

Company No. 0139790

NEW

ARTICLES OF ASSOCIATION

(As adopted by Special Resolutions passed on 18 December 2015 under Chapter 622)

OF

THE HONG KONG TENNIS ASSOCIATION LIMITED

香港網球總會有限公司

(Company Limited by Guarantee in Hong Kong)

Incorporated the 31st day of July, 1984

Re-printed in 2016

THE COMPANIES ORDINANCE
(CHAPTER 622)

SPECIAL RESOLUTIONS
OF
THE HONG KONG TENNIS ASSOCIATION LIMITED
Passed on the 18th day of December, 2015

At an Extraordinary General Meeting of The Hong Kong Tennis Association Limited ("HKTA") duly convened and held on 18 December 2015 in the Meeting Room No. 4-7, 1/F, Olympic House, 1 Stadium Path, So Kon Po, Causeway Bay, the following two Special Resolutions as Special Resolution A and Special Resolution B were duly passed respectively :-

Special Resolution A

"**THAT** the existing Articles of Association of HKTA (inclusive of all relevant provisions originally contained in the Memorandum of Association of HKTA which came to be regarded as provisions embodied in the Articles of Association of HKTA under the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) upon the commencement thereof) be replaced and substituted in entirety by a new set of Articles of Association ("**New Articles of Association**"), in the form of a printed document marked "A" submitted to this Meeting and for the purpose of identification signed by the Chairman thereof."

Special Resolution B

Subject to the passing of Special Resolution A, the New Articles of Association shall be further amended as follows:

(1) Insertion of New Article 20

"20 The Council may terminate or suspend the membership of any Member Club, or impose any other sanction it determines to be appropriate, in connection with any breach of the Rules of the Association."

(2) Insertion of New Article 32

"32 At any General Meeting a resolution put to the vote of the meeting, including the election of the Officers and Members of the Council, shall be decided on a show of hands unless a poll is demanded in accordance with these Articles, and a declaration by the Chairman that a resolution has, on a show of hands, or in such manner as decided upon by the Chairman, been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book of the proceedings 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.”

(3) *Insertion of New Article 37*

“37 Any abstention from voting at a General Meeting does not count as a vote, which means that the vote will not be counted in the calculation of votes for or against the resolution.”

(4) *Insertion of New Article 38*

“38 (a) No objection may be raised to the qualification of any person voting at a General Meeting except at the General Meeting or adjourned General Meeting at which the vote objected to is tendered, and every vote not disallowed at the General Meeting is valid.

(b) Any such objection must be referred to the Chairman of the General Meeting whose decision is final.”

(5) *Insertion of New Article 51*

“51 Any Councillor or any member of any Committees may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Article shall constitute presence in person at such meeting.”

(6) *Insertion of New Article 52*

“52 A resolution in writing signed by all the Councillors except such as are absent from Hong Kong or temporarily unable to act through ill-health or disability shall (so long as they constitute a quorum) be as valid and effectual as if it had been passed at a meeting of the Council duly convened and held. Any such resolution in writing may consist of several documents in like form each signed by one or more of the Councillors.”

and the numberings and references to article numbers in the New Articles of Association shall be amended correspondingly, that the New Articles of Association be replaced and substituted in entirety a new set of further amended Articles of Association (“**Further Amended Articles of Association**”) in the form of a printed document marked “B” submitted to this Meeting and for the purpose of identification signed by the Chairman thereof.

(Sd.) Chairman

THE COMPANIES ORDINANCE (Chapter 622)

Company Limited by Guarantee

ARTICLES OF ASSOCIATION

(These new Articles of Association were adopted by a Special Resolution passed on 18 December 2015)

OF

THE HONG KONG TENNIS ASSOCIATION LIMITED

香港網球總會有限公司

Introduction

1. The regulations in Schedule 3 (Model Articles for Companies Limited by Guarantee) to the Companies (Model Articles) Notice (L.N. 77 of 2013) shall not apply to the Association.
2. The name of the Association is "THE HONG KONG TENNIS ASSOCIATION LIMITED 香港網球總會有限公司".
3. The registered office of the Association shall be situated in Hong Kong.
4. The liability of the members of the Association is limited.
5. Every Member Club of the Association undertakes to contribute to the assets of the Association in the event of its being wound up while it is a member, or within one year afterwards, for payment of the debts and liabilities of the Association contracted before it ceases to be a member, and 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 \$1,000.00.
6. If upon the winding up or dissolution of the Association there remains, after 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 Article 7 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and in default thereof by such judge of the High Court of Hong Kong as may have or acquire

jurisdiction in the matter, and if and so far as effect cannot be given to such provision, then to some charitable object.

7. The income and property of the Association, whencesoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in Article 11 and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the members of the Association. Provided that nothing herein shall prevent the payment in good faith of remuneration to any officer or servant or service-provider of the Association, or to any member of the Association, in return for any services actually rendered to the Association.

Interpretation

8. In the interpretation of these articles:—

- (a) "Annual General Meeting" means the yearly general meeting of the Association and also includes the first general meeting of the Association.
- (b) "Annual Subscription" means the fees payable to the Association for membership and shall be in accordance with a scale as the Council may from time to time determine.
- (c) "Articles" means these articles of association, as adopted, or as from time to time altered.
- (d) "Associate Club" means a club which has been admitted to membership of the Association in accordance with sub-clause (b) in Article 13.
- (e) "Association" means "THE HONG KONG TENNIS ASSOCIATION LIMITED 香港網球總會有限公司".
- (f) "Auditor" means the auditor for the time being of the Association.
- (g) "Chairman" means the chairman at a General Meeting of the Association.
- (h) "Council" means the Council of the Association for the time being as constituted in accordance with these Articles and Rules.
- (i) "Councillors" means the Officers of the Association and Members of the Council, who shall be the "directors" of the Association within the meaning of the Ordinance.
- (j) "General Meeting" means a general meeting of the Association whether annual or not.
- (k) "Immediate Past President" means the last person who has just retired or resigned from being the President and has not been re-elected.
- (l) "Individual Member" means a person who is over 18 years of age and who has paid an Annual Subscription to the Association.

- (m) "Junior Individual Member" means a person who is under 18 years of age and who has paid the Annual Subscription to the Association.
 - (n) "League" means all leagues or divisions so designated by The Hong Kong Tennis Association.
 - (o) "Member Club" means a club which has been admitted to membership of the Association in accordance with sub-clause (a) in Article 13.
 - (p) "Members of the Council" means the fifteen persons (other than the President, the Immediate Past President, the Honorary Secretary and the Honorary Treasurer of the Association) who serve in the Council, as described in Article 40(b).
 - (q) "Month" means calendar month.
 - (r) "Officers of the Association" means the President, the Immediate Past President, three Vice Presidents, the Honorary Secretary and the Honorary Treasurer of the Council.
 - (s) "Ordinance" means the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).
 - (t) "Registered Address" means the registered address for the time being of the Association.
 - (u) "Rules" means the existing Rules, Regulations, By-Laws and Standing Orders of the Association together with such amendments as may from time to time be made or adopted by the Council.
 - (v) "Seal" means the seal of the Association.
 - (w) "Special Resolution" shall have the meanings assigned thereto by the Ordinance.
 - (x) "Term" means the period between one Annual General Meeting and the next following Annual General Meeting.
 - (y) "Writing" has the same meaning as that contained in Interpretation and General Clauses Ordinance (Chapter 1 of the Laws of Hong Kong).
9. (a) Unless the context otherwise requires, expressions defined in the Ordinance or any statutory modification thereof in force at the date at which these regulations become binding on the Association shall have the meaning so defined.
- (b) References in these Articles to any statutory provision shall be construed as including references to:
- (i) any statutory modification or re-enactment thereof;
 - (ii) all subsidiary legislation, regulations or orders made pursuant thereto; and

- (iii) any statutory provisions of which such statutory provisions is a re-enactment or modification.
 - (c) Unless inconsistent with the subject or context, words importing the singular number shall include the plural number and vice versa, words importing the masculine gender shall include the feminine gender and words importing persons shall include corporations and bodies of persons.
 - (d) The headings are inserted for convenience only and shall not affect the construction of these Articles.
10. The Association for the purposes of registration is declared to consist of all the Member Clubs, Associate Clubs, all the Individual Members and Junior Individual Members.

Objects

11. The objects for which the Association is established are :-
- (a) To acquire and undertake the properties 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 Tennis Association.
 - (b) To set and maintain the standards of the game of tennis in Hong Kong to an international level and to nurture talented local players in Hong Kong to compete in regional and international tournaments.
 - (c) To raise the standard of tennis in Hong Kong by organizing local, regional and international competitions.
 - (d) To promote the game of tennis in every way in which the Association or the Council of the Association shall think proper (including but not limited to promoting the game of tennis in Hong Kong to all through the Association and collaborations with other tennis and government bodies), and to take all such steps as shall be deemed necessary or advisable for preventing infringements of the Rules and laws of the game, or other improper methods or practices in such game and for protecting it from abuse.
 - (e) To provide professional instruction, tennis facilities and resources to talented local tennis players in Hong Kong in such manner as the Association or the Council of the Association shall think proper.
 - (f) To apply for or acquire membership of the Association of Tennis Professionals (ATP), the Women's Tennis Association (WTA), the International Tennis Federation (ITF) and such other bodies as the Association may from time to time determine in order to promote, organize, manage and hold professional prize money tennis tournaments or events in Hong Kong and to raise the required funds from the Government of Hong Kong Special Administrative Region and other sponsors and to apply any surpluses which may accrue therefrom for the future promotion and development of tennis in Hong Kong.

- (g) To make, adopt, vary and publish rules, regulations, by-laws and conditions for the regulation of the said game or otherwise, and to take all such steps as shall be deemed necessary or advisable by the Association or the Council for enforcing such rules, regulations, by-laws and conditions.
- (h) To maintain, continue or provide for the affiliation for promoting or playing tennis, and to maintain a register of clubs and tennis players.
- (i) To take over and continue with such variations as from time to time may be decided either by the Association or the Council, all the rules, registers, books, accounts and other documents of the Association.
- (j) To promote, provide for, regulate and manage in all or any of the required details or arrangements, including any arrangements for the benefit of clubs, tennis competitions, contests and matches, interport, international or otherwise, and in Hong Kong or elsewhere, and to do or provide for all or any such matters any things as may be considered necessary for or ancillary to the comfort, conduct, conveyance, convenience or benefit of players and of the public, or of any other persons concerned or engaged in such competitions, contests or matches.
- (k) To accept, take over, or otherwise acquire all such cups, shields, and other prizes as may be approved by the Council, and to provide for the proper custody, insurance, protection, exhibition, awarding, distribution or loan of or other dealing with all or any such cups, shields, or prizes as aforesaid.
- (l) To provide for, make, and vary all such rules, regulations and by-laws as to amateur and professional players as the Association or the Council shall from time to time determine.
- (m) To provide rules, regulations and by-laws, or otherwise, for deciding and settling all differences that may arise between clubs, or any persons who are members of or alleged to be members of or are employed or engaged by any such associations or clubs, or any other persons in reference to due compliance with the laws of the game, or the rules, regulations or by-laws of the Association, or in reference to contracts, or to any other matter of dispute or difference arising between such associations, clubs or persons, or any of them, and whether this Association is concerned in such dispute or difference or not, and to make such provisions for enforcing any award or decision as the Council shall deem proper.
- (n) To co-operate with or assist any tennis association or club in any way which the Council shall think proper, and to enter into or adopt any agreement or arrangement with such association or club.
- (o) To subscribe for and become a member of the International Tennis Federation and to co-operate with the said Federation in all matters relating to the game of tennis or the rules or regulations affecting the same.

- (p) To adopt and carry out all such rules and regulations, by-laws, agreements and arrangements of the Association, and to comply with the same unless and until the same shall have been duly varied in accordance with the terms thereof, or with the regulations for the time being of the Association.
- (q) To diffuse among its members information on all matters affecting the game of tennis and to print, publish, issue and circulate such papers, periodicals, books, circulars and other literary undertakings as may seem conducive to any of these objects.
- (r) To improve and elevate the technical knowledge of persons engaged as, or about to be engaged as coaches and/or umpires and linesmen of the game of tennis, and with a view thereto to provide for the delivery of lectures and the holding of classes and to test by examination or otherwise the competence of such persons and to award certificates.
- (s) To arrange and promote the use of contracts and agreements for the engagement or employment of professional players and other documents used in connection therewith.
- (t) To establish and maintain libraries and also reading rooms and a reference library and to furnish the same respectively with books, reviews, magazines and other publications relating to the game of tennis.
- (u) To provide tennis courts and training places for tennis and to give or cause to be given and provide for instructions in respect thereof.
- (v) To subscribe for, become a member of and co-operate with any other association whether incorporated or not, whose objects are altogether or in part similar to those of this Association.
- (w) To purchase or otherwise acquire any property movable or immovable or any interest in the same respectively which shall be considered for the benefit of the Association, or calculated to promote or assist in the promotion of any of the objects of the Association.
- (x) To acquire, lay out, improve, hold, use or turn to account in any way tennis courts or other athletic grounds, with all such pavilions, buildings, erections and easements, and with all necessary fittings and accessories as the Council shall deem advisable.
- (y) To improve, develop, manage, mortgage, let or sell any property movable or immovable of the Association, and to turn the same to profit and advantage in any way that the Council may deem advisable.
- (z) To buy, prepare, make, supply, sell and deal in all kinds of shoes, rackets, balls, nets and all apparatus used in connection with the game of tennis, and all kinds of liquors, provisions and refreshments required or used by the players or members of clubs who are members of the Association or other persons frequenting the grounds, pavilion or premises of the Association.

- (aa) To give subscriptions or donations to the funds of any charitable, educational or benevolent institution or project.
- (bb) To seek from and make representation to the Government for the tenure of lease of any land, property or building for the use of this Association towards the promotion of its objects and to enter into arrangements with the Government or with any authority, supreme, municipal, local or otherwise that may be conducive to the Association's objects or any of them, and to obtain from the Government or any such authority any rights, privileges and concessions which the Association may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (cc) To act as trustees for clubs and as such trustees to hold any real or personal property upon such trusts, and with, and subject to such powers and provisions as shall be approved by the Council.
- (dd) To lend or invest any moneys of the Association, or held by the Association upon any trust in such manner as shall be approved by the Council.
- (ee) To borrow or raise money on any terms and conditions with or without security as the Council may determine, and in particular on the security of mortgages, debentures or debenture stock, charging all or any of the property of the Association.
- (ff) To amalgamate, or co-operate with any association, club, or body having all or any of their objects similar to any of the objects of Association.
- (gg) To do all such things as are incidental or conducive to the attainment of the above objects or any of them.
- (hh) To administer the funds of the Association and to regulate competitions, matches and exhibitions and frame rules for the regulation thereof, and to take all necessary steps to enforce such rules when made.
- (ii) To carry on the business of the Association under the absolute control and direction of the Council for the time being thereof.
- (jj) To carry on any other trade or business whatever which, in the opinion of the Council, can be advantageously carried on in connection with or ancillary to any of the above mentioned businesses or is calculated directly or indirectly to advance the interests of the Association.
- (kk) To carry out such operations and to apply for, purchase or otherwise acquire, maintain, renew or deal with such property, rights or privileges (including the whole or part of the business, property or liabilities of any other person or company) as may seem to the Council directly or indirectly to advance the interests of the Association.
- (ll) To enter into such commercial or other transactions or arrangements (whether by way of amalgamation, partnership, profit sharing, union of

interest, co-operation, joint venture or otherwise) with other persons or companies as may seem to the Council to advance the interests of the Association.

- (mm) To establish or promote companies and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire, hold, dispose or deal with, and guarantee the payment of interest, dividends and capital on, all or any of the shares, debentures, debenture stock or other securities or obligations of any company association and to pay or provide for brokerage, commission and underwriting in respect of any such issue upon such terms as the Council may decide.
- (nn) To co-ordinate, finance and manage all or any part of the operations of any company which is a subsidiary company of or otherwise under the control of the Association and generally to carry on the business of a holding company.
- (oo) To carry on through any subsidiary or associated company any activities which the Association is authorised to carry on and to make any arrangements whatsoever with such company (including any arrangements for taking the profits or bearing the losses of any such activities) as the Council may think fit.
- (pp) Provided that the Association shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others, any regulation, restriction or condition which if an object of the Association would make it a Trade Union.

Membership

- 12. (a) The first Annual Subscription to the Association shall be payable upon receipt of notice of affiliation, and thereafter the Annual Subscription shall be payable on the first day of April in each year.
- (b) No club or individual shall be considered as a member of the Association nor shall it be eligible to compete in any activities organised by the Association unless and until its Annual Subscription has been paid.
- (c) Any Individual Member or Junior Individual Member as the case may be shall be eligible to take part in any league tennis competition organized by the Association. No Individual Member or Junior Individual Member shall be eligible to compete in the aforesaid league tennis competition until his Annual Subscription has been paid.
- (d) A person may become an Individual Member or Junior Individual Member as the case may be, of the Association, with the approval of the Council, for the purpose of playing in an open tournament only under the auspices of the Association, enjoying all facilities of the Association on payment of such fee in addition to the entrance fee as may be decided upon by the Council.
- (e) For the purposes of registration, the number of members of the Association is declared to be unlimited.

13. (a) Except for those clubs that were admitted as Members Clubs of the Association before December 2007, any club which is a legal entity with not less than 20 members, a minimum of three standard tennis courts with adequate lighting and permanent club facilities is eligible to be admitted as a Member Club of the Association. Whether any club is to be so admitted shall be at the absolute discretion of the Council.
- (b) Any club which is a legal entity with not less than 20 members is eligible to be admitted to non-voting membership of the Association as an Associate Club. Whether any club is to be so admitted shall be at the sole discretion of the Council.
14. (a) Subject to Article 35(a), only Member Clubs shall have full right to vote at a General Meeting by representatives. Each Member Club shall be entitled to appoint two representatives at a General Meeting. Each representative shall have one vote.
- (b) Each Member Club shall have the right to nominate candidates to be selected for the posts of Council.
15. Associate Clubs, Individual Members and Junior Individual Members shall have the right to attend General Meetings but shall not have the right to vote or nominate candidates for Council posts, unless they do so in their capacity as representatives of a Member Club.
16. Member Clubs, Associate Clubs, Individual Members or Junior Individual Members as the case may be shall be admitted to membership of the Association in accordance with the provisions as specified in the Rules of the Association and shall pay to the Association the Annual Subscription as the Council may from time to time determine. The Council shall have the absolute right to accept or reject any application for membership without giving any reason for its decision.
17. The first General Meeting shall be held at such time not being less than one month nor more than three months after the incorporation of the Association and at such place, as the existing Council may determine.
18. A General Meeting shall be held once in every calendar year in accordance with Article 22.
19. The above-mentioned General Meetings shall be called Annual General Meetings.
20. The Council may terminate or suspend the membership of any Member Club, or impose any other sanction it determines to be appropriate, in connection with any breach of the Rules of the Association.

Convening of General Meetings

21. An Annual General Meeting shall be called by not less than 45 days' notice in writing; any General Meeting (other than an Annual General Meeting) called for the passing of a special resolution shall be called by not less than 21 days' notice in writing; and a General Meeting (other than an Annual General Meeting) not called for the passing of a special resolution shall be called by not less than 14 days' notice. The notice shall be exclusive of the day on

which it is served or deemed to be served and the day for which it is given, and shall specify the place, the day and the hour of meeting and shall be given in manner hereinafter mentioned, or in such other manner, if any, as may be prescribed by the Association in General Meeting, to such persons as are under the Articles of the Association entitled to receive such notices from the Association, but with the consent of all Member Clubs entitled to receive notice of the same, the meeting may be called by such shorter notice and in such manner as those Member Clubs may think fit.

22.
 - (a) Subject to sections 612 and 613 of the Ordinance, the Association must, in respect of each financial year of the Association, hold a general meeting as its Annual General Meeting in accordance with section 610 of the Ordinance.
 - (b) The Councillors may, if they think fit, call a General Meeting.
 - (c) If the Councillors are required to call a General Meeting under section 566 of the Ordinance, they must call it in accordance with section 567 of the Ordinance.
 - (d) If the Councillors do not call a General Meeting in accordance with section 567 of the Ordinance, the Member Clubs who requested the General 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.
23. Notice of a General Meeting must be given to every Member Club, Associate Club and Councillor.
24. If a resolution is intended to be moved at a General Meeting, the notice of meeting shall:
 - (a) include notice of the resolution; and
 - (b) include or be accompanied by a statement containing the information and explanation, if any, that is reasonably necessary to indicate the purpose of the resolution.
25. The Association may hold a General Meeting at two or more places using any technology that enables the members of the Association who are not together at the same place to listen, speak and vote at the General Meeting.
26. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any member shall not invalidate the proceedings at any meeting.

Proceedings at General Meetings

27. All business shall be deemed special that is transacted at a General Meeting (other than an Annual General Meeting), and all that is transacted at an Annual General Meeting with the exception of the consideration of the accounts, balance sheets, and the report of the Council and the Auditor, the election of the Councillors of the Association, the appointment of the Auditor and of any proposed alteration to the Rules and Regulations of the Association of which due notice shall have been given.

28. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, 10 representatives from Member Clubs of the Association personally present shall be a quorum.
29. 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 Member Clubs, 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, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the representative present shall be a quorum.
30. The President of the Association shall chair the General Meeting and in his absence one of the Vice-Presidents of the Association shall preside as chairman at every General Meeting of the Association. If the President or the Vice-President at any meeting is not present within fifteen minutes after the time appointed for holding the meeting, the representatives present shall choose some one of their number to be Chairman.
31. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for ten 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.
32. At any General Meeting a resolution put to the vote of the meeting, including the election of the Officers and Members of the Council, shall be decided on a show of hands unless a poll is demanded in accordance with these Articles, and a declaration by the Chairman that a resolution has, on a show of hands, or in such manner as decided upon by the Chairman, been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book of the proceedings 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.
33. In the case of an equality of votes, the Chairman of the meeting shall be entitled to a second or casting vote.
34. At any General Meeting of the Association, each Member Club shall be entitled to send two representatives nominated in writing by the Member Club to attend the Meeting. No Member Club which has not paid Annual Subscription shall be allowed to have any representatives at the General Meeting.
35. (a) At any General Meeting of the Association, the duly authorized representative of each Member Club present shall have one vote. The Officers of the Association for the current year shall be entitled to vote at the General Meetings.

- (b) If any votes are given or counted at a General Meeting which shall afterwards be discovered to have been improperly given or counted, the same shall not affect the validity of any resolution or matter passed or done at the said General Meeting, unless the objection to such votes has been taken at the same General Meeting and the Chairman has then and there decided that the error is of sufficient magnitude to cause such resolution or matter to be invalidated.
36. (a) A poll on a resolution may be demanded:
- (i) in advance of the General Meeting where it is to be put to the vote; or
 - (ii) at a General Meeting, either before or on the declaration of the result of a show of hands on that resolution.
- (b) A poll on a resolution may be demanded by:
- (i) at least 5 Member Clubs having the right to vote at the General Meeting; or
 - (ii) Member Clubs representing in aggregate at least 5 per cent. of the total voting rights of all the members having the right to vote at the General Meeting; or
 - (iii) the Chairman of the General Meeting.
- (c) A demand for a poll on a resolution may be withdrawn if:
- (i) the poll has not yet been taken, and
 - (ii) the Chairman of the General Meeting consents to the withdrawal.
- (d) Polls shall be taken immediately in such manner as the Chairman of the General Meeting directs.
37. Any abstention from voting at a General Meeting does not count as a vote, which means that the vote will not be counted in the calculation of votes for or against the resolution.
38. (a) No objection may be raised to the qualification of any person voting at a General Meeting except at the General Meeting or adjourned General Meeting at which the vote objected to is tendered, and every vote not disallowed at the General Meeting is valid.
- (b) Any such objection must be referred to the Chairman of the General Meeting whose decision is final.

The Council — General Provisions

39. (a) The business and affairs of the Association shall be managed by the Councillors who may exercise all the powers of the Association to the extent that the same are not required by law or these Articles to be exercised by the Association in General Meeting. Any exercise of such

powers by the Councillors shall be in accordance with the provisions of the Ordinance and these Articles.

- (b) The first Council of the Association shall be and consist of the present Council of the present Hong Kong Tennis Association. The Officers and Members of the Council of the Association shall be the directors of the Association within the meaning of the Ordinance.
- (c) Any Member Club which is a member of the Association may, by resolution of its Directors or other governing body, authorize such person as it thinks fit to act as its representative at any General Meetings of the Association.
- (d) An alteration of these Articles does not invalidate any prior act of the Councillors that would have been valid if the alteration had not been made.
- (e) The Member Clubs may, by special resolution, direct the Councillors to take, or refrain from taking, specified action. The special resolution does not invalidate anything that the Councillors have done before the passing of the resolution.

40. Subject as aforesaid the Council shall consist of :-

- (a) Officers of Association
 - (i) President
 - (ii) Honorary Secretary
 - (iii) Honorary Treasurer
 - (iv) Immediate Past President (if any)
 - (v) Three Vice-Presidents (who are elected among the Members of the Council).
- (b) Members of Council
 - (i) Up to 12 directly elected Council Members
 - (ii) 1 Council Member nominated by Hong Kong Tennis Foundation Limited
 - (iii) Up to 2 Council Members elected amongst those people having direct financial interest in the game as set out in Article 46(b).

Provided that if any Officer of the Association or any of the 12 directly elected Members of the Council referred to in sub-clause (i) above is, or becomes, ineligible to serve by reason of Article 46, then he or she shall thereupon be deemed to have vacated office.

41. For the avoidance of doubt, those persons having direct financial interest shall not be eligible to be Officers of the Association or stand for election to the directly elected Council Member posts pursuant to Article 40(b)(i), but are eligible to stand for election to the 2 Council Member posts pursuant to Article 40(b)(iii).
42. Subject to Article 60, the election of Councillors shall be conducted in the following manner :-

- (a) Subject to the following provisions, the 17 elected Councillors (namely the President, Honorary Secretary, Honorary Treasurer and the 14 elected Council Members) shall be elected once every two years at an Annual General Meeting and shall hold office for two years and be eligible for re-election;
 - (b)
 - (i) The President shall be eligible for re-election but shall retire after 8 consecutive years of service, provided that if at the end of the 8th year of service no eligible person shall be nominated for the election of Presidency, the President shall remain eligible for re-election and may continue to serve as President until a new President is elected;
 - (ii) The candidates for Presidency must have served at least two consecutive years on the Council;
 - (iii) Any Councillor wishing to be a candidate for Presidency must resign from the post of Councillor first;
 - (iv) The Immediate Past President shall automatically become an Officer of the Association without election and shall hold office for two years subject to retirement at the end of the term; and for avoidance of doubt, if the then President is again re-elected for another term of office, the post of Immediate Past President shall be vacant.
 - (c) The number of Vice-Presidents shall be three. They shall be elected by the Councillors every year at the first Council Meeting after the Annual General Meeting from amongst the Council Members. They shall hold office for one year but shall be eligible for re-election;
 - (d) Any Councillor wishing to be a candidate for the post of Honorary Secretary or Honorary Treasurer must resign from his post of Councillor first;
 - (e) The nominated Council Member shall be appointed by the Board of Directors or other governing body of Hong Kong Tennis Foundation Limited or removed at their discretion by giving notice in writing to the Association. The nominated Council Member shall be subject to the provisions of Article 60.
43. (a) A candidate is not entitled to be nominated in an Annual General Meeting for election to be a Councillor unless his consent to act as such and his willingness to stand for election together with a written proposal from one Member Club have been obtained and received by the Honorary Secretary of the Association not less than 30 days before the date of the Annual General Meeting as prescribed by the Association pursuant to Article 22;
- (b) The Association shall then issue notice to persons who are entitled to receive notice under Article 23 concerning the name of the candidates for election no less than 21 days before the date of the Annual General Meeting as prescribed by the Association pursuant to Article 22.

44. (a) The Council may at any time appoint not more than one Patron whose term of office shall subsist until the Annual General Meeting next after his appointment provided that any person so appointed shall be entitled to reappointment at any time thereafter. A Patron so appointed shall have all the rights, duties and powers of the Members of the Council save and except that he shall not have the right to vote at meetings of the Council.
- (b) The Council may at any time appoint not more than five Honorary Patrons whose term or terms of office shall subsist until the Annual General Meeting next after their appointment provided that any person or persons so appointed shall be entitled to reappointment at any time thereafter. Honorary Patrons so appointed shall have all the rights, duties and powers of the Members of the Council save and except that they shall not have the right to vote at meetings of the Council.
- (c) The Council may at any time invite or appoint distinguished persons who have rendered especially valuable service to the Association as Life Patrons with all the privileges or powers of the Members of the Council save and except that they shall not have the right to vote at meetings of the Council.
- (d) The Council may at any time appoint firms or companies which have paid to the Association an annual fee of such sum as the Association may from time to time by Ordinary Resolution determine to be Corporate Patrons whose term or terms of office shall subsist until the Annual General Meeting next after their appointment provided that any company or companies so appointed shall be entitled to reappointment at any time thereafter. Corporate Patrons so appointed shall have all the rights, duties and powers of the Members of the Council save and except that they shall not have the right to vote at meetings of the Council.
45. Anyone who, in the opinion of the Council, has rendered outstanding service to the Association may be elected by the Council to become an Honorary Life Member. An Honorary Life Member shall, on election, be entitled to all the rights and privileges of an Individual Member.
46. (a) No person shall hold more than one seat in the Council. Those having direct financial interest in the game (as defined in sub-clause (b) below) shall not be eligible to be Officers of the Association or stand for election to the 12 elected Council Members post pursuant to Article 40(b)(i).
- (b) Those deemed to have direct financial interest in the game are:-
- (i) Professional promoters or professional referees of tennis tournaments;
 - (ii) Directors, senior officials or representatives of firms manufacturing or promoting sale of tennis equipments whose main occupation is connected therewith;
 - (iii) Professional journalists and commentators whose work includes reporting on tennis;

- (iv) Professional tennis players and professional coaches.
- (c) Persons deemed to have direct financial interest in the game referred to in sub-paragraph (b) above are eligible to stand for election to the 2 Council Members post pursuant to Article 40(b)(iii).

Management

- 47. The Council shall adopt and act upon the Rules so far as the same are not inconsistent with these Articles.
- 48. The Council may delegate any of their powers to committees comprising either Officers of the Association and Members of the Council or other persons or comprising officers and/or members of the Council with other persons.
- 49. The Council may fix their own quorum, and until otherwise provided, six shall form a quorum.
- 50. The Council shall keep proper minutes of their proceedings, and all acts done in pursuance of anything appearing by such minutes to be resolved upon or authorized by the Council, shall be deemed to be acts of the Council within the meaning of these Articles.
- 51. Any Councillor or any member of any Committees may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Article shall constitute presence in person at such meeting.
- 52. A resolution in writing signed by all the Councillors except such as are absent from Hong Kong or temporarily unable to act through ill-health or disability shall (so long as they constitute a quorum) be as valid and effectual as if it had been passed at a meeting of the Council duly convened and held. Any such resolution in writing may consist of several documents in like form each signed by one or more of the Councillors.
- 53. The Council may act notwithstanding any vacancy in their body.
- 54. Without prejudice to the power of the Association in General Meeting in pursuance of any of the provisions of these Articles to appoint any person to be a Council Member and subject to the Ordinance, the Council shall have power at any time and from time to time to appoint any person to be a Council Member to fill up any casual vacancy in their number for which provision is not otherwise made by these Articles, but the total number of Council Members shall not at any time exceed any maximum number fixed by or in accordance with these Articles. Any Council Member so appointed by the Council under this Article shall hold office only until the next following Annual General Meeting and shall then be eligible for re-election.

55. The Council shall defray out of the funds of the Association, all expenses in respect of the business of the Association.
56. All acts done by any meeting of the Council or by any person acting as a Member of the Council shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any person so acting or that any person so acting was disqualified, be as valid as if such person had been duly appointed and qualified.
57. No act, matter or thing, within the power of the Association in General Meeting, done by the Council or done by any committee and adopted by the Council, which shall afterwards receive the express consent of the Association in General Meeting, shall be afterwards impeached on any ground whatever.
58. The Council shall have power to make Rules as to all matters of business duties, management, regulation or otherwise which may be deemed necessary by the Council so far as not already expressly provided for by these Articles. The Council shall not act beyond the Articles of the Association.
59. Any Committee shall conform to any mode of proceedings and regulations which the Council may make for such Committee, and subject thereto may determine and regulate their own proceedings in the same manner as the Council may do.
60. Should a Councillor miss four consecutive meetings of the Council without tendering any reasonable excuse to the satisfaction of the Council he shall be deemed to have retired as a Councillor or should not be allowed to sit in the Council and shall not be eligible to stand for the next election.

Interest of Councillors

61. Subject to the Ordinance, no Councillor shall be automatically disqualified by his office from contracting with the Association, either with regard to his tenure of any office or position in the management, administration or conduct of the business of the Association or as vendor, purchaser or otherwise, nor (subject to the interest of the Councillor being duly declared) shall any contract or arrangement entered into by or on behalf of the Association in which any Councillor is in any way interested, be liable to be avoided, nor shall any Councillor so contracting or being so interested be liable to account to the Association for any profit realised by any such contract or arrangement by reason of such Councillor holding that office or of the fiduciary relationship thereby established.
62. A Councillor may hold any other office or place of profit with the Association (except that of the Auditor) in conjunction with his office of Councillor for such period (subject to the Ordinance) and upon such terms as the Councillors may decide and may be paid such extra remuneration for so doing (whether by way of salary, commission, participation in profits or otherwise) as the Councillors may decide, either in addition to or in lieu of any remuneration under any other provision of these Articles.
63. Any Councillor may act by himself or his firm in a professional capacity for the Association, and he or his firm shall be entitled to remuneration for professional services as if he were not a Councillor, provided that nothing

herein contained shall authorise a Councillor or his firm to act as Auditor of the Association.

64. If a Councillor or an entity connected with the Councillor is, in any way, whether directly or indirectly, interested in a transaction, arrangement or contract or a proposed transaction, arrangement or contract with the Association, the Councillor shall, if such transaction, arrangement or contract or proposed transaction, arrangement or contract is significant in relation to the Association's business and the Councillor's interest or the interest of the entity connected with the Councillor (as applicable) is material, declare the nature and extent of his interest or the interest of the entity connected with the Councillor (as applicable) in accordance with:
- (a) sections 536 to 538 of the Ordinance and these Articles; and
 - (b) any requirements prescribed by the Association for the declarations of interests of Councillors in force from time to time.
65. A declaration of interest by a Councillor under Article 64 in a transaction, arrangement or contract that has been entered into must be made as soon as reasonably practicable and a declaration of interest by a Councillor under Article 64 in a proposed transaction, arrangement or contract must be made before the Association enters into the transaction, arrangement or contract.
66. A declaration of interest by a Councillor must be:
- (a) made at a Councillors' meeting;
 - (b) made by a notice in writing and sent by the Councillor to the other Councillors;
 - (c) made by a general notice by the Councillor; or
 - (d) made in accordance with the applicable policy(ies) from time to time adopted by the Association.
67. A notice for the purposes of Article 66(b) must be sent:
- (a) in hard copy form or, if the recipient has agreed to receive it in electronic form, in electronic form so agreed; and
 - (b) by hand or by post or, if the recipient has agreed to receive it by electronic means, by the electronic means so agreed.

For the purposes of this Article, and "in hard copy form" and "in electronic form" shall have the meanings ascribed to them in section 372 of the Ordinance.

68. If a declaration to Councillors under Article 64 is made by notice in writing:
- (a) the making of the declaration is to be regarded as forming part of the proceedings at the next Councillors' meeting after it the notice is given; and

- (b) section 481 of the Ordinance applies as if the declaration had been made at that meeting.
- 69. A general notice by a Councillor for the purposes of Article 66(c) is a notice to the effect that:
 - (a) the Councillor has an interest (as member, officer, employee or otherwise) in a body corporate or firm specified in the notice, and is to be regarded as interested in any transaction, arrangement or contract that may, after the effective date of the notice, be entered into by the Association with the specified body corporate or firm; or
 - (b) the Councillor is connected with a person specified in the notice (other than a body corporate or firm), and is to be regarded as interested in any transaction, arrangement or contract that may, after the effective date of the notice, be entered into by the Association with the specified person.
- 70. A general notice under Article 66(c) must state:
 - (a) the nature and extent of the Councillor's interest in the specified body corporate or firm; or
 - (b) the nature of the Councillor's connection with the specified person.
- 71. A general notice must be given at a Councillors' meeting, or in writing and sent to the Association.
- 72. A general notice given at a Councillors' meeting takes effect on the date of the Councillors' meeting. A general notice given in writing and sent to the Association takes effect on the twenty-first day after the day on which it is sent to the Association.
- 73. A Councillor shall not vote (or be counted in the quorum at a meeting) in respect of any resolution concerning his own appointment (including fixing or varying its terms), or the termination of his own appointment, as the holder of any office or place of profit with the Association or any other company in which the Association is interested but, where proposals are under consideration concerning the appointment (including fixing or varying its terms), or the termination of the appointment, of two or more Councillors to offices or places of profit with the Association or any other company in which the Association is interested, those proposals may be divided and a separate resolution may be put in relation to each Councillor and in that case each of the Councillors concerned (if not otherwise debarred from voting under this Article) shall be entitled to vote (and be counted in the quorum) in respect of each resolution unless it concerns his own appointment or the termination of his own appointment.
- 74. A Councillor shall also not vote (or be counted in the quorum at a meeting) in relation to any resolution relating to any transaction, arrangement or contract or other proposal in which he or any entity connected with him has an interest which is to his knowledge a material interest and, if he purports to do so, his vote shall not be counted, but this prohibition shall not apply and a Councillor may vote (and be counted in the quorum) in respect of any resolution concerning any one or more of the following matters:

- (a) the giving to him or any entity connected with him of any guarantee, indemnity or security in respect of money lent or obligations undertaken by him or any of them at the request of or for the benefit of the Association;
- (b) the giving to a third party of any guarantee, indemnity or security in respect of a debt or obligation of the Association for which he himself or any entity connected with him has assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;
- (c) any contract for the benefit of employees of the Association under which the Councillor or any entity connected with him benefits in a similar manner to the employees and which does not accord to any Councillor or any entity connected with him as such any privilege or advantage not accorded to the employees to whom the contract relates; and
- (d) any contract for the purchase or maintenance for any Councillor or Councillors of insurance against any liability; or
- (e) where specific permission is given by the Council.

References in this Article 74 to a contract include references to any proposed contract and to any transaction or arrangement whether or not constituting a contract.

- 75. If any question arises at any meeting as to the materiality of an interest of a Councillor (other than the chairman of the meeting) and or any entity connected with him or as to the entitlement of any Councillor (other than the chairman of the meeting) to vote and the question is not resolved by his voluntarily agreeing to abstain from voting, the question shall be referred to the chairman of the meeting and his ruling in relation to the Councillor concerned shall be final and conclusive except in a case where the nature or extent of the interest of the Councillor or any entity connected with him concerned, so far as known to him, has not been fairly disclosed. If any question shall arise in respect of the chairman of the meeting or any entity connected with him and is not resolved by his voluntarily agreeing to abstain from voting, the question shall be decided by a resolution of the Councillors (for which purpose the chairman shall be counted in the quorum but shall not vote on the matter) and the resolution shall be final and conclusive except in a case where the nature or extent of the interest of the chairman or any entity connected with him, so far as known to him, has not been fairly disclosed.
- 76. For the purposes of these Articles, references to an entity connected with a Councillor shall be construed in accordance with section 486 of the Ordinance.

The Seal

- 77. The seal of the Association shall not be affixed to any instrument except by the authority of the resolution of the Council and in the presence of two Councillors or such other persons as the Council may appoint for the purpose

and the two Councillors shall sign every instrument to which the seal of the Association is so affixed in their presence.

78. Any document executed in accordance with section 127(3) of the Ordinance and expressed (in whatever words) to be executed by the Association shall have the same effect as if it had been executed under seal.

Disqualification and removal of Councillors

79. The office of a Councillor shall be vacated if the Councillor :—
- (a) without the consent of the Association in General Meeting holds any office of profit under the Association; or
 - (b) becomes bankrupt or makes any arrangement or composition with the person's creditors generally; or
 - (c) ceases to be a director under the Ordinance or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong) or is prohibited from being a director by law; or
 - (d) becomes a mentally incapacitated person; or
 - (e) resigns his office by notice in writing to the Association; or
 - (f) is directly or indirectly interested in any contract with the Association and fails to declare the nature of his interest in manner required by Sections 536 to 538 of the Ordinance; or
 - (g) is removed from his office by an ordinary resolution of the Association.

Board of Appeal — Reference to Arbitration

80. The Council shall make due provision for settling differences and disputes and may adopt the appointment of, or may appoint all or any persons or person for any such office or purpose, and may make rules and regulations as to all proceedings in reference to the matters aforesaid and as to enforcing any awards or decisions.
81. All Member Clubs of the Association and Individual Members or Junior Individual Members respectively shall submit and refer all differences and questions coming within the provisions of the Rules of Tennis, or the Rules of the Association to the decision of the Council who may determine the same or may appoint committees or other persons for the purpose of hearing and determining the same, and the fact of membership as aforesaid shall constitute an agreement to refer all such differences and questions in accordance with the Rules of the Association, and shall be enforceable as an agreement under the Arbitration Ordinance (Chapter 609 of the Laws of Hong Kong). The decision of the Council shall be final and binding on all parties concerned and no party shall have the right to appeal against such decision either to a court of law or otherwise.

Accounts

82. The Council shall cause true accounts to be kept of all receipts, credits, payments, assets and liabilities of the Association, and of all other matters necessary for showing the true state and condition of the Association, and the accounts shall be kept in such books and in such manner as the Council think fit, and to the satisfaction of the Auditor.
83. The Council shall keep separate accounts of all benevolent funds or other funds and shall hold the same funds respectively, for such purposes as shall be agreed upon between the Council and the trustees of the benevolent funds respectively and if and so far as not thereby provided as shall be determined by special resolution of the Association.
84. The books of accounts shall be kept at such place or places as the Council appoint, and except as provided by law or authorised by the Council or a Special Resolution of the Association, no Member Club is entitled to inspect any of the Association's accounting or other records or documents merely by virtue of being a Member Club.

Audit

85. The accounts of the Association shall be annually examined and the correctness of the Balance Sheet ascertained by an Auditor or Auditors to be elected by the Association at its Annual General Meeting, in accordance with the provisions of the Ordinance. In any event, the audited Accounts of the Association including every document required by law to be annexed thereto to be presented in the current Annual General Meeting shall be sent to all Member Clubs not later than 21 days prior to the meeting of the Annual General Meeting.

Notices

86. All notices may be served by the Association upon any Member Club either personally or by leaving the same or sending them through the post in a prepaid letter addressed to such Member Club at its registered address or if sent to the care of the Secretary or other Officer of the Member Club of which he is the representative.
87. Any notice sent by post shall be deemed to have been served at the time when the letter containing the same would be delivered in the ordinary course of post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the Post Office.
88. A notice given to a representative of a Member Club shall be binding on any club which he represents and all proceedings taken without any further or other notice shall be binding on such club.

Indemnity

89. Subject to the Ordinance, every Councillor, every person appointed as a member of a committee set up under Article 48 or servant of the Association shall be indemnified by the Association against, and it shall be the duty of the Council out of the funds of the Association to pay all costs, losses and expenses which any such Councillor, person or servant may incur or become

liable for by reason of any contract entered into, any act or deed done by him as such Councillor or servant or in any way in the discharge of his duties.

90. To the extent permitted by the law, the Association may purchase and maintain for any Councillor insurance against any liability.

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