence, and after affording the member concerned an opportunity of being heard or to make representations in writing in his own defence to suspend or determine the membership of any member; but such member shall have the right to appeal to the Association in general meeting especially convened for the purpose provided the appeal is lodged with the Secretary within fourteen 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. Notice of any such appeal shall be given in the circular convening such meeting.

Subscription Rights of Members

7. Every member club of the Association 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 general meeting by members. Waiver and setting of fees by the Council of Management is not permitted.

General Meetings

8. The Association shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one annual general meeting of the Association and that of the next. Provided that so long as the Association holds its first annual general meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the Councillors shall appoint.
9. All general meetings other than annual general meetings shall be called extraordinary general meetings.
10. The Councillors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by section 113 of the Ordinance. 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 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 Councillors.

Notice of General Meetings

11. 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 a meeting of the Association other than an annual general meeting or a meeting for the passing of a special resolution

shall be called by 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 who 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 General Meetings

13. 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 Councillors and auditors, the election of Councillors in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors.

14. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business and continues to be present until the conclusion of the meeting; save as otherwise provided, 10 nominated representatives of members present in person shall be a quorum.

- 14A. Any member club may authorize such member of the member club as it thinks fit to act

as its nominated representative at any meeting of the Association, and the nominated representative 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 of the Association.

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 present shall be a quorum.
16. The President, if any, of the Councillors shall preside as chairman at every general meeting of the Association, 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 absent from Hong Kong or has given notice to the Association of his intention not to attend the meeting, the Councillors present shall elect one of their number 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 number 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 general 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-
 - (a) by the chairman; or

- (b) by at least two members; or
- (c) by any member or members and representing not less than one-tenth of the total voting rights of all the 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 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 company 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.

- (2) Except as provided in Article 19(4), 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.
- (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, 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 General Meetings

- 20. Each member club shall be entitled to vote at general 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 as stipulated from time to time in the Bye-laws of the Association.

21. Officers have no voting right at General Meetings.

Councillors

22. The number of Councillors shall not be more than 100 and not less than 5.

Powers and Duties of Councillors

23. The business of the Association shall be managed by the Councillors, 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 these 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 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 Councillors of the Association.

25. The Councillors shall cause minutes to be made in books provided for the purpose-

- (a) of all appointments of officers made by the Councillors;
- (b) of the names of the Councillors present at each meeting of the Councillors and of any committee of the Councillors;
- (c) of all resolutions and proceedings at all meetings of the Association, and of the Councillors, and of committees of the Councillors,

and every Councillor present at any meeting of Councillors or committee of Councillors shall sign his name in a book to be kept for that purpose.

26. [deliberately left blank]

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
- (ii) if he/she is a representative of a member club, ceases to be the representative of that member club, or
- (iii) ceases to be a member of any of the member clubs of the Association.

Election of Councillors

28. Members of the Council of Management shall comprise:

- (i) Officers- (a) a President, four to six Vice-Presidents, Honorary Secretary, Assistant Honorary Secretary and Honorary Treasurer, who shall be elected, from members of member clubs of the Association at each annual general meeting; and (b) an Immediate Past President who was the immediate past president of the Association. At least one such of the aforementioned officers shall be of the opposite gender.
- (ii) Club Representatives- each club which is member of the Association shall have the right to nominate one of its members to represent it on the Council of Management of the Association and to exercise vote(s) on its behalf at all meetings of such Council of Management. Each member club shall notify the Secretary in writing of the name of its nominated representative.

Retirement of Councillors

29. All the Councillors shall assume office as soon as the annual meeting has been held and shall remain in office until the conclusion of the next annual general meeting when their successors are elected / nominated and have assumed office. Officers are eligible to offer themselves for re-election.

Proceedings of Councillors

30. The quorum necessary for the transaction of the business of the Councillors shall be 10.

31. (1) The following are the voting rights of the two categories of Councillors:
- (a) Officers: one vote per Officer
 - (b) Club Representatives: 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 as stipulated from time to time in the Bye-laws of the Association.
- (2) A representative 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.
- (3) The Councillors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit.
- (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 Vice-Presidents the meeting shall elect an Officer who is present to take the Chair.
- (5) Nominated representatives of members in the Council of Management shall at all meetings be entitled to exercise on behalf of their respective Clubs, the votes each respective nominated representative is allowed under Article 31(1)(b).
- (6) In the case of an equality of votes at any meeting, the presiding Officer shall have a casting vote.

Secretary

32. The Honorary Secretary or the Assistant Honorary Secretary as designated by the Association shall be the 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 Councillors 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 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.

35. 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 Councillors think fit, and shall always be open to the inspection of the members of the Councillors.
36. The Councillors 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 Councillors, and no members of member clubs (not being a Councillor) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorized by the Councillors or by the Association in general meeting.
37. The Councillors 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 and expenditure accounts, balance sheets and reports as are referred to in those sections.
38. A copy of every balance sheet (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 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 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.

Audit

39. When interpreting the provisions in the Companies Ordinance concerning audit and auditors, Councillors shall be treated as Directors and members of the Association shall be treated as Shareholders.

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 Officers and nominated representatives of members 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 meeting by any member shall not invalidate the proceedings at any meeting.

Winding Up

41. 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.

Bye-Laws

42. The Council of Management shall have the power, from time to time, to make such Bye-laws, including rules in respect of member clubs' voting rights and rules in respect

of domestic arrangements relating to the sport of lawn bowls and competitions of the Association, as may be necessary for the furtherance of the purposes for which the Association is established and for the orderly and efficient conduct of their own proceedings, and the regulations of the various Panels of the Association; and for carrying on the general business of the Association provided they be not repugnant to or inconsistent with the provisions of the Ordinance, the terms of the Memorandum of Association of these Articles, or the laws and requirements of lawn bowls approved by the international governing body of the sport of lawn bowls. Subject to the provisions of the Article 43, the Council of Management may, from time to time, revoke or alter any of the said Bye-laws. Provided that this shall not authorise the making, revoking, or altering of any Bye-law without a special resolution if it would amount to such an alteration of or addition to the Articles as could not otherwise be made without a special resolution.

43. When the Council of Management meets to make, alter or revoke any Bye-law, at least 14 clear days' notice shall be given of such meeting. Notwithstanding that the foregoing Bye-laws of the Association may be made, altered or revoked in such manner, the decision of members in general meeting 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 for the purposes of controlling and managing all 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 members of the Council of Management, one of whom shall be an Officer of the Association.
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 members of the Council of Management.

- (3) Each of such Panel may co-opt other persons who are not members of the Council of Management 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 an additional 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, 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.
49. Subject to section 165 of the Ordinance, every Councillor, Secretary, and officer for the time being of the Association shall be indemnified out of the funds of the Association against all liabilities and obligations which they, or any of them, may incur in good faith in the proper and reasonable performance or purported performance of their duties in relation to the Association other than any liability which attaches to them by law in respect of any negligence, default, breach of duty or breach of trust. Further, they shall be indemnified from the funds of the Association against any liability incurred by them in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application under section 358 of the Ordinance in which relief is granted to them by the Court. Provided that none of the funds of the Association shall be applied 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.

Names, Addresses and Descriptions of Subscribers

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Dated the 1st day of March, 1961.

WITNESS to the above signatures:

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