

THE COMPANIES ORDINANCE (Chapter 622)

**Company Limited by Guarantee
and Not Having a Share Capital**

**ARTICLES OF ASSOCIATION
OF**

Lawn Bowls Association of Hong Kong, China
中國香港草地滾球總會

(As adopted by a special resolution passed on 22nd April, 2024)

Interpretation

In these Articles-

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

“Association” means “Lawn Bowls Association of Hong Kong, China 中國香港草地滾球總會”.

“body corporate” has the meaning ascribed to it under the Ordinance.

“Bye-laws” means the bye-laws of the Association as amended, supplemental or otherwise modified from time to time.

“Council of Management” means the council of management of the Association for the time being, whose roles and responsibilities are segregated from the secretariat which is independent of the President for the time being of the Association.

“Councillor” means any person for the time being appointed as a member of the Council of Management (including an Officer), who is deemed to be a director under the Ordinance.

“General Meeting” means a general meeting of the Members specially summoned under these Articles , not being an Annual Meeting or its adjournment or postponement.

“HK\$” means the Hong Kong dollars, the legal currency of Hong Kong.

"Hong Kong" means The Hong Kong Special Administrative Region of the People’s Republic of China.

“Member” or “Member Club” means a member club of the Association as registered for the time being.

“Members’ Meeting” means the Annual General Meeting and/or the General Meeting (as the case may be).

“month” means a calendar month.

“Officer(s)” means the officer(s) for the time being of the Council of Management being elected in accordance with article 28 of Part B of these Articles.

“Ordinance” means the Companies Ordinance, Chapter 622 of the Laws of Hong Kong; including the related subsidiary legislation, as amended, supplemented or otherwise modified from time to time.

“Panel(s)” means any panel(s) set up by the Council of Management for the time being.

“President” means the president of the Association for the time being elected in accordance with article 28 of Part B of these Articles.

“Registered Office” means the registered office of the Association for the time being.

“Registrar” means the Registrar of Companies appointed under section 21 of the Ordinance.

“Seal” means the common seal for the time being of the Association.

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

“SF&OC” means the Sports Federation & Olympic Committee of Hong Kong, China.

“special resolution” means a special resolution of the Association passed in accordance with the

Ordinance.

“these Articles” means the articles of association of the Association as amended, supplemented or otherwise modified from time to time.

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

“Vice-President” means the vice-president of the Association for the time being elected in accordance with article 28 of Part B of these Articles.

Except where the context otherwise requires, words importing:

- a/ the masculine gender shall also include the feminine and neuter genders and vice versa;
- b/ the singular number shall also include the plural number and vice versa; and
- c/ persons shall include clubs, associations or societies whether incorporated or unincorporated.

These Articles and the Bye-Laws shall together form the regulations of the Association.

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

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

Part A: Mandatory Articles

1. The name of the company is “Lawn Bowls Association of Hong Kong, China 中國香港草地滾球總會”.
2. The Registered Office will be situated in Hong Kong.
3. The objects for which the Association is established (the “**Objects**”) are:
 - (1) To promote the provision of a ground or grounds in Hong Kong and to provide guidance in the laying out and preparation of such ground or grounds for lawn bowls and other purposes of the Association, including pavilion, lavatories, refreshment rooms and other conveniences in connection therewith.
 - (2) To promote the sport of lawn bowls as a sport and pastime.

- (3) To hold, arrange and participate in lawn bowls and other matches, competitions, tournaments and championships within or outside Hong Kong, and offer and grant, or contribute towards the provision of prizes, awards and distinctions.
- (4) To subscribe to, become a member of, and co-operate with any other clubs, associations or societies (the “**Club**”), whether incorporated or not, whose objects are altogether or in part similar to those of this Association, or to co-operate with any department of Government or with any municipal body for the purpose of promoting the sport of lawn bowls and other sports and pastimes, provided that the Association shall not support with its funds any Club, which pays or transfers directly or indirectly any part of its income or property by way of dividends, bonus, or otherwise howsoever to its members not to an extent at least as great as is imposed on the Association under or by virtue of article 4 of this Part A below.
- (5) To buy, sell, and deal in all kinds of apparatus and all kinds of provisions, liquid and solid, required by persons frequenting the Association’s ground or grounds with which the Association is associated for the Objects.
- (6) To purchase, manage or associate in the management of, take on lease, or otherwise acquire any lands, buildings, easements, or property, real and personal, which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the Objects.
- (7) To raise money by subscriptions, and to grant any rights and privileges to subscribers for the Objects.
- (8) To print and publish any newspapers, periodicals, magazines, journals, books or leaflets or produce tapes, videos or broadcasting programmes that the Association may think desirable for the promotion of the Objects.
- (9) To sell, manage, lease, mortgage, dispose of or otherwise deal with all or any part of the property, whether real or personal, of the Association for the Objects.
- (10) To borrow and raise money in such manner as the Association may think fit for the Objects.
- (11) To invest any moneys of the Association not immediately required for any of the Objects in a proper and prudent manner as may from time to time be determined.

- (12) To make donations to local charities.
- (13) To do all such other lawful things as are incidental or conducive to the attainment of the above objects.

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 shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
4. (1) The income and property of the Association, however derived, shall be applied solely towards the promotion of the Objects as set out in this Part A of these Articles.
- (2) Subject to sub-articles (4) and (5) below, no portion of the income and property of the Association shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever, to the Members.
 - (3) No Councillor 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-article (5) below) shall be given by the Association to any Councillor.
 - (4) Nothing herein shall prevent the payment, in good faith, by the Association of reasonable and proper remuneration to any officer or employee of the Association, or to any Member not being a Councillor in return for any services actually rendered to the Association.
 - (5) Nothing herein shall prevent the payment, in good faith, by the Association of:-
 - (a) out-of-pocket expenses properly incurred to any Councillor ;
 - (b) interest on money lent by any Member or Councillor at a rate per year not exceeding 2 per cent above the prime rate prescribed for the time being by The Hongkong and Shanghai Banking Corporation Limited for Hong Kong dollar loans;

- (c) rent to a Member or Councillor for premises let by him to the Association: Provided that the amount of the rent and the other terms of the lease must be reasonable and proper; and such Member or Councillor must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion;
 - (d) remuneration or other benefit in money or money's worth to a body corporate in which a Member or Councillor is interested solely by virtue of being a member of that body corporate by holding not more than one-hundredth part of its registered capital / issued shares or controlling not more than a one-hundredth part of its votes; and
 - (e) reasonable and proper coaching fees, helper fees, examiner fees, umpire fees or any other fees to the Councillor(s) only if and when such fees have been:
 - i/ reasonably and properly approved by an independent committee set up by the Council of Management, comprising at least two-thirds of non-Councillors, with all members having no interest in such fees and chaired by a non-Councillor; and
 - ii/ approved by Members in an Annual General Meeting by way of a general mandate renewable annually setting out the aggregate limit of such fees payable to a Councillor for the period from the date of the Annual General Meeting to the date of the next following Annual General Meeting.
- (6) No person shall be bound to account for any benefit he may receive in respect of any payment properly paid in accordance with sub-articles (4) and (5) above.
5. The liability of the Members is limited.
6. Every Member undertakes to contribute to the assets of the Association, in the event of the same being wound up or dissolved during the time that he is a Member, or within one year afterwards, for payment of the debts and liabilities of the Association contracted before the time at which he ceases to be a Member, and of the costs, charges and expenses of winding-up or dissolving the Association, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding HK\$10.
7. If upon the winding-up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, this shall not be paid to or distributed among the Members; but shall be given or transferred to some other

institution or institutions, having objects similar to the Objects, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Association under or by virtue of article 4 of this Part A above and this article, such institution or institutions to be determined by a resolution of the Members at or before the time of winding-up or dissolution and in default thereof, by a Judge of the High Court of Hong Kong having jurisdiction in the matter (the “**Judge**”). If and so far as effect cannot be given to the aforesaid provisions then to some charitable purposes as directed by the Judge.

8. No addition, alteration or amendment shall be made to or in these Articles for the time being in force, unless such addition, alteration or amendment has previously been submitted to and approved by the Registrar in writing or is made under a direction given under section 104(2)(b) or 105 of the Ordinance.
9. 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 in writing.

The several persons whose names and descriptions are hereto stated below (the “**Founder Members**”) were desirous of being formed into a company in pursuance of the then memorandum of association.

Names and Descriptions of Founder Members	
F. W. HOLLANDS, Government Servant.	D. T. SMITH, Government Servant.
L. A. DA SILVA, Government Servant.	ERIC J. LIDDELL, Telecommunications Engineer.
A. BUCKLEY Government Servant.	R. B. MARSHALL, Engineer Foreman.
J. M. A. RAMJAHN, Merchant.	H. A. DE BARROS BOTELHO, Principal Crown Counsel.
J CHUBB, Merchant.	A. P., PEREIRA, Mercantile Assistant.
J. S. A. CURREEM, Solicitor’s Clerk.	