

THE COMPANIES ORDINANCE
(Chapter 32)

Company Limited by Guarantee
and not having a share capital

MEMORANDUM OF ASSOCIATION

OF

THE HONG KONG CRICKET ASSOCIATION

1. The name of the Association is “**THE HONG KONG CRICKET ASSOCIATION**”.
2. The registered office of Association will be situate in the Hong Kong Special Administrative Region.
3. The objects for which the Association is established are:-
 - (a) To take over and acquire the assets and liabilities and to effectuate and carry into execution the powers, obligations, duties and general objects of the present unincorporated body known as the Hong Kong Cricket League.
 - (b) To take all possible measures to raise the standard of cricket in Hong Kong and to promote the game of cricket in any way which the Association or the Committee of the Association shall think proper.
 - (c) To hold, arrange and participate in cricket matches and competitions within or without the Hong Kong Special Administrative Region, and to do or provide for all such matters and things as may be necessary thereto.
 - (d) To subscribe to, become a member of, and co-operate with any other association, body or government or municipal department for the purpose of promoting the game of cricket.
 - (e) To purchase, manage, or associate in the management of, take on lease, or otherwise acquire any lands, buildings or property, real or personal, which may be requisite for, capable of being conveniently used in connection with, any of the objects of the Association.
 - (f) To raise money by subscriptions, and to grant rights and privileges to members. To print and publish such newspapers, periodicals, books or leaflets as the Association may think desirable for the promotion of its objects.
 - (g) To sell, manage, lease, mortgage, dispose of or otherwise deal with all or any part of the property, real or personal, of the Association.
 - (h) To borrow and raise money in such manner as the Association may think

fit.

- (i) To invest any monies of the Association not immediately required for any of its objects in such manner as may from time to time be determined by the Committee.
- (j) To subscribe to charities and to grant donations for any public purpose.
- (k) To take such steps as the Association may deem desirable to prevent infringement of the laws of cricket.
- (l) To make, adopt, vary and publish rules, by-laws and conditions for the regulation of cricket in Hong Kong and to take such steps as may be desirable to enforce them.
- (m) To encourage the coaching of players and the training of umpires and scorers.
- (n) To administer the funds of the Association, to organize and regulate competitions, leagues and matches and to make rules and by-laws for the regulation thereof.
- (o) To carry on the business of the Association under the control and direction of the Committee.
- (p) To do all such things as are incidental or conducive to the attainment of the above objects or any of them.

Provided that:-

- (i) In case the Association shall take or hold any property which may be subject to any trusts, the Association will only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
 - (ii) The objects of the Association shall not extend to the regulation of relations between workers and employers or organizations of workers and organizations of employers.
 - (iii) The powers set forth in the Seventh Schedule of the Companies Ordinance (Cap.32) are hereby excluded.
4. (1) The income and property of the Association, however derived, shall be applied solely towards the promotion of the objects of the Association asset out in this Memorandum of Association.
- (2) Subject to sub-clauses (4) and (5) below, no portion of the income and property of the Association shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever, to the members of the Association.
 - (3) No member of the Executive Committee or Governing Body of the Association shall be appointed to any salaried office of the Association, or any office of the Association paid by fees or no remuneration or other benefit in money or money's worth (except as provided in sub-clause (5) below) shall be given by the Association to any member of the Executive Committee or Governing Body.

- (4) Nothing herein shall prevent the payment, in good faith, by the Association of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association not being a member of the Executive Committee or Governing Body of the Association in return for any services actually rendered to the Association.
 - (5) Nothing herein shall prevent the payment, in good faith, by the Association:-
 - (a) to any member of its Executive Committee or Governing Body of out-of-pocket expenses;
 - (b) of interest on money lent by any member of the Association or its Executive Committee or Governing Body at a rate per year not exceeding 2% above the prime rate prescribed for the time being by The Hongkong and Shanghai Banking Corporation Limited for Hong Kong dollar loans;
 - (c) of reasonable and proper rent for premises demised or let by any member of the Association or of its Executive Committee or Governing Body;
 - (d) of remuneration or other benefit in money or money's worth to a body corporate in which a member of the Association or its Executive Committee or Governing Body is interested solely by virtue of being a member of that body corporate by holding not more than a one-hundredth part of its votes.
 - (6) No person shall be bound to account for any benefit he may receive in respect of any payment properly paid in accordance with sub-clauses (4) and (5) above.
5. No addition, alterations or amendment shall be made to or in the Memorandum and Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Registrar of Companies in writing.
6. The fourth and fifth paragraphs of this Memorandum contain conditions on which a licence is granted in pursuance of Section 21 of the Companies Ordinance.
7. The liability of the members is limited.
8. Every member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up during the time that he is a member, or within one year afterwards, for payment of the debts and liabilities of the Association contracted before the time at which he ceases to be a member, and of the costs, charges and expenses of winding-up the Association, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding twenty-five dollars.
9. If upon the winding up of the Association there remains, after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 thereof, such institution or institutions to be determined by the members of the

Association 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 of and so far as effect cannot be given to the aforesaid provision then to some charitable object.

10. True accounts shall be kept of the sums of money received and expended by the Association, and the matter in respect of which such receipt and expenditure take place, and of the property credits and liabilities of the Association, and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being, shall be open to the inspection of the members. Once at least in every year the accounts of the Association shall be examined and the correctness of the balance sheets ascertained by one or more authorized auditor or auditors.
11. The Association 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.

WE, the several persons whose names, addresses and descriptions are hereto subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association.

Names, Addresses and Descriptions of Subscribers

DENNYS ROBERTS
Legal Department,
Central Government Offices, Central,
Hong Kong,
Attorney General of Hong Kong.

C.W. HALL
Wayfoong Finance Ltd.,
Shell House,
Hong Kong,
Bank Official.

PETER H. DAVIES
Deacons,
601, Union House,
Chater Road,
Hong Kong,
Solicitor.

JOHN SHROFF
S. Framjee & Co.,
73, Wyndham Street, 2/F.,
Hong Kong,
Company Director.

I, VAUGHAN-ARBUCKLE
H.Q. Land Forces,
Hong Kong,
Army Officer.

C. MYATT
c/o. South China Morning Post,
1/3 Wyndham Street,
Hong Kong,
Sports Editor.

B.P. DHABHER
644, Alexandra House,
Hong Kong,
Managing Director.

Dated the 22nd day of April, 1968.

WITNESS to all the above signatures:

R.W.H. WONG
Solicitor,
HONG KONG.

THE COMPANIES ORDINANCE (Chapter .32)

Company Limited by Guarantee
and not having a share capital

ARTICLES OF ASSOCIATION

OF

THE HONG KONG CRICKET ASSOCIATION

PRELIMINARY

(1) In these articles, unless the context otherwise requires : -

“ACU&S (HK China)” means the Association of Cricket Umpires and Scorers, Hong Kong, China.

“Annual General Meeting” means the yearly general meeting of the Association.

“Association” means The Hong Kong Cricket Association.

“Chairman” means the Chairman of the Association for the time being.

“Affiliate Club Member” means a club, school or other association of persons:

- (i) which has cricket as a principal purpose;
- (ii) which is approved but not administered by the Association;
- (iii) whose members are not Members; and
- (iv) which has Affiliate Club Membership of the Association.

“deliberative vote” means (i) in respect of a resolution, a vote in favour of the resolution, or a vote against the resolution, or an abstention from voting on that resolution; and (ii) for the purpose of an election, a vote in favour of a particular candidate or candidates as the case may be, or an abstention from voting.

“Extraordinary General Meeting” means a General Meeting of the Association specifically summoned as an extraordinary general meeting under these articles.

“Executive Committee” means the Executive Committee of the Association for the time being.

“Financial Year” means the twelve month period (currently from 1st January in one year to the 31st December of that year) set by the Annual General Meeting as the annual accounting period.

“General Meeting” means an Annual General Meeting or an Extraordinary General Meeting.

“League Competition” means a cricket competition between League Teams organised and administered by the Association.

“League Team” means a club, school or other association of Members which participates in the League Competitions.

“Member” means a member of the Association so registered and does not include a Team.

“Month” means calendar month.

“Ordinance” means the Companies Ordinance (Cap. 32, Laws of Hong Kong).

“President” means the President of the Association for the time being.

“Seal” means the common seal of the Association.

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

“Special Resolution” means a special resolution of the Association passed in accordance with Section 116 of the Ordinance.

“Team” means:

- (i) a current team playing on either Saturdays or Sundays (men and women) in a League Competition, excluding Mainlanders and Affiliated Club Members; or
- (ii) a new team being admitted to the Association in accordance with Articles (8), (9) and (10) below.

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

“Vice-President” means a Vice President of the Association for the time being.

“Voting Representative” means an individual Member elected and duly appointed as the representative of his Team to vote at the General Meetings.

“Women’s Cricket” means a Team consists of only playing female Members.

Words importing the masculine gender include the feminine gender.

Words importing the singular include the plural and vice versa.

Words importing persons shall where the context so admits include clubs, associations and societies, whether incorporated or unincorporated.

- (2) For the purpose of registration the number of Members is declared not to exceed 1,000 but the Executive Committee may from time to time register an increase of members.
- (3) The Association is established for the objects stated in the Memorandum of Association.

CLASSES OF MEMBERSHIP

- (4) The Membership of the Association shall consist of:
 - (a) Members.
 - (b) Life Members.
 - (c) Teams.
 - (d) Affiliate Club Members.
 - (e) Vice Presidents.
- (5)
 - (i) Any individual person is eligible to become a Member of the Association on payment of an annual subscription of such sum as prescribed at a General Meeting.
 - (ii) Any individual person is eligible to become a Life Member of the Association on payment of a subscription of such sum as prescribed at a General Meeting.
- (6)
 - (i) Any club, affiliate club, school or other association of persons shall pay an annual subscription fee to the Association.
 - (ii) Any Club, school or other association of persons which participates in cricket competitions administered by the Association, and the ACU&S (HK China), are eligible to become a Team of the Association. Teams participating in cricket competitions administered by the Association shall pay an appropriate annual entry fee for the League Competition or cup competition involved of an amount to be determined at a General Meeting.
- (7) On the recommendation of the Executive Committee, a person, whether he be a Member or not, may be elected a Vice President at any General Meeting of the Association for such period as the Executive Committee may from time to time determine and shall thereafter be entitled to all the privileges of Membership except that they shall have no right to vote or elect or be elected members of the Executive Committee without paying the yearly subscription or any special payment for such vice presidency; a two-thirds majority of those present and voting shall be necessary at such election. There shall not be more than 20 Vice Presidents at any one time. A Vice President may resign his vice presidency by notice in writing sent to or left with the Secretary at any time.

ELIGIBILITY AND ADMISSION OF A TEAM

- (8) Application for being admitted as a Team of the Association shall be made in such manner as the Executive Committee may decide from time to time.
- (9) Admission as a Team shall require only a simple majority vote of the Executive Committee.
- (10) Before admitting an applicant to a Team, the Executive Committee must be satisfied that the applicant:
 - (i) is a properly constituted club, sports association, society or other group of persons according to law, custom or practice;
 - (ii) has as one of its principal objects, the promotion and active encouragement of the playing of cricket; and

- (iii) has a sufficient number of Members to enable it to participate in games, competitions, tournaments, events and programmes conducted under the jurisdiction of the Association, including participation by its individual membership as players, coaches, committeemen, officials, administrators or umpires.

OFFICERS

- (11) The Officers of the Association shall consist of the President, the Chairman, the Secretary and the Treasurer who shall be elected annually at each Annual General Meeting.

LEAGUE AND CUP MANAGEMENT COMMITTEE

- (12) The League and Cup Management Committee of the Association shall consist of
 - (a) (i) The Chairman elected in accordance with Article (29)(d) below.
 - (ii) The Hon. Statistician.
 - (b) One representative nominated by each League Team provided that no Officer of the Association shall be so nominated.
 - (c) One representative nominated by the ACU&S (HK China), provided that no Officer of the Association shall be so nominated.
 - (d) One representative nominated by the Affiliate Club Members of the Association.

EXECUTIVE COMMITTEE

- (13) The Executive Committee of the Association shall consist of eleven members:
 - (a) The Chairman, the Secretary, the Treasurer.
 - (b) One representative from the Hong Kong Cricket Club, one representative from the Kowloon Cricket Club, one representative from the Little Sai Wan Cricket Club, one representative from the Pakistan Association, one representative of the Women's Cricket, one representative from the independent clubs not being a member of any of the Clubs mentioned above, the Chairman of the League and Cup Management Committee and the representative of the ACU&S (HK China).
 - (c) Those appointed in categories (a) and (b) above shall be elected at the Annual General Meeting.

VOTING REPRESENTATIVES

- (14) The Voting Representative must be the captain of his Team.
- (15) The Voting Representatives must attend all General Meetings and must exercise a deliberative vote at such General Meetings.
- (16) In the event of a Voting Representative not being able to attend any General Meeting or otherwise exercise his functions, a replacement representative may be nominated in writing by the members of his Team addressed to the Secretary to attend and otherwise exercise his functions, provided that such written nomination is submitted to the Secretary not less than 2 days before

the General Meeting is convened. In the event that a Team fails to submit such nomination on time or at all, the Team shall lose its voting right in the General Meeting.

- (17) No person may be elected as a Voting Representative or nominated as a replacement, unless he is a Member of the Team concerned.
- (18) No person may be elected or act as a Voting Representative or be nominated or act as a replacement representative of more than one Team.
- (19) A Voting Representative shall lose his office upon the occurrence of his Team's (i) non-participation of the Association, or (ii) failure to meet the criteria for being a Team in accordance with these Articles and as determined by the Executive Committee from time to time.
- (20) In the event of a dispute of a Voting Representative's office, the Chairman shall have the right to make the final determination.

GENERAL MEETINGS

- (21) 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 lapse 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 Executive Committee shall appoint.
- (22)
 - (a) The Executive Committee may, at any time, convene an Extraordinary General Meeting.
 - (b) An Extraordinary General Meeting 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 members of the Executive Committee capable of acting to form a quorum, any member of the Executive Committee or any two Voting Representatives may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Executive Committee.
- (23)
 - (a) Not less than twenty one days clear notice (exclusive of the day on which the notice is served or deemed to be served and exclusive of the day of the meeting) shall be given to Members, Life Members, Voting Representatives and Vice Presidents of an Annual General Meeting.
 - (b) An Extraordinary General Meeting of the Association or a meeting other than an Annual General Meeting for the passing of a Special Resolution shall be called by 14 days' notice in writing at the least to Members, Life Members, Voting Representatives and Vice Presidents.
 - (c) 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 the General Meeting, to such persons as

are, under the Articles of 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:-

- (i) in the case of a meeting called as the Annual General Meeting, by all the Voting Representatives entitled to attend and vote at the meeting; and
 - (ii) in the case of any other meeting, by a majority in number of the Voting Representatives having a right to attend and vote at the meeting, being a majority together representing not less than 95 per cent of the total voting rights of all the Voting Representatives entitled to attend and vote at that meeting.
- (d) 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.
- (24) Subject to Clause 5 of the Memorandum of Association, a Special Resolution, passed by a three-quarters majority of those present and entitled to vote at a General Meeting shall be necessary for any of the following purposes:-
- (a) to alter the Articles.
 - (b) to alter the Memorandum.
 - (c) to change the name of the Association.
- (25) Subject to section 116C of the Ordinance, not less than twenty-one days' clear notice (exclusive of the day on which the notice is served or deemed to be served and exclusive of the day of the meeting) shall be given to each Voting Representative and each Vice President of the intention to propose a Special Resolution at any General Meeting.
- (26) Discussion at an Extraordinary General Meeting shall be confined to the business for which the meeting has been convened.
- (27) Inadvertent omission to give such notice to, or the non-receipt of a notice of a General Meeting by any Voting Representative or Vice President shall not invalidate the proceedings at any General Meeting.
- (28) The quorum for any General Meeting shall be ten Voting Representatives.
- (29) At an Annual General Meeting there shall be
- (a) A report by the President.
 - (b) A statement of accounts for the previous financial year.
 - (c) An election of President, Chairman, Secretary and Treasurer.
 - (d) An election of the representative from the Hong Kong Cricket Club, the representative from the Kowloon Cricket Club, the representative from the Little Sai Wan Cricket Club, the representative from the Pakistan Association, the representative of the Women's Cricket, the representative from the independent clubs not being a member of any of the Clubs

mentioned above, the Chairman of the League and Cup Management Committee and the representative of ACU&S (HK China).

- (e) An election of Vice Presidents (if any).
 - (f) An election of an auditor.
 - (g) Consideration of matters relating to the constitution or management of the Association.
- (30) (a) An Annual General Meeting shall be presided over by the person who is President at the time of the Annual General Meeting.
- (b) At any General Meeting the following shall have a vote:
- (i) Voting Representatives who shall have one vote each.
 - (ii) The Representative of the ACU&S (HK China). This shall be in addition to any vote to which he may be entitled as a Voting Representative.
- (c) At any General Meeting the President shall have both a deliberative and a casting vote.
- (31) No voting by proxy shall be permitted at a General Meeting.
- (32) In the absence of the President from any general meeting, the person who was Chairman during the preceding financial year shall preside. In the absence of the President and the Chairman from any general meeting, those present shall elect another Member of the Executive Committee to act as Chairman for the general meeting.
- (33) A declaration by the Chairman of that meeting that at any General Meeting a resolution has been carried thereat upon a show of hands shall be conclusive and an entry to that effect in the Minutes of the General Meeting shall be conclusive evidence of that fact, unless immediately on such declaration a poll be demanded by at least five Voting Representatives.
- (34) Voting Representatives who have paid a subscription for the current financial year, and the Representative of the ACU&S (HK China) shall be entitled to attend a General Meeting and to vote thereat.

MANAGEMENT

- (35) The Management of the Association and the funds and property belonging to it or under its control are vested in the Executive Committee which shall have the power to use the same in such manner as it may deem necessary for carrying out the objects of the Association.
- (36) The Executive Committee shall assume office as soon as the Annual General Meeting has been held and shall remain in office until the conclusion of the next Annual General Meeting. The number of the members of the Executive Committee shall be eleven who shall be elected by the Voting Representatives at every Annual General Meeting who are entitled to attend and vote thereat.
- (37) The Executive Committee may meet and regulate its business as it thinks fit and determine its own quorum which shall, unless otherwise determined by the Executive Committee, be not less than five. A member of the Executive

Committee shall not vote in respect of any contract in which he is directly or indirectly interested or any matter arising thereout, and if he does so vote his vote shall not be counted.

- (38) (a) The Chairman shall preside over any meeting of the Executive Committee.
- (b) The Chairman shall have both a deliberative and a casting vote at a meeting of the Executive Committee.
- (39) In the absence of the Chairman from a meeting the Executive Committee shall elect a Member thereof to act as Chairman for the meeting.
- (40) The Executive Committee shall have power to act in the name of the Association and to order that the Seal be affixed to any document and generally to execute all the powers and functions of the Association, unless these are specifically conferred in these Articles or the Ordinance exclusively upon a general meeting of the Association.
- (41) The Executive Committee shall have a League and Cup Management Sub-Committee which shall be a standing committee and the Executive Committee shall have power to establish and dissolve such other sub-committees as it may think fit. Each sub-committee shall have a Chairman who shall report to the Executive Committee from time to time.
- (42) (i) Any casual vacancy on the Executive Committee for a Chairman, Secretary, Treasurer or other member may be filled by the Executive Committee by nomination, which shall be effective until the conclusion of the next Annual General Meeting.
- (ii) Any casual vacancy for the office of President may be filled by the Executive Committee by nomination which shall be effected until the conclusion of the next Annual General Meeting.
- (iii) The office of any member of the Executive Committee shall be vacated if he:
 - (a) holds any other office of profit or salaried office under the Association; or
 - (b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (c) becomes prohibited from being a director of a company by reason of any disqualification order made under Part IVA of the Ordinance; or
 - (d) becomes of unsound mind; or
 - (e) resigns his office by notice in writing to the Association given in accordance with Section 157D(3)(a) of the Ordinance; or
 - (f) is directly or indirectly interested in any contract (being a contract of significance in relation to the Association's business) with the Association and, if his interest in the contract is material, fails to declare the nature of his interest in manner required by Section 162 of the Ordinance; or
 - (g) is removed by ordinary resolution by the Association pursuant to Section 157B of the Ordinance.

- (43) Any vacancy on the League and Cup Management Sub-Committee for a Team's representative or the ACU&S (HK China) representative may be filled by nomination in the same manner as the original nomination.
- (44) The Seal of the Association shall not be affixed to any instrument except by authority of a resolution of the Executive Committee. Every instrument to which the seal is affixed shall be signed by the Chairman and the Secretary or Treasurer or by any person appointed by the Executive Committee.
- (45) Every Association cheque shall be signed by any two of the following: the Chairman, the Secretary or the Treasurer.
- (46) The Executive Committee shall cause minutes to be made in books provided for the purpose –
- (a) of all appointments of officers made by the Executive Committee;
 - (b) of the names of the Executive Committee present at each meeting of the Executive Committee;
 - (c) of all resolutions and proceedings at all meetings of the Association, and of the Executive Committee,
- and every Executive Committee member present at any meeting of Executive Committee shall sign his name in a book to be kept for that purpose.

LOCAL RULES

- (47) The Executive Committee shall have power to make local rules for the following purposes, or any of them:-
- (a) Regulating the conduct of cricket competitions in Hong Kong and of all cricket matches organised or administered by the Association.
 - (b) Regulating the selection of representative Hong Kong cricket teams in matches organised or administered by the Association.
 - (c) Regulating the fees payable for entry to any cricket competition organised or administered by the Association.
 - (d) Adapting or modifying the laws of cricket in their application to Hong Kong.
 - (e) Regulating the procedure at Executive Committee and Sub-committee meetings.
 - (f) generally for the carrying on of the business of the Association.

ACCOUNTS

- (48) The Executive Committee shall cause proper books of accounts 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 purchase and sales 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.

(49) 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 Executive Committee think fit, and shall always be open to the inspection of the Executive Committee.

(50) The Executive 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 the Association or any of them shall be open to the inspection of members not being Executive Committee members, and no member (not being a Executive Committee member) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorized by the Executive Committee or by the Association in a General Meeting.

(51) The accounts shall be closed on the last day of the financial year each year and a statement of accounts duly audited shall be laid before the next Annual General Meeting thereafter. The financial year shall be determined by the Annual General Meeting. 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 Executive Committee's report and a copy of the auditor's report, shall not less than 21 days before the date of the meeting be sent to every member of the Association who is entitled to attend and vote at any General Meeting:

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.

NOTICES

(52) Any Notice or other document may be served on or delivered to any Member, Life Member, Voting Representative or the ACU&S (HK China)'s Representative personally or by sending it through the post in a prepaid letter addressed to such Member, Life Member, Voting Representative or the ACU&S (HK China)'s Representative at the address last registered with the Secretary of the Association as his registered address or by delivering it to or leaving it at such registered address as aforesaid.

(53) Any Notice sent by post shall be deemed to have been served on the addressee at the expiration of seventy two hours after the Notice was posted and in proving such service, it shall be sufficient to prove that the Notice was properly addressed, stamped and posted.

AUDITORS

(54) Auditors shall be appointed and their duties regulated in accordance with Sections 131, 132, 133, 140, 140A, 140B and 141 of the Ordinance.

INDEMNITY

(55) Subject to Section 165 of the Ordinance, every member of the Executive Committee, Auditor, Secretary and Officers 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.

WINDING UP

- (56) The provisions of Clause 9 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.