

MEMORANDUM  
AND  
ARTICLES OF ASSOCIATION  
OF  
HONG KONG SOFTBALL ASSOCIATION  
香港壘球總會

(as amended by special resolutions passed on 6th November 2011.)

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Incorporated the 17<sup>th</sup> day of April 1970

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HALDANES  
SOLICITORS & NOTARTIES  
8TH FLOOR  
RUTTONJEE HOUSE  
11 DUDDLELL STREET  
CENTRAL, HONG KONG  
(Our Ref: 9735753/JC/sct)  
(G:/comm/sctlgenerel/97357531M&A)

HONG KONG SOFTBALL ASSOCIATION ("the Association")

Passed on the 6<sup>th</sup> day of November 2011

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At an Extraordinary General Meeting of the Association held on 6<sup>th</sup> November 2011 at 2:30 p.m. at the premises of the Association at Tin Kwong Road, Kowloon the following Special Resolution was passed:-

"THAT the existing Memorandum and Articles of Association of the Association shall no longer apply, and that in lieu thereof the proposed new Memorandum and Articles of Association already prepared, a copy whereof has been initialed by the President hereof for the purpose of identification, be adopted by the Association, and that the Secretary General be directed forthwith to register the same with the Registrar of Companies."

(sd.) Lau Kwok Yip  
Chairman of the Meeting

HONG KONG SOFTBALL ASSOCIATION ("the Association")

Passed on the 24<sup>th</sup> day of October 1999

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At an Extraordinary General Meeting of the Association held on 24<sup>th</sup> October 1999 at 2:00 p.m. at the premises of the Association at Tin Kwong Road, Kowloon the following Special Resolution was passed:-

"THAT the existing Memorandum and Articles of Association of the Association shall no longer apply, and that in lieu thereof the proposed new Memorandum and Articles of Association already prepared, a copy whereof has been initialed by the President hereof for the purpose of identification, be adopted by the Association, and that the Secretary General be directed forthwith to register the same with the Registrar of Companies."

(sd.) Hung Chit Lin  
Chairman of the Meeting

CERTIFICATE OF INCORPORATION

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I HEREBY CERTIFY that

HONG KONG SOFTBALL ASSOCIATION

(the word "Limited" being omitted by Licence granted by me under delegated powers) is this day incorporated in Hong Kong under the Companies Ordinance, and that this Company is limited.

Given under my hand this Seventeenth day of April, One Thousand Nine Hundred and Seventy.

(Sd.) SHAM FAI  
for Registrar of Companies  
Hong Kong

THE COMPANIES ORDINANCE (CHAPTER 32)

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A Company Limited by Guarantee  
and not having a Share Capital

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MEMORANDUM OF ASSOCIATION  
(as amended by special resolutions passed on 24<sup>th</sup> October 1999)  
OF  
HONG KONG SOFTBALL ASSOCIATION  
(香港壘球總會)

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1. The name of the Association is "HONG KONG SOFTBALL ASSOCIATION" (香港壘球總會) (hereinafter referred to as "the Association")
2. The registered office of the Association will be situated in Hong Kong.
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 Softball Association".
  - (b) To take all possible measures to raise the standard of softball in Hong Kong and to promote the game of softball in any way which the Association or the Executive Council of the Association shall think proper.
  - (c) To hold, arrange and participate in softball games and competitions within or without Hong Kong, and to do or provide for all such matters and things as may be necessary thereto.

- (d) Subject to Clause 11 below, 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 softball.
- (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, or 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.
- (g) To print and publish such newspapers, periodicals, books, or leaflets as the Association may think desirable for the promotion of its objects on a non-profit making basis or otherwise in compliance with Clause 4 of this Memorandum.
- (h) To sell, manage, lease, mortgage, dispose of or otherwise deal with all or any part of the property, real or personal, of the Association in furtherance of its objects but not otherwise.
- (i) To borrow and raise money in a prudent and reasonable manner as the Association may think fit for the purpose of furthering its objects but not otherwise.
- (j) To invest any monies of the Association not immediately required for any of its objects in a prudent manner as may from time to time be determined by the Executive Council provided that the prior approval of the Association in general meeting has been obtained.
- (k) To subscribe to charities and to grant donations for any public purpose.
- (l) To take such steps as the Association may deem desirable to prevent infringement of the rules and regulations of the game of softball.
- (m) To make, adopt, vary and publish rules, by-laws and conditions for the regulation of the softball game in Hong Kong and to take such steps as may be desirable to enforce them.

- (n) To encourage the coaching of players and the training of umpires and scorers for the game of softball.
- (o) To administer the funds of the Association, to organize and regulate competitions, leagues and matches and to make rules, by-laws and guidelines for the regulation thereof.
- (p) To carry on the business of the Association under the absolute control and direction of the Executive Council for the time being thereof.
- (q) To promote, organize, maintain and provide such other facilities for any other sports or games for the use and enjoyment of members of the Association.
- (r) To do all such other lawful 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, Chapter 32 of the Laws of Hong Kong are hereby excluded.
4. (a) The income and property of the Association, however derived, shall be applied solely towards the promotion of the objects of the Association as set out in this Memorandum of Association.
- (b) Subject to sub-clauses 4(d) and 4(e) 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.

- (c) No member of the Executive Council shall be appointed to any salaried office of the Association, or any office of the Association paid by fees and no remuneration or other benefit in money or money's worth (except as provided in sub-clause 4(e) below) shall be given by the Association to any member of the Executive Council.
- (d) 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 Council in return for any services actually rendered to the Association.
- (e) Nothing herein shall prevent the payment, in good faith, by the Association:-
- (i) to any member of the Executive Council of out-of-pocket expenses;
  - (ii) of interest on money lent by any member of the Association or the Executive Council 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;
  - (iii) of reasonable and proper rent for premises demised or let by any member of the Association or of the Executive Council;
  - (iv) of any reasonable and proper fees or charges for services provided by any member of the Association or of the Executive Council in holding, organizing or rendering assistance in events or activities in the advancement or promotion of the objects of the Association provided that any such fees or charges payable to any member of the Executive Council shall be calculated at the same usual charging rate applicable to the computation of payment by the Association to any member of the Association for similar services or assistance rendered to it;
  - (v) of remuneration or other benefit in money or money's worth to a body

corporate in which a member of the Association or of the Executive Council 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.

- (f) 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 (d) and (e) 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. Clauses 4 and 5 of this Memorandum contain the 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 when 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 among 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 if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

10. 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.

11. 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 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.

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

Names, Addresses and Descriptions of Subscribers

SOLOMON SAUL  
12, Macdonnell Road,  
Apt 3,  
Hong Kong,  
Merchant.

YOONUS TIPE  
"La Salle Court",  
204, Nga Tsin Wai Road,  
3rd Floor, Kowloon,  
Civil Servant.

O.A.VAS  
31, Conduit Road,  
C-1, 8th Floor,  
Hong Kong,  
Sales Supervisor.

DAVID JOHN LEONARD  
37, Ashley Road,  
Ground Floor,  
Kowloon,  
Chief Time Keeper.

Names, Addresses and Description of Subscribers

SHERRY BUCKS  
21, Cheung Hong Street,  
Fung Wah Mansion, 14th Floor,  
North Point,  
Chief Clerk.

ANN TIU  
362, Ma Tau Wei Road,  
2nd Floor,  
Kowloon,  
Receptionist.

SHEILA LAI  
108E, Boundary Street,  
First Floor,  
Kowloon,  
Headmistress.

Dated the 2nd day of April 1970.

WITNESS to the above signatures:

PETER H. DA VIES  
Solicitor,  
HONG KONG.

THE COMPANIES ORDINANCE

-----  
A Company Limited by Guarantee and  
not having any Share Capital  
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ARTICLES OF ASSOCIATION  
(as amended by special resolutions passed on 6th November 2011)

OF

HONG KONG SOFTBALL ASSOCIATION  
(香港壘球總會)

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PRELIMINARY

1. The number of members of the Association for the purpose of registration shall not exceed 3,000, but the Executive Council may from time to time register an increase of members.
2. These Articles shall be construed with reference to the provisions of the Companies Ordinance, Chapter 32 of the Laws of Hong Kong or any Statutory Modifications thereof and the terms used in these Articles shall be taken as having the same respective meanings as they have when used in that Ordinance.
3. The Association is established for the objects expressed in the Memorandum of Association.

## DEFINITIONS

4. In these Articles the following expressions shall unless the context otherwise requires have the meanings respectively assigned to them, namely:-

"Annual General Meeting" means the yearly general meeting of the Association.

"Annual Subscription Fees" means the fees payable upon admission of a member and periodical subscription payable by a member to maintain his membership with the Association as stated in Article 5 below or otherwise as determined in accordance with Article 15 from time to time and excludes any charge for the use of any particular facility from time to time fixed by the Executive Council.

"Association" means HONG KONG SOFTBALL ASSOCIATION" (香港壘球總會)

"By-Laws" means by-laws of the Association, established and amended by the Executive Council from time to time.

"Commissioner, General Affairs" means the Commissioner, General Affairs for the time being.

"Commissioner, League Affairs" means the Commissioner, League Affairs for the time being.

"Executive Council" means the Executive Council of the Association.

"Executive Council Members" or "members of the Executive Council" means the official representatives of the Executive Council for the time being, including the officers specified in Article 25, and any Executive Council Member elected under these Articles shall be deemed to be a director or the Association for the purpose of the Ordinance.

"Extraordinary General Meeting" means a general meeting of the Association specially summoned as an Extraordinary General Meeting under these Articles.

"Financial Year" means the period from 1<sup>st</sup> January in one year to the 31<sup>st</sup> December in the same year or any twelve month period as determined by the

Executive Council.

"Member" means a member of the Association.

"Month" means calendar month.

"Ordinance" means the Companies Ordinance, Chapter 32 of the Laws of Hong Kong.

"President" means the President of the Association for the time being.

"Seal" means the common seal of the Association.

"Season" means the period between the conclusion of one Annual General Meeting and the conclusion of the Annual General Meeting next following.

"Secretary-General" means the Secretary-General of the Association for the time being who shall be deemed to be a "secretary" of the Association for the purpose of Section 154 of the Ordinance.

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

"Treasurer" means the Treasurer of the Association for the time being.

"Vice-President" means the Vice-Presidents of the Association for the time being.

"Voting Member" means a voting member of the Association.

"in writing" and "written" include printing, lithograph, type, telex, facsimile, electronic mail, photography, posting of a document or information on the Association's website and all other modes of representing and reproducing words in a visible and non-transitory form.

In these Articles, the masculine gender shall include the feminine and neuter gender and vice versa.

Wherever any provision of these Articles requires that a meeting of the



Association, its Executive Council or Members be held, the requirement may be satisfied by the meeting being held by such electronic means and in such manner as may be agreed by the Members in General Meeting or as otherwise permitted by these Articles.

#### MEMBERSHIP

5. (a) Any club or association registered in Hong Kong which plays softball is eligible to become an Ordinary Club Member of the Association on payment of an annual subscription of one hundred Hong Kong Dollars in respect of each Financial year.
- (b) Any individual person who possess a Hong Kong Identity Card for a continuous period of three years or more is eligible to become an Ordinary Individual Member of the Association on payment of an annual subscription of fifty Hong Kong Dollars in respect of each Financial year.
- (c) Any individual person who does not possess a Hong Kong Identity Card or does not possess a Hong Kong Identity Card for a continuous period of three years or more is eligible to become a Visiting Member of the Association on payment of an annual subscription of fifty Hong Kong Dollars in respect of each Financial year provided they are temporarily visiting Hong Kong.
- (d) Any Ordinary Club Member who has been an Ordinary Club Member of the Association for a continuous period of five years or over is eligible to become a Special Club Member of the Association on payment of an annual subscription of one hundred Hong Kong Dollars in respect of each Financial year.
- (e) Any Ordinary Individual Member who has been an Ordinary Individual Member of the Association for a continuous period of five years or over is eligible to become a Special Individual Member of the Association on payment of an annual subscription of fifty Hong Kong Dollars in respect of each Financial year.
- (f) Any individual person under the age of sixteen is eligible to become a Junior Member of the Association on payment of an annual subscription of ten Hong Kong Dollars in respect of each Financial year.

6. The Secretary General shall keep a Register of all Members in which will be recorded such particulars as the Executive Council may from time to time prescribe. No name or designation shall be entered in the Register save on the authority of the Executive Council nor shall any name be removed from the Register except under the provision of these Articles.
7. No club, association or individual shall be admitted to membership of the Association unless:-
  - (a) he is eligible for membership in accordance with Article 5 of the Association herein; and
  - (b) he has executed and sent to the Secretary General an application for admission framed in such terms as the Executive Council may from time to time prescribe; and
  - (c) he has supplied to the Executive Council such further information and particulars as the Executive Council may require; and
  - (d) his application has been approved by the Executive Council.
8. The approval of the Executive Council as to admission to membership of the Association shall be final and conclusive, and the Executive Council shall be entitled in its absolute discretion to refuse to admit to membership any applicant without giving any reason for such refusal.
9. Members shall furnish the Secretary General with an address and an electronic mail address to which notices and letters may be sent and notify the Secretary General of any change thereof. All notices and letters sent by post, electronic mail or otherwise to such postal address and/or electronic mail address (in default of change of address) shall be considered as duly received by the Member.
10. A Member shall immediately cease to be a member upon the happening of any one of the following events, namely:-
  - (a) if he shall resign by not less than three months' notice in writing to the

Executive Council;

- (b) if he shall cease to be eligible for membership in accordance with Article 5 of the Association hereof;
- (c) if a Member, being a corporation, shall go into liquidation or have a receiver or a manager or a receiver and manager appointed of its undertaking and assets or any part thereof;
- (d) if a Member, being an individual, is adjudicated a bankrupt or who compounds with his creditors under the provisions of any act or ordinance relating to bankruptcy or who shall be imprisoned for a criminal offence, or who, in the opinion of the Executive Council, shall have left Hong Kong to escape trial, or shall be dismissed from the public service with disgrace;
- (e) if he shall not pay, within two months after the Association shall have served him with notice in writing requiring payment thereof, any monies due to the Association, the Executive Council shall resolve that his membership be terminated but his membership shall be automatically re-instated upon settlement of all money due to the Association, provided that any such money due is not owed for a period exceeding two years. In the event that any such money due is outstanding for a period exceeding two years, re-instatement of membership will be subject to payment of all arrears and submission of a fresh membership application;
- (f) if he shall fail to perform any obligation other than the payment of money binding upon him under these presents for one month after notice in writing requiring him to do the same shall have been served upon him by the Association;
- (g) if in the opinion of the Executive Council his conduct shall be calculated in any respect to be prejudicial to the interests of the Association or of its Members collectively thereof and he shall fail to remedy such conduct to the satisfaction of the Executive Council within one month after such notice in writing requiring him to do the same shall have been served upon him by the Association and also if and when the Executive Council shall resolve that his membership shall be terminated.

- 11. Any Member aggrieved by the termination of his membership under this Articles of Association may on written requisition to the Executive Council to convene a General Meeting for the purpose of reviewing the decision of the Executive Council provided that the requisition shall be signed by Member representing not less than one tenth of the voting rights of all Members of the Association within 14 days following the written notification of the decision of the Executive Council under Article 10 hereof terminating his membership has been served upon him. The procedure for such appeal shall be set down by the General Meeting.
- 12. Any member who for any cause whatsoever shall cease to be a Member shall not be repaid any part of the entrance fee or of any annual subscription or of any special subscription paid by such Member to the Association unless the Executive Council in its absolute discretion shall otherwise determine, but such Member, notwithstanding that he has ceased to be a Member, shall remain liable for and shall pay to the Association all monies which at the time when he ceased to be a Member were due from it to the Association under any of the provisions of these Articles of Association and shall remain liable for any sum which may become payable by him by virtue of any of his liability under these Articles of Association.
- 13. Any member who for any cause whatsoever shall cease to be a member shall immediately discontinue the use of any facilities of the Association and shall not be allowed to enter any premises of the Association nor use any other document containing any indication of membership of the Association and shall forthwith return to the Secretary General the same and any other property of the Association then in his possession.
- 14. The Executive Council may re-admit, under any such conditions as it may prescribe, to membership a club, association or individual which has ceased to be or resigned as a Member of the Association.

#### FEES AND SUBSCRIPTIONS

- 15. The rate of entrance fees and annual subscription payable by Members to the Association may be determined by the Executive Council from time to time subject to any ordinary resolutions to the contrary passed by Members in General

Meeting. Provided that annual subscriptions are duly paid, membership will be renewed each year and continuity of membership will not be subject to fresh applications being submitted every year.

16. Fees already paid or donations made by Members who have ceased to be or resigned as Members of the Association shall not be refundable.
17. Annual subscriptions shall be due to the Association and payable on the first day of January or such other day in each year as determined by the Executive Council. Members who have joined the Association at any time in between a Financial Year shall nevertheless pay the annual subscriptions without any reduction.
18. The rights and privileges of a Member shall be personal to himself and shall not be transferable by his own act or operation of law.

#### VOTES OF MEMBERS

19. An Ordinary Club Member and Ordinary Individual Member shall be entitled to one vote on any motion or matter to be voted upon by the Members in general meeting.
20. A Special Club Member and Special Individual Member shall be entitled to one vote on any motion or matter to be voted upon by the Members in general meeting.
21. No member shall be entitled to vote at any meetings unless all moneys presently payable by the Member to the Association have been paid.
22. A Member who is entitled to vote under Articles 19 or 20 is herein called "a Voting Member". A Member who is not so entitled to vote is herein called "a Non-Voting Member".
23. A Proxy may be appointed generally or for a specified period or for a specified meeting. The instrument of Proxy whether for a specified meeting or otherwise shall as far as the circumstances will admit be in the form or to the effect following:-

#### Hong Kong Softball Association (香港壘球總會)

I/We, \_\_\_\_\_ of \_\_\_\_\_ being an Ordinary/Special Club/Individual Member of the abovenamed Association hereby appoint \_\_\_\_\_ of \_\_\_\_\_ as my Proxy, to vote for me/us and on my/our behalf at the General Meeting of the Association for \_\_\_\_\_ month from the date hereof or at the General Meeting of the Association to be held on the \_\_\_\_\_ day of \_\_\_\_\_ and at any adjournment thereof.

As witness my hand the \_\_\_\_\_ day of \_\_\_\_\_  
SIGNED by the said \_\_\_\_\_ )  
\_\_\_\_\_)  
in the presence of \_\_\_\_\_ )

24. The instrument appointing a proxy shall be deposited with the Secretary General not less than 72 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll, not less than 48 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be valid. An instrument of proxy shall not in any event be valid after the expiration of twelve months from the date of its execution.

#### THE EXECUTIVE COUNCIL

25. The Association shall have an Executive Council consist of four Members of the Association in addition to the following:-
  - (a) The President;
  - (b) Three Vice-Presidents;
  - (c) The Secretary General;
  - (d) The Treasurer;
  - (e) The Commissioner, league affairs;
  - (f) The Commissioner, general affairs.

The members of the Executive Council shall be elected among Members at the Annual General Meeting of the Association.

26. No Member of the Association who has not attained the age of 21 years shall be

eligible to be elected as a member of the Executive Council.

27. No Visiting Member of the Association shall be eligible to be elected as a member of the Executive Council.
28. An Executive Council Member shall hold office for one year and shall be eligible for re-election but no Member shall be elected Executive Council Member of the Association for a consecutive period of more than five years.
29. (a) A Voting Member shall be entitled to nominate in writing not more than twelve candidates for the office of the Executive Council provided that such nomination must reach the Association seven days prior to the Annual General meeting.  
  
(b) Any candidate for any office of the Executive Council shall not be elected without his consent. A nomination form prescribed by and obtainable from the Association must be signed by a Member and the candidates nominated.
30. The business of the Association shall be managed by the Executive Council who 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 any regulations, not being inconsistent with the aforesaid regulations or 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 Executive Council which would have been valid if that regulation had not been made.
31. The President shall act as the representative of the Association in all its external and internal matters and affairs and shall carry into effect the same and all resolutions duly passed by the Association or its Executive Council.
32. The Vice-Presidents shall assist the President in the dispatch of all matters and affairs of the Association and shall in the absence of the President act on his behalf.
33. The Treasurer shall direct the collection of the subscriptions and the preparation of the accounts of expenditure of the funds and present all the accounts of expenditure of the Association to the Executive Council for inspection and

approval. He shall also compile the monthly and annual statements of accounts which shall be submitted to the Auditor for audit and which shall be presented to the General Meeting for adoption.

34. (a) The Secretary General shall under the direction of the Executive Council to conduct the secretarial work and ordinary business of the Association in accordance with the Memorandum and Articles of Association.  
  
(b) He shall be required to compile the agenda and keep an accurate record of the proceedings of the Association and the Executive Council.  
  
(c) He shall keep the register of members of the Association.  
  
(d) He shall conduct the correspondence of the Association.  
  
(e) He shall give notice of all meetings of the Executive Council and General Meetings of the Association.
35. The Executive Council shall have power at any time and from time to time appoint such Special Committee(s) or Sub-Committee(s) consisting of such members as they deem fit to deal with special matters and may determine the powers, functions and duties of any such Special Committee or Sub-Committee.
36. The Executive Council shall have power in the name of the Association to hold any functions for the entertainment of any person or persons irrespective of whether such person or persons are Members of the Association and shall have the right to reserve at any time during the day or at night, and either the whole or any portion of any facilities or other premises of the Association for the purpose of such entertainment. All members shall be entitled to participate but they shall pay the amount fixed by the Executive Council as admission fee.
37. The Executive Council may subject to these Articles from time to time make, add to, alter and repeal By-Laws for the regulations of the Association, its officers and servants or the members and visitors thereof and as to the use and enjoyment of any facilities or other premises of the Association or any part thereof subject always to the right of the Members at General Meeting to set aside the same. Any such regulations or the alteration, addition or repeal thereof shall be posted in the principal club house, registered office or website of the Association for one week

and shall be entered into a book to be kept for the purpose and such book shall be open to the inspection of all members and visitors.

38. The Executive Council shall appoint or dismiss such staff and servants as may be necessary to carry out the matters and affairs of the Association and fix the amount of their remuneration. They shall under the instruction of the Executive Council do and perform all such duties as shall be required and shall also assist the Executive Council in the management of matters and affairs thereof.
39. The Executive Council shall have power at any time to invite any person to be The Patrons of the Association and shall have power to invite him to participate in any of the meetings of the Association and of the Executive Council but without the power of voting.
40. The Executive Council shall have power at any time to invite any person to be honorary advisor of the Association and shall have power to invite them to participate in any of the meetings of the Executive Council but without the power of voting.
41. The Executive Council shall cause minutes to be made in books provided for that purpose:-
  - (a) Of all appointments of Committees made by the Executive Council;
  - (b) Of the names of the members present at each meeting of the Executive Council and Committees;
  - (c) Of all resolutions and proceedings at all meetings of the Association, and of the Executive Council or Committees and every Executive Council Member or Committee Member at any meeting of the Executive Council or Committee shall sign his name in a book to be kept for that purpose.
42. (a) The Executive Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit and shall adopt standing orders for the proceedings of the Executive Council and directives to members of the Executive Council. Each member of the Executive Council shall have one vote and questions arising at any meeting shall be determined by a majority of votes, provided that an Executive

Council Member shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted. In the case of an equality of votes the Chairman of the meeting shall have a second or casting vote.

- (b) The Executive Council shall meet as often as the business of the Association may require but not less than once in a quarter of a year. The President or any five members of the Executive Council may, and the Secretary General on the request of the President or any five members of the Executive Council shall, at any time summon a meeting of the Executive Council and five day's previous notice of the meeting together with agenda shall be given. Anything of important and emergent nature not specified in the agenda shall not be discussed unless decided by three quarters majority of the meeting.
  - (c) A meeting of the Executive Council or of a Special Committee or a Sub-Committee thereof may consist of a conference between the members thereof who are not all in one place, but of whom each is able (directly or by telephonic or other electronic communication) to speak to each of the others, and to be heard by each of the others simultaneously. Such participation shall be deemed to constitute presence in person at such meeting for all purposes including that of establishing quorum. Such a meeting shall be deemed to take place where the largest group of those participating in the conference is assembled, or, if there is no such group, where the Chairman of the meeting then is.
43. The quorum necessary for the transaction of the business of the Executive Council shall be five members of the Executive Council present at the time when the meetings proceed to business and continue to be present until the conclusion of the meetings.
  44. The President shall preside at every meeting of the Executive Council. In the absence of the President, one of the Vice-Presidents shall preside. If none of them be present within 15 minutes from the time appointed for the meeting, the members of the Executive Council present shall choose some one of their member as Chairman of such meeting.
  45. A meeting of the Executive Council at which a quorum is present shall be

competent to exercise all or any of the authorities, powers and discretions by or under the regulations of the Association for the time being vested in or exercisable by the Executive Council generally.

46. If at any meeting of the Executive Council a quorum is not present within half an hour from the time appointed, another meeting shall be convened on the same day in the next week, at the same time and place, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members of the Executive Council present shall be a quorum.
47. All acts done by any meeting of the Executive Council, or by a Committee appointed by the Executive Council, shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such members of the Executive Council or persons acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Executive Council.
48. Resolutions and decisions of the Executive Council shall be binding unless and until they are rescinded or varied by the vote of two-thirds majority of Executive Council members present and voting in a subsequent Executive Council meeting, with the proposed rescission or variation expressly placed on the agenda.
49. The office of any Executive Council Member shall be vacated, if he
  - (a) is unable to carry out his duties through any cause whatsoever; or
  - (b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - (c) is found lunatic or becomes of unsound mind; or
  - (d) resigns his office by notice in writing to the Association given in accordance with section 157D(3)(a) of the Ordinance; or
  - (e) ceases to be a Member of the Association or
  - (f) holds a salaried office or any office of profit under the Association, except that any Executive Council Member who is permitted to be remunerated for

his / her service rendered to the Association under Clause 4(e)(iv) of the Memorandum of Association shall not be required to vacate his / her office under this article; or

- (g) becomes prohibited from being a Executive Council Member or a director by reason of any disqualification order made under Part IVA of the Ordinance or any other law; or
- (h) is directly or indirectly interested in any contract (being a contract of significance in relation to the Association's affairs) with the Association and, if his interest in the contract is material, fails to declare the nature of his interest in the manner required by section 162 of the Ordinance.

An Executive Council Member shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.

50. If the office of any Executive Council Member shall be vacated by reason of Article 49 of the Articles of Association above, the remaining members of Executive Council shall appoint a successor for the unexpired term of the vacated Executive Council Member.
51. The Executive Council may from time to time appoint a Member to fill a casual vacancy in the Executive Council. Any Executive Council Member so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election.

#### ANNUAL GENERAL MEETINGS

52. A General Meeting to be called the Annual General Meeting shall be held once in each Financial year at such time and place as the Executive Council shall determine provided that an Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.
53. Notice in writing of such General Meeting shall be given to all members not less than 21 days before the day the meeting is due to take place and such notice shall include details of any resolution to be put to Members.

54. The quorum of the Annual General Meeting shall consist of not less than fifty Members present at the time when the meetings proceed to business and continue to be present until the conclusion of the meetings.

55. The business of the Annual General Meeting shall include:

- (a) adoption of the minutes for the previous meeting;
- (b) report of the President for the year;
- (c) presentation and adoption of the accounts for the year;
- (d) appointment of Auditors for the ensuing year;
- (e) election of members of the Executive Council;
- (f) such other matters :
  - (i) as the Executive Council shall determine;
  - (ii) of which due notice has been given to the Executive Council; and
  - (iii) as may be brought forward by the Executive Council or any Member with the consent of the meeting.

#### EXTRAORDINARY GENERAL MEETING

56. The Executive Council may convene an Extraordinary General Meeting whenever it thinks fit. The Executive Council shall also upon a requisition in writing signed by Members representing not less than one tenth of the total voting rights of all Members convene an Extraordinary General Meeting and shall take steps to this end within twenty-eight (28) days of the Secretary General receiving the requisition. The requisition shall clearly set out the objective of the proposed meeting. If the Executive Council fails to take the necessary action within the prescribed time, any Members representing not less than one tenth of the total voting rights of all Members may themselves convene a meeting and for this purpose shall have access to such records of the Association as will enable

them to convene the meeting.

57. The business of all Extraordinary General Meeting shall be strictly confined to the matters set out in the notice of the meetings.

58. The quorum of the Meeting shall be the same as that of the Annual General Meeting.

#### NOTICE OF GENERAL MEETINGS

59. The Executive Council shall not less than 14 clear days before a General Meeting other than the Annual General Meeting or a meeting for the passing of a special resolution send to Members a notice which shall include :-

- (a) the Agenda for the meeting;
- (b) the place, date and time of the meeting;
- (c) full details of any special resolutions;
- (d) voting and proxy form for the Purpose of the meeting.

in the case of an Annual General Meeting or a meeting for the passing of a special resolution, such notice shall be given no less than 21 clear days before that meeting.

60. The non-receipt of such notice by any Member or the accidental omission to give notice to any Member shall not invalidate the proceedings of the meeting.

#### TRANSACTION OF BUSINESS AT A GENERAL MEETING

61. No business shall be transacted at any General Meeting unless a quorum is present when the meetings proceed to business and continue to be present until the conclusion of the meetings.

62. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present at the meeting, it shall stand adjourned to the same day in the next month at the same time and place or at such other place as the Executive Council may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding

the meeting the Members present shall be a quorum.

63. The President of the Executive Council shall preside as Chairman at every General Meeting but if he is not present within fifteen minutes after the time appointed for the holding of the same, those Members present may choose some other Executive Council member as Chairman, or if no such member be present or if none of the Executive Council members present agrees to take the chair, they shall choose one Member from amongst themselves who shall preside.
64. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded by the President of the meeting or any Member present at the meeting. All ordinary resolutions shall be passed by a simple majority and all special resolutions shall be passed by 3/4 majority. A declaration by the Chairman of the meeting that a resolution had been carried or carried unanimously or by a particular majority and an entry to that effect in the minute book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. A demand for a poll may be withdrawn.
65. If a poll be demanded in the manner aforesaid, it shall be taken at such time and place and in such manner as the Chairman of the meeting shall direct and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
66. In the case of an equality of votes the Chairman of the meeting shall be entitled to a second or casting vote.

#### ACCOUNTS

67. The Executive Council shall cause proper books of account to be kept with respect to all sums of money received and expended by the Association and all matters in respect of which receipts and expenditures take place and which have a bearing on the assets and liabilities of the Association. Proper books of account shall not be deemed to be kept if there are not kept such books as are necessary to give a true and fair view of the state of the Association affairs and to explain

its transactions.

68. True accounts shall be kept of the sums of money received and expended by the Association, and the matters in respect of which such receipts 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 in force, 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 sheet ascertained by one or more properly qualified Auditor or Auditors.
69. (a) 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 Council shall think fit, and shall be open to the inspection of the Executive Council Members.  
  
(b) The Executive Council shall from time to time, in accordance with the requirements 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 required by the Ordinance.  
  
(c) 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 a General Meeting, together with a copy of the Report of the Executive Council and a copy of the Auditors' report, shall be sent to every member of the Association not less than twenty-one days before the date of that 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.
70. The annual accounts of the Association as laid before Members in accordance with Article 69 of the Articles of Association shall be audited by qualified persons appointed for the purpose at the preceding Annual General Meeting, and their report shall accompany the accounts. It shall be the duty of the Auditors to state whether in their opinion the annual accounts have been properly prepared and whether they give a true and fair view of the state of the Association's financial affairs as at the end of its Financial Year and of the income and



expenditure for the Financial Year.

71. An annual budget is to be submitted at a General Meeting to be held at the beginning of each Financial year.
72. Funds of the Association in excess of HK\$5,000 shall be deposited with a bank designated by the Executive Council. Valid cheques of the Association shall be signed jointly by any two of following:-
  - (a) the President,
  - (b) the Vice Presidents,
  - (c) the Treasurer.

Apart from recurrent expenditure, monthly extraordinary expenses totalling not more than HK\$10,000 may be authorized by the President of the Executive Council, but if the sum exceeds HK\$10,000, approval from the Executive Council shall be obtained before the money may be used. The Executive Council may by resolution vary these limits from time to time.

#### AUDITORS

73. Auditors shall be appointed at the Annual General Meeting.
74. Auditors shall retire at the Annual General Meeting following their appointment but shall be eligible for re-appointment.
75. In the event of an auditor being or becoming unable to act the Executive Council may appoint another auditor to act in his place.
76. A member of the Executive Council shall not be eligible for appointment as an auditor.
77. The Auditors shall have the right of access at all times to the books of account and all relevant documents of the Association and shall be entitled to require from the Executive Council and Officers of the Association such information and explanations as may be necessary for the performance of their duties as Auditors.
78. As required by the Articles of Association and as the Executive Council may

direct, the Auditors shall make a report to the Executive Council on other records which the Association is required to keep by law or by its Articles of Association and in connection with every balance sheet so prepared the report shall state:-

- (a) whether or not they have obtained all the information and explanation they require;
- (b) whether in their opinion the balance sheet referred to in the report is properly drawn up so as to exhibit a true and fair view of the state of the Association's affairs according to the best of their information and the explanations given to them as shown in the books of the Association; and
- (c) whether in their opinion the records which the Association is required to keep by law or by its Articles of Association have been properly kept.

#### NOTICES

79. A notice to be given under this Memorandum and Articles of Association may be served personally or by telex, cable, facsimile or other electronic means, or by dispatch through the post in a prepaid letter addressed to the Member concerned at its address as entered in the Register or at its last known address.
80. A notice if served by post shall be deemed to have been served at the time when the envelope or wrapper containing it would be delivered in the ordinary course of post and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed, prepaid and posted in the normal manner.
81. A notice if served by telex, cable, facsimile or other electronic means shall be deemed to have been served at the time when the same would be received in the ordinary course of events.

#### SEAL OF THE ASSOCIATION

82. The Common Seal of the Association shall be in the custody of the Executive Council.

83. The seal shall not be affixed to any instrument except by the authority of a resolution of the Executive Council and in the presence of the President of the Executive Council and the Secretary General or such other persons as the Executive Council may from time to time appoint for that purpose.
84. The President of the Executive Council and the Secretary General or other persons appointed under Articles 83 shall sign every instrument to which the seal is so affixed in their presence.

#### BY-LAWS

85. The Executive Council shall have power to make By-Laws for the following purposes, or any of them :-
- (a) regulating the conduct of softball leagues in Hong Kong and of any other competitions or matches organised by the Association.
  - (b) regulating the selection of representative Hong Kong softball teams and teams in games organised by the Association.
  - (c) adapting or modifying the laws of softball in their application to Hong Kong.
  - (d) regulating the procedure at Executive Council and Committee meetings.
  - (e) generally for the carrying on of the business of the Association.
86. The Members shall have the right at General Meeting to set aside any By-Laws made by the Executive Council pursuant to Article 85.
87. Subject to section 165 of the Ordinance, every Executive Council Member, Auditor and other 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

SOLOMON SAUL  
12, Macdonnell Road,  
Apt 3, Hong Kong,  
Merchant.

YOONUS TIPE  
,"La Salle Court",  
204, Nga Tsin Wai Road,  
3rd Floor, Kowloon,  
Civil Servant.

O. A. VAS  
31, Conduit Road,  
C-1, 8th Floor,  
Hong Kong,  
Sales Supervisor.

DA VID JOHN LEONARD  
37, Ashley Road,  
Ground Floor,  
Kowloon,  
Chief Time Keeper.

Names, Addresses and Description of Subscribers

SHERRY BUCKS  
21, Cheung Hong Street,  
Fung Wah Mansion, 14th Floor,  
North Point,  
Chief Clerk.

ANN TIU  
362, Ma Tau Wei Road,  
2nd Floor,  
Kowloon,  
Receptionist.

SHEILA Lal  
108E, Boundary Street,  
First Floor,  
Kowloon,  
Headmistress.

Dated the 2nd day of April 1970.

WITNESS to the above signatures:

PETER H. DAVIES  
Solicitor,  
HONG KONG.