



**HONG KONG VETERAN TENNIS ASSOCIATION LIMITED**

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of the abovenamed Association will be held on the following date, and at the following time and Place namely:

Date: 11th June, 2021, Friday

Time: 6:30 p.m.

Place: Leighton Room, Craigengower Cricket Club, Hong Kong.

for the purpose of considering and if though fit, passing the following resolutions:

**Special Resolutions**

That the draft Articles of Association attached to this notice be approved and adopted as the new Articles of Association of the Association in substitution for all the existing Articles of Association of the Association.

By order of the Council

For and on behalf of  
Hong Kong Veteran Tennis Association Limited

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*Siu Fai Ho, Samson, Secretary*  
Date: 18<sup>th</sup> May, 2021



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THE COMPANIES ORDINANCE

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Company Limited by Guarantee

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**ARTICLES OF ASSOCIATION**  
OF  
**THE HONG KONG VETERANS' TENNIS ASSOCIATION LIMITED**  
香港元老網球總會有限公司

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**Preliminary**

1. In the interpretation of these articles :-

- (a) “Annual General Meeting” shall mean the yearly General Meeting of the Association and also includes the first General Meeting of the association.
- (b) “The Association” means “**THE HONG KONG VETERANS' TENNIS ASSOCIATION LIMITED** (香港元老網球總會有限公司)”
- (c) “Bona fide resident of Hong Kong” means a person who is, in the opinion of the Council for the time being, a bona fide resident of Hong Kong.
- (d) “The Council” means the Council of the Association for the time being as constituted in accordance with these Articles and Rules.
- (e) “Councillors” means the Officers of the Association and Council Members. 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.
- (f) “Extraordinary General Meeting” shall mean the general meeting of the Association specially summoned under these Articles.
- (g) “General Meeting” means a general meeting of the Association whether Annual or Extraordinary.
- (h) “Council Members” means the persons, not being Officers of the Association, who serve in the Council.
- (i) “Month” shall mean calendar month.
- (j) “Officers of the Association” means the President, Vice-Presidents (not more than 5), Honorary Secretary, Honorary Treasurer and Immediate Past President of the Council. The Officers of the Association shall constitute the Executive Council.



- (k) “The Ordinance” means the Companies Ordinance.
  - (l) “President” means the President of the Association for the time being.
  - (m) “The Register” means the register of Members to be kept in pursuance to the Ordinance.
  - (n) “The Registered Address” shall mean the registered address for the time being of the Association.
  - (o) “The 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.
  - (p) “The Seal” shall mean the seal of the Association.
  - (q) “Secretary” means any person appointed to perform the duties of a secretary of the Association and includes the Honorary Secretary.
  - (r) “Special Resolution” and “Extraordinary Resolution” shall have the meanings assigned thereto respectively by the Ordinance.
  - (s) “Subscriber” means a person who has paid an annual subscription to the Association.
  - (t) “Term” means the period between one Annual General Meeting and the second next following Annual General Meeting.
  - (u) Words and expressions importing the singular number shall include the plural and the converse shall also apply. Words and expressions importing the masculine gender include the female.
  - (v) Where any provision of the Ordinance is referred to ,the reference is to such provision as modified by any Ordinance for the time being in force.
2. The Association is established for the purposes expressed in the Memorandum of Association.

### **Membership**

3. For the purpose of registration, the membership of the Association is declared to be 10,000 Members but the Council may from time to time as they think fit increase the number of Members as well as increase the number of Members in any category and may also restrict the number of any class or classes of membership.
4. The Members of the Association shall include Founder Members, Ordinary Members, Life Members, Honorary Members and Associate Members. The number of Members and amount of entrance fees and annual subscription fees in any category of membership shall be decided by the Council in accordance with these Articles from time to time.

### **Founder Members**

- 5 All persons, regardless of sex, nationality or race, aged 45 or above, having made contribution towards the founding of the Association, being a subscriber and a bona fide resident of Hong Kong, shall be eligible for admission as Founder Members of the Association. Founder Members are entitled to vote in the first and all subsequent general meetings.

### **Ordinary Members**

- 6 All persons, regardless of sex, nationality or race, aged 30 or above, being a bona fide resident of Hong Kong, shall be eligible to be proposed by any Member and seconded by one of the Officers of the Association for admission by the Council as Ordinary Members. Should any such proposal be rejected, no reason needs to be given by the Council. Ordinary Members are entitled to vote in all general meetings.

### **Life Members**

- 7 All persons, regardless of sex, nationality or race, aged 30 or above, being a bona fide resident of Hong Kong, shall be eligible to be proposed by any Member and seconded by one of the Officers of the Association for admission by the Council as Life Members. Should any such proposal be rejected, no reason needs to be given by the Council. Every life Member may enjoy the same benefits and facilities of the Association as Ordinary Members of the Association and shall be entitled to vote in all General Meetings.

### **Honorary Members**

- 8 The Council shall have power to invite any persons to become Honorary Members of the Association, who are, in the opinion of the Council, worthy of such distinction by virtue of their position or dignity, scientific, literary or artistic attainments, or other suitable qualifications, or who have rendered valuable services or who have made substantial contributions to the Association. All persons so invited shall be entitled to enjoy all the benefits and facilities of the Association as Ordinary Members of the Association, but shall have no voice in the management of the affairs of the Association but shall be entitled to receive notice of or to attend without voting power at meetings of the Association. The Council shall have power to withdraw, revoke, cancel, or suspend any such invitation if they consider that it is in the interests of the Association to do so.

### **Associate Membership**

- 8A. All persons, regardless of sex, nationality or race, aged 30 or above shall be eligible to apply to the Association for admission by the Council as an Associate Member. Should any such application be rejected, no reason needs to be given by the Council. An Associate member shall not be entitled to vote in any General Meeting of the Association.



### **Change of Address**

- 9 Members changing their place(s) of residence(s) or email address (if any) shall give due notice to the Secretary and furnish him with an address or email address to which notices and letters shall be sent by post or email. In default of notice of change of address or email address, all correspondence sent to the Member's last known address or email address shall be considered as duly received by the Member in question.

### **Register of Members**

10. There shall be maintained a Register of Members, wherein the following particulars shall be entered:
- (a) The names, email addresses, mobile telephone numbers and occupations of all Members;
  - (b) The date at which each person was entered as a Member;
  - (c) The date at which any person ceased to be a Member; and
  - (d) Such additional particulars as the Executive Council may prescribe from time to time.

### **Admission of Members**

11. Admission of all categories of membership of the Association shall be in the hands of the Council.

### **Removal from Membership**

12. A Member of any class of membership of the Association shall cease to be a Member of the Association:
- (a) if at any time he gives notice in writing to the Council resigning his membership; or
  - (b) if he shall be convicted of any indictable offense; or
  - (c) if he becomes insolvent or bankrupt or unable to meet his debts as they fall due; or
  - (d) if he shall willfully refuse or neglect to comply with the provisions of the Memorandum or Articles of the Association or of any by-laws, rules or regulations of the Association for the time being or shall be guilty of any conduct which, in the opinion of the Council, is prejudicial to the interest of the Association and in any such case the Council resolves by a majority of two thirds in number of the Councillors present at a meeting of the Council that he be expelled from membership PROVIDED HOWEVER THAT at least 14 days before the meeting of the Council at which such a resolution is passed the Member in question shall have had notice of such

meeting and of what is alleged against him and of the intended resolution and that he shall at such meeting and before the passing of such resolution have had an opportunity for giving orally or in writing any explanation or defence he may think fit; or

- (e) if he is removed from membership pursuant to Regulation 15 of these Articles.

13 A person who for any cause whatsoever ceases to be a Member of the Association shall continue to be liable for any moneys due from him to the Association.

### **Entrance Fees and Subscriptions**

14. Every Founder Member shall pay an entrance fee on admission.

14A. Every Ordinary Member shall, at the time of his admission to membership pay such entrance fees and subsequent annual subscriptions, as determined by the Council from time to time.

14B. Every Life Member shall pay an entrance fee and a Life Membership fee as determined by the Council from time to time. Life Members shall be exempted from payment of annual subscriptions.

14C. Honorary Members pay no entrance fee or annual subscriptions.

14D. Every Associate Members shall, at the time of his admission to membership pay such entrance fee as determined by the Council from time to time. An Associate Member pays no annual subscription.

### **Defaulters**

15. The accounts of each Member shall be made up at the end of each calendar year and promptly dispatched to Members. Should any account remain unpaid on the last day of the month in which they were dispatched, the Member whose account remains so unpaid may, at the discretion of the Executive Council, be removed from membership, provided only that notice has been given to such Member of his default and such default has not been remedied within one month of the dispatch of such notice or within such other period as the Executive Council shall consider reasonable having regard to all the circumstances.

### **Rights of Members**

16. The rights and privileges of a Member shall be personal to himself and such rights and privileges shall not be transferable by his own act, or by operation of law, and shall cease upon his death, or upon his ceasing to be a Member.

### **Notice of General Meetings**

17. Subject to the provisions in the Ordinance relating to special resolution, 21 days' notice at the least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day of which notice is given) specifying the place,

the day and the hour of meeting, and in case of special business, the general nature of that business 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 regulations of the Association, entitled to receive such notices from the Association, but with the consent of all Members entitled to receive notice of same, the meeting may be convened by such shorter notice and in such manner as those Members who are entitled to receive such notice may think fit.

18. 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**

19. All business shall be deemed special that is transacted at an Extraordinary General Meeting for any proposed alteration to the Memorandum and Articles of the Association of which due notice shall have been given, and all that is transacted at an Annual General Meeting shall include the consideration of the accounts, balance sheets, and the report of the Council and Auditors, the election of the Officers and Council Members, the appointment of the Auditors.
20. 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, ten Members of the Association personally present and having a right to vote under these Articles shall be a quorum.
21. If within half an hour from the time appointed for the meeting, a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved, in any other case it shall stand adjourned to the same day in the next week, at the same time and place, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present and having a right to vote under these Articles shall be a quorum.
22. The President of the Association who will 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 and the Vice-Presidents at any meeting are not present within fifteen minutes after the time appointed for holding the meeting, the Members present shall choose someone of their number to be Chairman.
23. 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.
24. At any General Meeting a resolution put to the vote of the meeting, with the

exception of the election of the Officers and Council Members shall be decided on a show of hands, 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 favor of or against that resolution.

25. In the case of an equality of votes, the Chairman of the meeting shall be entitled to a second or casting vote.
26. (a) At any General Meeting of the Association, each Member present and having a right to vote under these Articles 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 be improperly given or counted, the same shall not affect the validity of any resolution or thing passed or done at the said Meeting, unless the objection to such votes be taken at the same meeting, and not in that case, unless the Chairman shall then and there decide that the error is of sufficient magnitude to cause such resolution or matter to be invalidated.

### **The Council - General Provisions**

27. (a) The affairs of the Association shall be governed by the Council, which may do all such acts and exercise all such powers of the Association as may be required to give affect to the objects as described in the Memorandum of Association and which are not by statute or by the articles required to be done or exercised by the Association in General Meeting.
- (b) The first Council of the Association shall be and consist of the present Council of the present Hong Kong Veterans Tennis Association. The officers and Council Members of the Association shall be the directors of the Association within the meaning of the Companies Ordinance.
28. Subject as aforesaid the Council shall consist of a maximum of 25 Councillors including: -
- (a) Officers of Association
    - (i) President
    - (ii) Vice-President (not more than 5 who are elected Council Members)
    - (iii) Honorary Treasurer
    - (iv) Honorary Secretary
    - (v) Immediate Past President; and



- (b) Not more than 16 Council Members

Provided that if any officer of the Association or Council Members is, or becomes, ineligible to serve by reason of Articles 43 or 45, then he or she shall thereupon be deemed to have vacated office.

29. (a) All Councillors shall be elected once **every three years** during the Annual General Meeting and shall hold office for one Term.
- (b) The number of Vice-Presidents shall not be more than 5. They shall be elected at the first Council Meeting after their election as Council Member from amongst the elected Council Members. A Council Member shall be eligible to vote on the election of Vice-Presidents notwithstanding that he is a candidate standing for election. In the event of 2 or more Council Member contesting for one or more seats as Vice-President having the equal number of votes, the determination of the person to be elected as Vice-President shall be decided by the drawing of lots administered by the President.
- (c) A Member is not entitled to be nominated in the Annual General Meeting for election to be an Officer or a Council Member unless he has been a Founder member or an Ordinary Member or a Life Member for no less than 3 consecutive years immediately preceding the relevant Annual General Meeting and his consent to act as such and his willingness to stand for election along with a written nomination proposed and seconded by any two Councillors and approved by the Council with two-thirds majority, have previously been obtained and received by the Hon. Secretary of the Association not less than 7 days before the date of the Annual General Meeting.
30. (a) The Council may at any time appoint any number of Honorary Patrons as the Council shall think fit and such Honorary Patrons' term 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.
- (b) The Council may at any time appoint any number of Honorary Presidents as the Council shall think fit and such Honorary Presidents' 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.
- (c) The Council may at any time appoint any number of Honorary Vice-Presidents as the Council shall think fit and such Honorary Vice-Presidents' 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.



31. No person shall hold more than one seat in the Council.

### **Management**

32. The council shall adopt and act upon the Rules so far as the same are not inconsistent with these Articles.
33. The Council may delegate any of their powers to Committees comprising either Officers of the Association and Council Members or other persons or comprising Officers and/or Council Members with other persons.
34. The Council may fix their own quorum, and until otherwise provided, eight shall form a quorum.
35. 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.
36. The Council may act notwithstanding any vacancy in their body.
37. The Council may fill up any casual vacancy in their number for which provision is not otherwise made by these Articles.
38. The Council shall defray out of the funds of the Association, all expenses in respect of the business of the Association.
39. 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.
40. No act, matter or thing, within the power of the Association in General Meeting, done by the Council or done by any Committee or Commission 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.
41. 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 and Memorandum of the Association.
42. Any Committee shall conform to any mode of proceedings and regulations which the Council may make in that behalf, and subject thereto may determine and regulate their own proceedings in the same manner as the Council may do. .
43. Should a Councillor misses 3 consecutive Council meetings to be held within his term of office, he shall be deemed to have retired as a Councillor.

### **The Seal**



44. 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 authorize for that purpose and two Councillors or such authorized persons shall sign every instrument to which the seal of the Association is so affixed in their presence.

#### **Disqualification of Councillor**

45. 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
  - (c) Becomes prohibited from being a Councillor by reason of any Order made under Section 223, or Section 275 of the Ordinance, or
  - (d) Is found lunatic or becomes of unsound mind, 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 Section 162 of the Ordinance.
46. A Councillor shall not vote in respect of any contract in which he is interested or any matter arising therefrom, and if he does so vote, his vote shall not be counted.

#### **Board of Appeal - Reference to Arbitration**

47. 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.
48. All members of the Association 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 commissions 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. 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**

49. 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 Auditors.

50. 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 by the Council and if and so far as not thereby provided as shall be determined by special resolution of the Association.
51. The books of accounts shall be kept at such place or places as the Council appoint, and shall be open to inspection by Members with the consent of the Council or of a Special Resolution of the Association.

### **Audit**

52. 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 Companies Ordinance, In any event, the audited Accounts of the Association to be presented in the current Annual General Meeting shall be sent to all Members not later than seven days prior to the meeting of the Annual General Meeting.
53. All notices may be served by the Association upon any Members either personally or by sending them to the Member's correspondence address by post or the Member's email address as provided to the Association.
54. 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. Any notice sent by email shall be deemed to have been served at the time of the sending of the email by the Association.
55. Every Councillor or other Officer 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, 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, Officer or servant or in any way in the discharge of his duties.

Names, Addresses and Descriptions of Subscribers

(Sd.)Fa-Kuang Hu  
Mr. Hu Fa Kuang (胡法光)  
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(Sd.)John Tze Chi Wang  
Mr. John Tze Chi Wang (王澤圻)  
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(Sd.)Chang Chao Yew  
Mr. Chang Chao Yew (游常兆)  
Retired  
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(Sd.)Ling Fong  
Mr. Ling Fong Alexander (林 方)  
Architect  
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(Sd.)Chan Wing Tsung  
Mr. Chan Wing Tsung (陳永松)  
Civil Servant  
Flat "F", 12th Floor  
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32 Fortress Hill Road  
Hong Kong



Dated the 14th day of November, 1988.  
WITNESS to the above signatures:

**(Sd.) THERESE P.F. CHOW**  
Solicitor,  
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The Landmark  
11 Pedder Street  
Hong Kong