

THE COMPANIES ORDINANCE (CHAPTER 622)

Company Limited by Guarantee
and not having a Share Capital

ARTICLES OF ASSOCIATION

OF

HONG KONG SQUASH

香港壁球總會

PRELIMINARY

1. In these Articles the words standing in the first column of the table below shall bear the meanings set opposite to them respectively in the second column if not inconsistent with the subject or context.

WORDS

DEFINITIONS

"Affiliated Organisation"	each body, incorporated or unincorporated, club, school, university or other organisation admitted as a member of HK Squash.
"Annual General Meeting"	the Annual General Meeting of HK Squash;
"Articles"	these Articles of Association as amended from time to time;
"Auditors"	the Auditors as appointed by HK Squash from time to time;
"Bye-Laws"	includes Bye-Laws and the annexures of the Bye-Laws of HK Squash as amended from time to time;
"Chairman"	the Chairperson of the General Committee elected from time to time;
"Committee Member"	each and all of the General Committee members referred to in Article 43(a) and 43(b) and each such member shall be deemed to be a "director" of HK Squash for the purpose of the Ordinance;

“Executive Director”	the Executive Director of HK Squash as appointed by the General Committee pursuant to Article 43;
“Executive Committee”	the Executive Committee as appointed by the General Committee pursuant to Article 45;
“General Meeting”	a meeting of HK Squash other than the Annual General Meeting;
“General Committee”	the General Committee of HK Squash comprised of Officers and General Committee Members having the authority and obligations as set out in these Articles and any reference to the General Committee in these Articles shall be construed (where applicable) as including a reference to any properly constituted Sub-Committee appointed by the General Committee;
“HK Squash”	Hong Kong Squash;
“Honorary Members”	as defined in Article 16 (a) (v);
"Honorary Secretary"	an Officer of the General Committee elected from time to time pursuant to these Articles;

"Honorary Treasurer"	an Officer of the General Committee elected from time to time pursuant to these Articles;
"Hong Kong"	the Hong Kong Special Administrative Region;
"Individual Members"	as defined in Article 16(a) (i);
"Member or Members"	as defined in Article 16(a);
"Members of the General Committee"	including Officers and Committee Members referred to in Article 43;
"Head Coach"	the Head Coach of HK Squash as appointed by the General Committee pursuant to Article 43(b);
"Office"	the main place of business of HK Squash and its Registered Office;
"Officer"	each and all of the Officers referred to in Article 41 (a) and reference to "an Officer" and "an Office" shall be construed accordingly;
"Ordinance"	the Companies Ordinance, Chapter 622 of the Laws of Hong Kong, including the related subsidiary legislation and any statutory modification or re-enactment, thereof for the time being in force;

“Ordinary Resolution”	A Resolution which is passed by more than 50% of the votes cast by such Members having the right to vote at a General Meeting;
“President”	the President of HK Squash as may be elected from time to time pursuant to Article 40(a);
“Register of Members”	the Register of Members kept by HK Squash pursuant to Article 13;
"Seal"	the Common Seal of HK Squash;
“Squash”	including but not limited to, any form of the game of squash recognised by the General Committee from time to time;
“Sub-Committee”	any properly constituted Sub-Committee appointed by the General Committee from time to time pursuant to Article 49;
“Vice-Chairman”	the Vice-Chairman of the General Committee as elected from time to time;
“Vice-President”	a Vice-President of HK Squash as may be elected from time to time pursuant to Article 40(a).

In these Articles, except where the context otherwise requires, the singular includes the plural and the plural includes the singular and any gender includes any other, references to persons includes bodies corporate and unincorporate and reference to individuals do not include bodies corporate and unincorporated.

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.

Unless the context otherwise requires, 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.

The headings contained in these Articles are intended for ease of reference only and shall not affect the construction or interpretation of these Articles.

2. The name of the company is “HONG KONG SQUASH (香港壁球總會)” (“HK Squash”).
3. The Articles of Association, Bye-Laws, and any other rules which are prescribed and promulgated to the membership shall together form the constitution and Rules of HK Squash.

4. For the purposes of the formal registration of HK Squash, the number of members of HK Squash is declared not to exceed 10,000 but the General Committee may, from time to time by resolution, register an increase of members subject to the prior written approval from the Registrar of Companies and, in accordance with Section 114 of the Ordinance, give notice of the increase to the Registrar of Companies within fifteen (15) days after the increase was resolved to take place.
5. The registered office of HK Squash is situated in the Hong Kong Special Administrative Region.
6. HK Squash is established for the following objects:-
 - (a) to do all things to, without limitation, regulate, govern, promote, develop and maintain interest in the game of squash in the Hong Kong Special Administrative Region and internationally and generally to do all such other acts and things that are incidental to or conducive to attaining the objects of HK Squash;
 - (b) to safeguard the game of squash and maintain the rules and regulations of HK Squash in Hong Kong;
 - (c) to represent the Hong Kong Special Administrative Region's official membership of the World Squash Federation, the Asian Squash Federation and the Sports Federation and Olympic Committee of Hong Kong, China;

- (d) to arrange, regulate and manage international and local matches, championships and competitions; and
- (e) to do all such other lawful things as are incidental or conducive to the attainment of the objects of HK Squash.

PROVIDED THAT: -

- (i) In case HK Squash shall take or hold any property which may be subject to any trusts, HK Squash will only deal with or invest the same in such manner as allowed by law, having regard to such trusts;
 - (ii) The objects of HK Squash shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers;
7. (1) The income and property of HK Squash shall be applied solely towards the promotion of the objects of HK Squash as set out in Article 6.
- (2) Subject to sub-article (3), none of the income or property of HK Squash may be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever to any member of HK Squash.
 - (3) The requirement under sub-article (2) above does not prevent the payment by HK Squash:

- (a) of reasonable and proper remuneration to a member of HK Squash for any goods or services supplied by him or her to HK Squash;
- (b) of reimbursement to a member of HK Squash for out-of-pocket expenses properly incurred by him or her for HK Squash;
- (c) of interest on money lent by a member of HK Squash to HK Squash at a reasonable and proper rate which must not exceed 2% per annum above the prime rate prescribed for the time being by The Hongkong and Shanghai Banking Corporation Limited for Hong Kong dollar Loans;
- (d) of rent to a member of HK Squash for premises let by him or her to HK Squash: Provided that the amount of the rent and the other terms of the lease must be reasonable and proper; and such member must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion; and
- (e) of remuneration or other benefit in money or money's worth to a body corporate in which a member of HK Squash is interested solely by virtue of being a member of that body corporate by holding not more than one-hundredth part of its capital or controlling not more than a one-hundredth part of its votes.

8. The liability of the members is limited.

9. Every Member of HK Squash undertakes to contribute to the assets of HK Squash, in the event of it being wound-up while he is a Member, or within one year after he ceased to be a Member, for payment of the debts and liabilities of HK Squash contracted before he ceases to be a Member, and of the costs, charges and expenses of winding-up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding HK\$10.00.
10. If upon the winding-up or dissolution of HK Squash there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of HK Squash but shall be given or transferred to some other institution or institutions, having objects similar to the objects of HK Squash, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on HK Squash under or by virtue of Article 7 hereof, such institution or institutions to be determined by the Members of HK Squash at or before the time of dissolution and in default thereof by a Judge of the High Court of the Hong Kong Special Administrative Region having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.
11. No addition, alteration or amendment shall be made to or in these Articles for the time being in force, unless such addition, alteration or amendment has previously been submitted to and approved by the Registrar of Companies in writing or is made under a direction given under section 104(2)(b) or 105 of the Ordinance.

12. HK Squash shall not form a subsidiary or hold a controlling interest in another body corporate, unless the formation of such a subsidiary or the holding of such a controlling interest has previously been approved by the Registrar of Companies in writing.

MEMBERS

13. The subscribers to the Articles of Association and the Bye-Laws, such persons or bodies who were members of the former unincorporated body known as "HONG KONG SQUASH (香港壁球總會)" and such persons or bodies as the Executive Committee as shall admit to membership in accordance with the provisions hereinafter contained shall be members of HK Squash and their names shall be entered in the Register of Members which shall be kept at the Office.
14. Every application for membership shall be made in writing, signed by the applicant in such form as the Executive Committee shall from time to time prescribe or approve, and the Executive Committee shall have an absolute discretion to accept or reject any application and to decide in which class of membership an applicant is to be admitted.
15. Membership and its privileges shall not be transferable or transmissible and shall cease on death or dissolution.
16. (a) The classes of members and the qualifications, restrictions and conditions applicable to each class shall be as follows: -

(i) INDIVIDUAL MEMBERS

These shall comprise individuals who demonstrate a continuous interest in Squash and a desire to promote the game of Squash.

(ii) JUNIOR MEMBERS

These shall comprise individuals under nineteen (19) years of age who demonstrate a continuous interest in Squash. On attaining nineteen (19) years of age a Junior Member may apply to become an Individual Member.

(iii) TEMPORARY MEMBERS

These shall comprise individuals who are not ordinarily resident in Hong Kong who may be admitted to HK Squash for a period not exceeding one calendar month.

(iv) AFFILIATED ORGANISATIONS

These shall comprise organisations, societies, associations, clubs, schools, colleges, universities or other bodies which are interested in Squash and the promotion of such a sport.

(v) HONORARY MEMBERS

These shall comprise such persons or organisations that have rendered distinguished service to HK Squash or in the promotion of the game of Squash. The General Committee shall bestow such honorary title upon them as the General

Committee deems fit.

- (b) The Executive Committee shall have absolute discretion in accepting or refusing anyone for membership and in the event of refusal shall not be required to give any reasons.
- (c) The Executive Committee shall have the power hereinafter contained by written notice to suspend the membership for a period of no more than twelve (12) months of any Member who fails to abide by the Articles and / or if considered in breach of any of the rules and bye-laws made hereunder. Furthermore his membership shall be terminated if such decision of the Executive Committee is endorsed by Members in General Meeting. Notwithstanding the aforesaid, the Member being suspended or expelled shall be entitled to be heard at the General Meeting before such suspension or expulsion from HK Squash.
- (d) Any Member may resign from HK Squash at any time by written notification to the Executive Committee to that effect.
- (e) Every Member shall pay an annual subscription as proposed by the General Committee, from time to time, which shall be subject to the endorsement by the Members at the Annual General Meeting and General Meeting provided that in the case of a new member his first subscription shall be payable upon his application for membership.

- (f) Every Affiliated Organisation shall pay an annual subscription to be proposed by the General Committee (unless such annual subscription has been waived in accordance with Article 16(l) hereof), from time to time, which shall be subject to the endorsement by the members at the Annual General Meeting and General Meeting provided that in the case of a new member its first subscription shall be payable upon its application for membership.
- (g) If an application for membership is refused, the first subscription shall be returned to the applicant.
- (h) An Affiliated Organisation shall be entitled to all the rights and privileges of membership, except voting rights.
- (i) Without prejudice to all the rights and privileges of membership, each Member shall be entitled to receive notices of the Annual General Meetings and General Meetings. Each Individual Member has the right to nominate candidates for the positions of Officers or Members of the General Committee, each of whom shall be an Individual Member of HK Squash. Each Individual Member shall be entitled to one vote at the Annual General Meetings and General Meetings.
- (j) Junior Members, Temporary and Honorary Members shall not be deemed as members for the purposes of the Ordinance including Article 9 of these Articles and accordingly particulars in relation to them shall not be entered in the Register of Members but they shall

(subject as aforesaid) be entitled to all the rights and privileges of membership, in particular, the right to receive notice of and to attend the Annual General Meetings and General Meetings, except that they shall not be entitled to vote at the Annual General Meetings and General Meetings or to take part in the election of or be qualified to be members of the General Committee. Honorary Members are exempted from payment of annual subscription.

(k) Membership of any class shall entitle members of that class to such privileges as the General Committee shall from time to time prescribe.

(l) The General Committee may provide as respects any Affiliated Organisation for waiver of payment of annual subscriptions, save and except that notwithstanding such waiver, such Member will remain liable for contribution in respect of the guarantee contained in Article 9 of the Articles of Association of HK Squash.

17. If any member liable to payment of an annual subscription shall not have paid the same within such period as determined by the General Committee, he shall cease on that date to be entitled to any rights and privileges of membership until the subscription shall have been paid.

18. A member shall cease to be a member of HK Squash and his name shall be removed from the Register of Members accordingly under the following circumstances: -

- (a) if by notice in writing to HK Squash he resigns his membership;
 - (b) if (in the case of a member liable to payment of an annual subscription) his annual subscription remains unpaid within such period as stipulated by the General Committee.
 - (c) if his membership is terminated in accordance with Article 16(c) hereof and / or the disciplinary proceedings stated in the Bye-Laws.
19. A person ceasing for any reason to be a member of HK Squash shall not be entitled to a refund in whole or in part of any annual subscriptions paid by him to HK Squash and he shall remain liable for payment of all annual subscriptions or other money due by him to HK Squash at the date on which he ceased to be a member.

ANNUAL GENERAL MEETINGS AND GENERAL MEETINGS

20. Subject to section 107 of Schedule 11 to and sections 611, 612 and 613 of the Ordinance, HK Squash must, in respect of each financial year, hold an Annual General Meeting in accordance with section 610 of the Ordinance. The Annual General Meeting shall be held at such time and place as the General Committee shall appoint.
21. (a) All meetings other than Annual General Meetings shall be called General Meetings.

- (b) The General Committee may, whenever it thinks fit, convene a General Meeting. If at any time, there are not within Hong Kong sufficient General Committee members capable of acting to form a quorum, any General Committee member or any two (2) Members may convene a General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the General Committee.
- (c) If the General Committee is required to call a General Meeting under section 566 of the Ordinance, it must call it in accordance with section 567 of the Ordinance. But if the General Committee does not call a General Meeting in accordance with section 567 of the Ordinance, the Members who requested the meeting or any of them representing more than one half of the total voting rights of all of them, may themselves call a General Meeting in accordance with section 568 of the Ordinance.

NOTICE OF ANNUAL GENERAL MEETINGS AND GENERAL MEETINGS

22. (a) An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by at least twenty-one (21) days notice in writing. A meeting other than an Annual General Meeting or a meeting called for the passing of a Special Resolution shall be called by at least fourteen (14) days notice in writing.
- (b) The notice shall be exclusive of the day upon which it is served or deemed to be served and of the day for which it is given, and shall be given in the manner hereinafter mentioned or in such other manner, if

any, as may be prescribed by HK Squash in General Meeting, to such persons as are under these Articles entitled to receive such notices from HK Squash.

- (c) 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.

23. The notice shall:

- (a) specify the date, time and place of the meeting;
- (b) state, in the case of special business, the general nature of that business;
- (c) state, in the case of an Annual General Meeting, that the meeting is an Annual General Meeting;
- (d) include notice of each resolution intended to be moved at the meeting and a statement containing the information and explanation, if any, that is reasonably required to indicate the purpose of each resolution;
- (e) include the text of each resolution specified in the notice as intended to be proposed as a special resolution; and
- (f) contain a reasonably prominent statement that every Member has the right to appoint another person as a special proxy to exercise all or any of the Member's rights to attend, speak and vote at that meeting and that such proxy must be a Member or the chairman of the meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 24. (a) No business shall be transacted at any Annual General Meeting and / or 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. Ten (10) Members present in person and entitled to vote shall be a quorum.

- (b) 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 to such other time and place as the General Committee may by not less than two (2) days notice to the Members entitled to receive notices of Annual General Meetings and / or General Meetings prescribe, 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.

- 25. The Chairman or, in his absence, or upon his request, the Vice Chairman shall preside as chairman at every Annual General Meeting and / or General Meeting of HK Squash. If, however, at any General Meeting of HK Squash the Chairman shall not be present within fifteen (15) minutes after the time appointed for the holding of such meeting, the Vice Chairman shall preside as chairman; failing him, the Honorary Secretary shall take the chair; failing him, the Members of HK Squash present at such meeting may select one of the Members to be chairman of the meeting.

- 26. Annual General Meeting shall include the following business and approvals: -
 - (a) the approval of the minutes of the previous Annual General Meeting;

- (b) the consideration of the annual accounts and reports of the General Committee and of the Auditors;
- (c) the election of a President and Vice Presidents, if any;
- (d) the election of Officers;
- (e) the election of Members of the General Committee;
- (f) the fixing of, or the determination of the method of fixing, the remuneration of the Auditors; and
- (g) the appointment of Auditors.

27. At any Annual General Meeting and / or General Meeting at which Officers and Members of the General Committee are to be elected, votes shall be counted and checked by scrutineers who shall prepare the total number of votes cast for each candidate and shall hand the same to the chairman of the meeting who shall announce the names of the successful candidates being those with the highest number of votes. In the case of an equality of votes between the candidates having the maximum number of votes for the Offices then as between those candidates, the successful candidates shall be determined by ballot drawn by the chairman of the meeting.

28. Every Member shall be entitled to appoint another Member or the chairman, as a proxy to attend, speak and vote at any General Meeting and / or Annual General Meeting. Such proxy form must be specific to authorise a specific vote on the Member(s)' behalf:

- (a) With the exception of the chairman, no Member may hold more than one proxy at any General Meeting and / or Annual General Meeting.

(b) A proxy may only be validly appointed by a proxy notice, that is, a notice in writing that –

- (i) states the name and membership number of the Member appointing the proxy (the donor);
- (ii) states the name and membership number of the Member appointed to be the donor's proxy (if the donor is not appointing the chairman for that purpose);
- (iii) states the Annual General Meeting and / or General Meeting in relation to which the proxy is appointed;
- (iv) is signed by the donor and is accompanied by a copy of the donor's valid Hong Kong identity card or passport; and
- (v) is delivered to the Honorary Secretary not less than 48 hours before the time appointed for holding the Annual General Meeting and / or General Meeting in accordance with these Articles and any instructions contained in the notice of the Annual General Meeting and / or General Meeting in relation to which the proxy is appointed.

(c) HK Squash may require proxy notices to be delivered in a particular form and may specify different forms for different purposes.

29. Save for a proxy notice in favour of the chairman, a proxy notice must indicate how the proxy appointed under it is directed to vote on all resolutions dealing with any business to be transacted at an Annual General Meeting and / or

General Meeting. It shall not grant the proxy discretion as to how to vote in respect of all such resolutions, and shall not direct the proxy as to some resolutions and grant the proxy discretion as to others.

30. Unless a proxy notice indicates otherwise, it must be regarded as appointing that person as a proxy in relation to any adjournment of the General Meeting to which it relates as well as the Annual General Meeting and / or General Meeting itself.
31. An appointment under a proxy notice may be revoked by delivering to the Honorary Secretary not less than 48 hours before the time appointed for holding the Annual General Meetings and / or General Meeting a notice in writing to that effect signed by the Member appointing the proxy, together with a copy of that Member's valid Hong Kong identity card or passport.
32. A proxy's authority in relation to a resolution is to be regarded as revoked if the Member who appointed the proxy –
 - (a) attends in person the Annual General Meeting and / or General Meeting at which the resolution is to be decided; and
 - (b) exercises, in relation to that resolution, the voting right that the Member is entitled to exercise.
33. A Member who is entitled to attend, speak and vote at an Annual General Meeting and / or General Meeting remains so entitled in respect of that meeting even though a valid proxy notice has been delivered to the Honorary Secretary by or on behalf of that Member.

34. A vote given at an Annual General Meeting and / or General Meeting or any adjournment thereof in accordance with the terms of a proxy notice is valid despite the previous death or mental incapacity of the Member appointing the proxy, unless at least 48 hours before the time appointed for holding the Annual General Meeting and / or General Meeting or adjourned meeting notice in writing of the said death or mental incapacity of the Member is given to the Honorary Secretary, together with written proof of such death or mental incapacity as shall be acceptable to the Honorary Secretary.
35. (a) At any Annual General Meeting and / or 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 by:
- (i) the chairman of the meeting; or
 - (ii) at least five (5) Members present in person and entitled to vote; or
 - (iii) any Member or Members present in person or by proxy and representing at least 5% of the total voting rights of all the Members having the right to vote at the meeting.
- (b) Unless a poll is so demanded, on a vote on a resolution on a show of hands at an Annual General Meeting and / or a General Meeting, a declaration by the chairman that the resolution has or has not been passed (or has been passed by a particular majority) is conclusive

evidence of that fact without proof of the number or proportion of votes cast in favour of or against the resolution and an entry in respect of the declaration in the minutes of the meeting is also similarly conclusive.

- (c) The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- (d) 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 takes place or at which the poll is demanded shall be entitled to a second or casting vote.
- (e) A poll demanded on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time within not more than thirty days (30) as the chairman of the meeting directs.
- (f) At an Annual General Meeting and / or General Meeting, a simple majority by show of hands or by poll determines the approval or rejection of a resolution except in cases of a special resolution and where changes in the Articles or Byelaws of HK Squash are concerned, a majority of 3/4 present and voting shall be required.

36. The chairman of an Annual General Meeting and / or General Meeting may, with the consent of such 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 thirty (30) days or

more, notice of the 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.

VOTES OF MEMBERS

37. Only Individual Members of HK Squash have the right to vote and may attend and speak at Annual General Meetings and / or General Meetings of HK Squash. No other Members may attend Annual General Meetings and / or General Meetings of HK Squash; however the General Committee may at its discretion invite other Members to attend (and in the General Committee's discretion speak) at any Annual General Meeting and / or General Meeting.
38. Only those Members who have a right to vote and who are present in person may vote at Annual General Meetings and / or General Meetings of HK Squash. Every Member present in person entitled to vote at Annual General Meetings and / or General Meetings shall have one vote and, each proxy so present shall have one vote and, save as is otherwise provided in these Articles, every question shall be decided by a show of hands unless a poll is demanded.
39. No Member shall be entitled to have notice of or to be admitted to any General Meeting or to vote at such meeting or to any of the privileges of membership while his subscription is in arrears or other moneys presently payable by him to HK Squash remained unpaid. For the purposes of this Article subscriptions shall be deemed to be in arrears if unpaid by the date determined

by the General Committee from time to time but the proceedings at any Annual General Meeting and / or General Meeting shall not be invalidated because it is subsequently found that a Member has voted notwithstanding his disability under this Article.

PRESIDENT AND OFFICERS

40. (a) A President and up to five Vice- Presidents may be elected at an Annual General Meeting by the Members upon the nomination by the General Committee, but nothing in this Article shall require HK Squash to elect a President or Vice-Presidents or require the General Committee to nominate a President or Vice-Presidents. Any person of good repute and standing who is considered by the General Committee to be supportive of the objects of HK Squash is eligible for such nomination and if elected shall serve for the period from the date of his election to the date of the Annual General Meeting to be held two years after the date of his election at which he shall retire but be eligible for re-election. The role of the President and Vice-Presidents shall be advisory and they may officiate at ceremonial functions of HK Squash. The advisory role of the President and Vice-Presidents shall not affect the independent powers of the General Committee pursuant to these Articles who shall be ultimately responsible for the management of HK Squash in pursuance of its objects.
- (b) The General Committee shall have the power from time to time to elect Patrons of HK Squash. Such persons who shall not exceed 10 in

number shall not ex-officio be members of the General committee unless elected as a member of the General Committee under Article 41(a). Such Patrons may be honorary members of HK Squash but shall be subject to re-election at each Annual General Meeting.

41. (a) The number of Officers shall be not more than six (6) and not less than three (3) and shall consist of a Chairman, not more than three (3) Vice-Chairmen, an Honorary Secretary and an Honorary Treasurer, all elected or re-elected once every three years at the Annual General Meeting. Casual vacancies arising at other times shall be filled by co-option by the General Committee. Officers shall be elected from the Individual Members and shall serve their respective offices for the period from the date of their election to the date of the Annual General Meeting to be held three years after the date of election, whereupon the officer shall retire from office and shall then be eligible for re-election. Co-opted officers will resign at the following Annual General Meeting but be eligible for election if they so wish. For the avoidance of doubt, there shall be no maximum number of terms that an Officer can serve.
- (b) Candidates for election as Officers on the General Committee shall be nominated by at least two members of HK Squash and such nominations shall be delivered to the Honorary Secretary or Executive Director in writing no less than twenty-one days before the Annual General Meeting.

- (c) The Chairman shall chair all General Committee meetings and shall represent HK Squash in dealing with outside organisations.
- (d) The Honorary Secretary shall be an individual ordinary resident in Hong Kong elected pursuant to Article 41 (a) hereof. The Honorary Secretary shall be responsible for ensuring that minutes of meetings are prepared, statutory returns are filed with the Companies Registry and proper books and records of HK Squash are maintained in order that it may meet its obligations under the Ordinance.
- (e) The Honorary Treasurer shall be an individual ordinary resident in Hong Kong elected pursuant to Article 41(a) hereof. He shall be responsible for the accounting of HK Squash's funds and the preparation of the Annual Accounts. These Accounts shall be presented for consideration and approval, if thought fit, by the members at the Annual General Meeting. The Accounts shall be audited by the Auditors of HK Squash elected yearly at Annual General Meeting.
- (f) Prior to the first Annual General Meeting, the existing Officers of HK Squash (香港壁球總會) shall be deemed to have been duly elected as Officers of the General Committee.

GENERAL COMMITTEE

42. There shall be a General Committee which oversees the management of the affairs of HK Squash. Although it is not responsible for the day to day

affairs of HK Squash it must act as a body of wise counsel to be called on as and when needed.

43. (a) The General Committee shall consist of no more than 18 and no less than 12 members being Officers and such Individual Members who are elected or re-elected once every three years at the Annual General Meeting by the Individual Members. Casual vacancies and/or additional appointments occurring during the year shall be filled by co-option as the General Committee thinks fit pursuant to these Articles.
- (b) The Executive Director and the Head Coach shall be appointed by the General Committee and they shall both serve as ex-officio members of the General Committee. The General Committee shall also have the power to terminate their appointments.
- (c) Apart from the Executive Director and the Head Coach (who serve as ex officio members), all other members of the General Committee shall serve for up to three years from the date of their election. At the third anniversary of their election they shall retire from office but shall then be eligible for re-election if they so wish to stand.
- (d) Candidates for election as members of the General Committee shall be nominated by at least two members of HK Squash and such nominations shall be delivered to the Honorary Secretary or Executive Director in writing no less than twenty-one days before the Annual

General Meeting.

44. The General Committee shall be responsible for the structure and organisation of HK Squash pursuant to its objects.

EXECUTIVE COMMITTEE

45. There shall be an Executive Committee, which is delegated by the General Committee to be the decision making body of the day to day affairs of HK Squash. The Executive Committee shall exercise such powers and authorities as the General Committee shall, from time to time, appoint including the appointment of a chairman. The General Committee remains the body responsible for managing the affairs of HK Squash.
46. The Executive Committee shall consist of no more than 10 and no less than 5 members of the General Committee who are appointed each year by the General Committee usually at the Annual General Meeting. Casual vacancies occurring during the year shall be filled by co-option as the General Committee thinks fit.
47. The Executive Committee shall be responsible for:
- (a) the implementation of the policies of HK Squash directed by Officers and the General Committee
 - (b) coordinating the activities and reviewing the reports of Sub-Committees for submission to the General Committee.
 - (c) advising on membership issues including suspension as stated at

Article 16(b) to (d).

- (d) determining the method, criteria and procedure for selecting representatives to attend meetings of other associations.
 - (e) approving and selecting players representing HK Squash and / or representing the 'Hong Kong, China' flag to participate in local, regional and / or international squash contests and / or multi-sports contests, being the sole authority having the power to do so.
48. The chairman of the Executive Committee shall take the chair at meetings thereof and the quorum for meetings of the Executive Committee which unless otherwise fixed by it, shall be two. Subject as aforesaid and to any regulations or directions applicable to it, the meetings and proceedings of the Executive Committee shall be governed by the provisions of these Articles relating to meetings and proceedings of the General Committee so far as the same may be capable of being made applicable thereto.

SUB-COMMITTEES

49. The General Committee may, from time to time, appoint such Sub-Committees as it considers necessary for securing the efficient discharge of its functions and may delegate in writing to any such Sub-Committee any of its powers and duties provided that no delegation made hereunder shall preclude the General Committee from exercising or performing or resuming at any time any of the powers and duties so delegated. Each Sub-Committee shall report to the General Committee via the Executive Committee and exercise its powers so delegated in conformity with the directions and

regulations imposed by the General Committee from time to time. A Sub-Committee may be dissolved by the General Committee at any time. A Sub-Committee so appointed cannot be affiliated to any outside organisation.

50. Each Sub-Committee shall be constituted and shall exercise such powers and authorities as the General Committee shall, from time to time, appoint, provided always that each Sub-Committee shall have a chairman who is a Member of the General Committee. At least more than one-half of the members of each Sub-Committee shall be the members of HK Squash.
51. Any casual vacancy occurring in the office of chairman of a Sub-Committee shall be filled by one of the Members of the General Committee but the person so appointed shall be subject to the same conditions as to tenure of office as his predecessor.
52. The chairman of a Sub-Committee shall take the chair at meetings thereof and the quorum for meetings of a Sub-Committee which unless otherwise fixed by it, shall be two. Subject as aforesaid and to any regulations or directions applicable to it, the meetings and proceedings of each Sub-Committee shall be governed by the provisions of these Articles relating to meetings and proceedings of the General Committee so far as the same may be capable of being made applicable thereto.

OTHER APPOINTMENTS

53. The General Committee may, from time to time, appoint, employ and remove

any managers, clerks, servants, coaches or instructors either in any honorary capacity or at any salaries and wages respectively and with such respective duties and spheres or employment for such length of service and generally upon such terms as it thinks fit.

THE SEAL

54. The General Committee shall provide for the safe custody of the seal of HK Squash. The Seal of HK Squash shall not be affixed to any instrument except by the authority of a resolution of the General Committee and in the presence of at least two (2) Members of the General Committee; and these two Members of the General Committee as aforesaid shall sign every instrument to which the Seal of HK Squash is so affixed in their physical presence.

DISCIPLINE

55. The General Committee shall have full power either by itself or through the Executive Committee and Sub-Committees to whom its power in that behalf may be delegated in writing to make rules and bye-laws (subject to Article 11 of the Articles of Association) for the good conduct of the members of HK Squash and in relation to HK Squash's affairs and for the good conduct and discipline of all persons (whether members of HK Squash or not) taking part in any of the activities of HK Squash or in any activities with which HK Squash may be associated.
56. If any Member shall wilfully refuse or neglect to comply with the provisions

of the Articles of Association and / or the Bye-Laws of HK Squash, or in case the conduct of any Member or their dependant during HK Squash's activities shall in the opinion of the General Committee be injurious to the character or interests of HK Squash, the General Committee, shall be empowered to commence disciplinary proceedings under Annex B of the Bye-Laws.

57. In respect of Bye-Laws for better management and governance of HK Squash:
- (a) The General Committee may from time to time at its sole discretion make, alter and repeal such Bye-Laws and disciplinary procedures as they deem necessary or convenient for the proper conduct and management of HK Squash.
 - (b) The General Committee shall adopt such means as they deem sufficient to bring to the notice of Members, children and employees of Members, visitors or guests all such Bye-laws, disciplinary procedures and amendments and repeals thereto. All such Bye-laws and disciplinary procedures, so long as they shall be in force, shall be binding upon all Members, children and employees of Members, visitors or guests of HK Squash.
 - (c) Copies of the Bye-laws shall be kept by HK Squash and open to inspection by Members and all such other persons.
 - (d) Any alterations and/or repeals of any Bye-Laws and disciplinary procedures shall be in force with immediate effect or on such later date as the General Committee deems fit.
 - (e) No Bye-Laws or disciplinary procedures shall be inconsistent with the Articles of Association or be in breach of any statutory provisions which, in the event of any conflict, shall prevail over such Bye-Laws

or disciplinary procedures.

- (f) Any Bye-Laws or disciplinary procedures may be set aside by a Special Resolution at an Annual General Meeting and / or General Meeting.

ACCOUNTS

- 58. The General Committee shall through the Honorary Treasurer and Executive Director cause proper books of accounts to be kept with respect to: -

- (a) all sums of moneys received and expended by HK Squash, and the matters in respect of which receipts and expenditure takes place;
- (b) all sales and purchases of HK Squash; and
- (c) the assets and liabilities of HK Squash.

Proper books shall not be deemed to be kept if there are not kept such books of accounts as are necessary to give a true and fair view of the state of HK Squash's affairs and to explain its transactions.

- 59. The books of accounts shall be kept at the Office, or, subject to the applicable statutory requirements, at such other place or places as the General Committee may think fit, and shall be open to the inspection of the Members of the General Committee during usual office hours of HK Squash.

- 60. The General Committee 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 HK Squash or any of them shall be open to inspection of Members not being Members of the General Committee, and no Member (not being a Member of the General Committee) shall have any right of inspecting any account or book or document of HK Squash except as conferred by statute or authorised by the General Committee or by HK Squash in Annual General Meeting and / or General Meeting.

61. The General Committee shall, from time to time, in accordance with the applicable statutory requirements, cause to be prepared and laid before HK Squash in Annual General Meeting and / or General Meeting such income and expenditure account, balance sheet, group accounts (if any) and reports as are required by the statutes.
62. A copy of the financial statements (including every document required by law to be annexed thereto) which is to be laid before HK Squash in Annual General Meeting and / or General Meeting, together with a copy of the General Committee's report and a copy of the Auditors' report shall not less than fourteen (14) clear days before the date of the meeting be sent to all persons entitled to receive notices of Annual General Meetings and / or General Meetings of HK Squash in the manner in which notices are hereinafter directed to be served provided that this Article shall not require a copy of those documents to be sent to any person of whose address HK Squash is not aware.

AUDIT

63. Auditors shall be appointed and their duties regulated in accordance with the applicable statutory requirements.

NOTICES

64. A notice may be given by HK Squash to any Member: -
- (a) personally; or
 - (b) by sending it by post to him to his registered address, which he must give HK Squash for the purpose of serving notices when he applies for membership, by properly addressing, prepaying and posting a letter containing the notice, and shall be deemed given in all cases on the day following that upon which such letter is so posted; or
 - (c) by sending it by facsimile or electronic mail (and marked for the attention of the person to whom it is addressed) to the facsimile number or E-mail address as may be notified to HK Squash and shall be deemed to have been given at the time and date on the answerback for the facsimile to the Member to whom it is addressed or the date of transmission of a virus free E-mail to the Member's correct E-mail address.
65. Notice of every General Meeting shall be given in any manner hereinbefore authorised to: -
- (a) every Member; and

- (b) the Auditors for the time being of HK Squash.

No other person shall be entitled to receive notices of General Meetings.

INDEMNITY

66. Every Auditor and every Officer (other than a Committee Member) for the time being of HK Squash shall be indemnified out of the funds and assets of HK Squash 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 HK Squash 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 and assets of HK Squash 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 predecessor Ordinance (as defined in section 2(1) of the Ordinance) or sections 902 to 904 of the Ordinance in which relief is granted to them by a Court of Justice provided that none of the funds or assets of HK Squash 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.
67. (1) A Committee Member or former Committee Member of HK Squash may be indemnified out of HK Squash' assets against any liability incurred by the Committee Member to a person other than HK Squash or an associated company of HK Squash in connection with any negligence, default, breach of

duty or breach of trust in relation to HK Squash or associated company (as the case may be).

(2) Paragraph (1) only applies if the indemnity does not cover—

(a) any liability of the Committee Member to pay—

(i) a fine imposed in criminal proceedings; or

(ii) a sum payable by way of a penalty in respect of non-compliance with any requirement of a regulatory nature; or

(b) any liability incurred by the Committee Member —

(i) in defending criminal proceedings in which the Committee Member is convicted;

(ii) in defending civil proceedings brought by HK Squash, or an associated company of HK Squash, in which judgment is given against the Committee Member;

(iii) in defending civil proceedings brought on behalf of HK Squash by a member of HK Squash or of an associated company of HK Squash, in which judgment is given against the Committee Member;

(iv) in defending civil proceedings brought on behalf of an associated company of HK Squash 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 Committee Member; 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 Committee Member relief.

- (3) A reference in paragraph (2)(b) to a conviction, judgment or refusal of relief is a reference to the final decision in the proceedings.
- (4) For the purposes of paragraph (3), a conviction, judgment or refusal of relief—
 - (a) if not appealed against, becomes final at the end of the period for bringing an appeal; or
 - (b) if appealed against, becomes final when the appeal, or any further appeal, is disposed of.
- (5) For the purposes of paragraph (4)(b), an appeal is disposed of if—
 - (a) it is determined, and the period for bringing any further appeal has ended; or
 - (b) it is abandoned or otherwise ceases to have effect.

WINDING UP

- 68. (HK Squash may be dissolved by a Special Resolution of the members at an Annual General Meeting and / or a General Meeting convened for the purpose.

MISCELLANEOUS

- 69. All matters not specially provided for by the Articles and / or the Bye-Laws shall be left to the decision of the General Committee whose ruling shall be conclusive.
- 70. Any question as to the interpretation of the Articles of Association and Bye-Laws and disciplinary procedures shall be left to the General Committee whose decision on any point shall be final and binding on all persons affected

thereby.

ANTI-DOPING

71. The Anti-Doping Rules promulgated by The Sports Federation & Olympic Committee of Hong Kong, China 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 of HK Squash or not) taking part in any of the activities of HK Squash or in any activities with which HK Squash may be associated, who act(s) in breach thereof, shall be subject to discipline as imposed by the General Committee as it deems fit and proper.