



The
Constitution

AND

Structure

OF

United Kingdom Chinese Table Tennis Association
(UKCTTA)

THE
Constitution AND Structure OF ASSOCIATION
-of-
UNITED KINGDOM CHINESE TABLE TENNIS ASSOCIATION

1. NAME:

The name of the Organisation (hereinafter called "the Association") is "UNITED KINGDOM CHINESE TABLE TENNIS ASSOCIATION" (UKCTTA). The Registered Office of the Association will be situated in England.

2. AFFILIATION

The Association is governed by the law of England and Wales. The Association shall be affiliated to the English Table Tennis Association Limited (ETTA).

3. OBJECTS

The objects for which the Association is established are: -

- (a) To provide facilities and resources to enable, assist and encourage young people receiving education in their sport pursuits.

To promote integration, encourage independence and build self-confidence through the use of sport to empower, mobilise and inspire youth into society.

To help ethnic minorities to discover and develop their talents, interests and abilities in sport to the full.

- (b) To raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation and otherwise, provided that the Association shall not undertake any permanent trading activities in raising funds for its charitable objects;
- (c) To apply for and receive such Government, Local Authority or other central funding agency grants as may benefit the Association;
- (d) To do all such other things as are incidental or conducive to the attainment of all of the above objects or any of them.

4. INCOMES AND PROPERTY

The income and property of the Association shall be applied solely towards the promotion of its objects as set forth in the Constitution of Association 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 members of the Association and no member of its Council of Management or

Governing Body shall be appointed to any office of the Association paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Association.

PROVIDED that nothing herein shall prevent any payment in good faith by the Association: -

- (a) of reasonable and proper remuneration to any member, officer or servant of the Association (not being a member of its Council of Management or Governing Body) for any services rendered to the Association.
- (b) of interest on money lent by any member of the Association or of its council of Management or Governing Body at a rate per annum not exceeding 2% less than the base lending rate prescribed for the time being by the Association's own bankers, or 3% whichever is the greater.
- (c) of reasonable and proper rent for premises demised or let by any member of the Association or of its Council of Management or Governing Body.
- (d) of fees, remuneration or other benefit in money or money's worth to an association of which a member of the Council of Management or Governing Body may be a member holding not more than 1/100 part of the capital of that association.
- (e) to any member of its Council of Management or Governing Body of out-of-pocket expenses.

5. LIABILITY

The liability of the members is limited.

6. CONTRIBUTION

Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and of the costs charges and expenses of winding up, and for the adjustment of the rights of the contributors among themselves, such amount as may be required not exceeding £25.

7. DISSOLUTION

If upon 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 charitable institution or charitable institutions having objects similar to the object 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 if imposed on the Association under or by virtue of clause 4 hereof, such Institutions to be determined by the members of the Association at or before the time of dissolution, and if insofar as effect cannot be given to such provision, then to some charitable object.

WE, the subscribers to this Constitution of Association wish to be formed into an association pursuant to this Constitution.

Names and Addresses of Subscribers
as at 1 ST January 2003

David FUNG
Chairman
83 Sedcote Road, Enfield EN3 4RG
Motor Mechanic & Table Tennis Coach

Perry FUNG,
General Secretary
141 Blake Avenue, Barking, Essex IG11 9SA
Youth Service Manager

Javad AMERI,
Treasurer
24A Riggindale Road, London SW16 1QJ
Table Tennis Coach & Entrepreneur

THE

Structure OF ASSOCIATION

-of-

UNITED KINGDOM CHINESE TABLE TENNIS ASSOCIATION (UKCTTA)

INTERPRETATION

1. In these sections: -

- "the Association" Means the above named organization.
- "the Committee" Means the Committee of Management of the Association and "Member of the Committee" and "Members of the Committee" shall be construed accordingly.
- "the Seal" Means the Common Seal of the Association.
- "Secretary" Means any person appointed to perform the duties of the Secretary of the Association.
- "the United Kingdom" Means Great Britain and Northern Ireland.

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

Words importing the singular number only shall include the plural number and vice versa and words importing the masculine gender only shall include the feminine gender and vice versa.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as the statutory modification thereof in force at the date at which these Articles became binding on the Association.

MEMBERS

2. There shall be two classes of members

- (a) Non-Voting Members: the number of Non-Voting Members with which the Association proposes to be registered is unlimited. Non-Voting Members are not permitted to vote (unless during their course of duty on the Nomination Committee). Membership shall be open to anyone who has sympathy with the aims of the Association. Non-Voting

Members must pay an annual registration fee. Non-Voting Members may apply to the Association after a period of 12 continuous months membership to be considered as Nomination Committee Members. Non-Voting Members may six months from the date of registration apply to the Management Committee to be considered as Voting Members.

- (b) Voting Members: the number of Voting Members with which the Association proposes to be registered is unlimited. Voting Membership shall be open to anyone who actively supports the aims of the Association in accordance with the guidelines set out by the Management Committee. Voting Members must pay an annual fee. Voting Members may on the expiration of 12 continuous months membership be considered to serve on the Nomination Committee and/or Management Committee.
- (c) The Management Committee shall determine the annual fee, which may be increased or decreased from time to time and determine the date for payment.

3.

- (a) The Subscribers to the Constitution of Association and such other persons as are admitted to membership in accordance with the provisions hereafter contained shall be members of the Association. All members registered up to the 1st January 2003 shall become Voting Members providing Regulations 2(a) and 3(b) is adhered to.
- (b) No person shall be admitted to membership of the Association unless he has delivered to the Secretary an application in the form for the time being prescribed by the Committee.
- (c) Any application for membership of the Association shall be referred to the meeting of the Committee next held after the receipt of such application which shall determine by a simple majority of those present and voting whether the application is to be admitted or rejected. The Committee shall notify in writing any applicant who is rejected but shall not be bound to give any reason therefor. Voting members who wish to be considered for the Management Committee must adhere to Regulation 3(e) and/or Regulation 44.
- (d) Non-voting Membership of the Association shall be open to anyone who has sympathy with the aims of the Association. Voting membership shall be open to anyone who actively supports the aims of the Association in accordance with the guidelines set out by the Management Committee.

- (e) Any application to serve on the Management Committee shall be referred to the meeting of the Nomination Group next held after the receipt of such application, which shall determine by a simple majority of those present whether the applicant is to be recommended or rejected. The Nomination Committee shall notify in writing any applicant who is rejected but shall not be bound to give any reason therefor.
4. A member shall cease to be a member of the Association: -
- (a) Upon his giving notice in writing to the Association that he/she resigns his/her membership.
- (b) Upon an ordinary resolution of which notice has been duly given being passed at a general meeting of the Association by not less than two thirds of the members present and voting in person or by proxy that the membership of the member be terminated.
- (c) Upon a resolution being passed by the Committee that the membership of the member be terminated Provided that the member shall be entitled to receive due notice of the meeting of the Committee at which the resolution to terminate his membership is to be proposed and shall have the right to attend and be heard by the Committee before the decision is taken.
- (d) In the case of an individual upon his/her dying.
- (e) In the case of a corporation upon a petition being presented or a meeting convened for the purpose of winding it up or upon its entering into a composition with its creditors or having a receiver appointed over all or a substantial part of its assets or in the case of an unincorporated association if it is disbanded.

GENERAL MEETINGS

5. The Association shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Association and that of the next. Provided that so long as the Association holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general

meeting shall be held at such time and place, as the Committee shall appoint.

6. All general meetings other than annual general meetings shall be called extraordinary general meetings.

7. The Committee may, whenever they think fit, convene an extraordinary general meeting, and the extraordinary general meetings shall also be convened on such requisition or, in default, may be convened by such requisitionists, as provided by Section 368 of the Act. If at any time there are not within the United Kingdom sufficient Members of the Committee capable of acting to form a quorum, any Member of the Committee or any two Members of the Association may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Committee.

NOTICE OF GENERAL MEETINGS

8. An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty-one day's notice in writing at the least, and a meeting of the Association other than an annual general meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business 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 Structure of the Association, entitled to receive such notices from the Association.

Provided that a meeting of the Association shall, notwithstanding that it is called by shorter notice than that specified in this Article is deemed to have been duly called if it is so agreed: -

- (a) in the case of meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all the members.

9. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to

receive notice shall not invalidate the proceedings at that meeting. A member present in person at any meeting shall be deemed to have received notice of the meeting and the purpose for which it was called.

PROCEEDINGS AT GENERAL MEETINGS

10. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets and the reports of the Committee and auditors, the election of Members of the Committee in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors.

11. 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, fifteen of the members present in person shall be a quorum.

12. 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, or to such other day and at such other time and place as the Committee may determine. If at such adjourned meeting a quorum is not present within half an hour, the meeting shall be dissolved.

13. The Chairman, if any, of the Committee shall preside as Chairman at every general meeting of the Association, or if there is no such Chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the Members of the Committee present shall elect one of their number to be Chairman of the meeting.

14. If at any meeting no Member of the Committee is willing to act as Chairman or if no Member of the Committee is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their numbers to be Chairman of the meeting.

15. 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

thirty 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.

16. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by any member present in person or by proxy. Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority, or lost or not carried by a particular majority and an entry to that effect in the book containing the minutes of 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 such resolution.

The demand for a poll may be withdrawn.

17. Except as provided in Article 19, if a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

18. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

19. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

20. Subject to the provisions of the article a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Association duly convened and held. Any such resolution in writing may consist of several documents in the like form each signed by one or more of the members (or their duly authorised represent-actives).

VOTES OF MEMBERS

21. Voting members shall have one vote. Non-Voting Members are not permitted to vote unless during their course of duty in the Nomination Committee.

22. On a poll votes may be given either personally or by proxy.

23. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Association.

24. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Association or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

25. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit: -

"I/We _____ of _____ in the county of _____ being a member/members of the above named Association, hereby appoint _____ of _____ or failing him/her _____ of _____ as my/our proxy to vote for me/us on my/our behalf at the (annual or extraordinary as the case may be) general meeting of the Association, to be held on the _____ day of _____, and at any adjournment thereof.

Signed this _____ day of _____."

26. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admits: -

"I/We _____, of _____ in the county of _____, being a member/members of the above named Association hereby appoint _____ of _____ or failing him/her _____ of _____ as my/our

proxy to vote for me/us on my/our behalf at the (annual or extraordinary, as the case may be) general meeting of the Association to be held on the _____ day of _____, and at any adjournment thereof.

Signed this _____ day of _____.

This form is to be used *in favour of/against the resolution. Unless otherwise instructed, the proxy will vote as he thinks fit.

*Strike out whichever is not desired."

27. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

28. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Association at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

29. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to be tendered or given, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting whose decision shall be final and conclusive.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

30. Any corporation which is a member of the Association may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Association, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Association.

COMMITTEE OF MANAGEMENT

31. Management Committee ("the Committee"): The Committee must be made up of Voting Members.

- (a) The number of Voting Members permitted to serve on the Management Committee shall not be less than four and not more than ten.
- (b) No person who is not a member may be appointed a Member of the Committee.
- (c) The Management Committee may elect a chairman provided that member has served not less than one full year in office as either a Management Committee Member, General Secretary or Treasurer.

32. Nomination Committee ("NC"): the NC shall be open to anyone who actively supports the aims of the Association in accordance with guidelines provided by the Committee from time to time. The Nomination Committee shall meet to decide which candidates shall be put forward to serve on the Management Committee. The NC must be made up of two Voting Members, two Committee Members, one User Member and the General Secretary.

- (a) The number of members permitted to serve on the NC shall be limited to six.
- (b) The first members of the NC shall be appointed in accordance with Regulation 3(c).
- (c) In the event of a dispute the NC must bring the matter to the immediate attention of the Management Committee. The Management Committee shall act, as arbiter and its decision shall be final.
- (d) Only members of this Association can sit on the Nomination Committee
- (e) The Nomination Committee shall hold meetings from time to time and consider applications to the Management Committee. An application, which is accepted by the NC, shall be provided to the Management Committee and put forward as a candidate.
- (f) Regulations 40-44(inclusive) shall apply to the Nomination Committee.

33. The Members of the Committee may be paid all travelling, hotel and other expenses properly incurred by them in connection with the affairs of the Association.

BORROWING POWERS

34. The Management Committee ("The Committee") may exercise all the powers of the Association to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Association or of any third party.

POWERS AND DUTIES OF MEMBERS OF THE COMMITTEE

35. The business of the Association shall be managed by the Management Committee, who may pay all expenses incurred in promoting and registering the Association, and may exercise all such powers of the Association as are not, by these Articles, required to be exercised by the Association in general meeting, subject nevertheless to the provisions of these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Association in general meeting, but no regulations made by the Association in general meeting shall invalidate any prior act of the Committee which would have been valid if that regulation had not been made.

36. The Committee may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons whether nominated directly or indirectly by the Committee, to be the attorney or attorneys of the Association for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Committee under these Articles) and for such period and subject to such conditions as they may think fit.

37. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Association shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Committee shall from time to time by resolution determine.

38. The Committee shall cause minutes to be made in books provided for that purpose: -

- (a) of all appointments of Officers made by the Committee
- (b) of the names of the Members of the Committee present at each meeting of the Committee and of any sub-committee of the Committee.

DISQUALIFICATION OF MEMBERS OF THE COMMITTEE

39. The office of Member of the Committee shall be vacated if the Member: -

- (a) becomes of unsound mind; or
- (b) resigns his office by notice in writing to the Association; or
- (c) ceases to be a member of the Association.

ROTATION OF MEMBERS OF THE COMMITTEE

40. At the first annual general meeting of the Association all the Members of the Committee shall retire from office, and at the annual general meeting in every subsequent year half of the Members of the Committee for the time being shall retire from office.

41. A retiring Member of the Committee shall be eligible for re-election.

42. If the Association at the meeting at which a Member of the Management Committee retires by rotation does not fill the vacancy, the retiring Member, shall if willing to act, be deemed to have been re-appointed, unless at the meeting it is expressly resolved not to fill the vacancy or unless a resolution for the re-appointment of the Committee Member is put forward and lost.

43. Only Voting Members can be appointed to the Management Committee at any general meeting in one or two ways: -

- (a) when recommended by the Nomination Committee; or
- (b) not less than 14 days nor more than 35 clear days before the day appointed for the meeting, notice executed by a Member qualified to vote at the meeting has been given to the Association of the intention to propose that person (also a voting member) for appointment or re-appointment stating the particulars which would, if he/she were so appointed or re-appointed, be included in the Association's register of Committee Members together with a notice executed by that person of his willingness to be appointed or re-appointed.

44. The Association may from time to time by ordinary resolution increase or reduce the number of Members of the Committee, and may also determine in what rotation the increased or reduced number is to be out of office.

45. The Committee shall have power at any time and from time to time to appoint any person to be a Member of the Committee, either to fill a casual vacancy or as an addition to the existing Members of the Committee but so that the total number of Members of the Committee shall not at any time exceed the number fixed in accordance with these Articles. Any Member of the Committee so appointed shall hold office for two years and shall then be eligible for re-election but shall not be taken into account in determining the Members of the Committee who are to retire by rotation at such meeting.

46. The Association may by ordinary resolution, of which special notice has been given in accordance with the articles, remove any Member of the Committee before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Association and such Member of the Committee.

47. The Association may by ordinary resolution appoint another person in place of a Member of the Committee removed from office under the immediately preceding Article. Without prejudice to the powers of the Committee under Article 47 the Association in general meeting may appoint any person to be a Member of the Committee either to fill a casual vacancy or as an additional Member of the Committee. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a Member of the Committee on the day on which the Member of the Committee in whose place he is appointed was last elected a Member of the Committee.

PROCEEDINGS OF THE MANAGEMENT COMMITTEE

48. The Committee may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote. A Member of the Committee may, and the Secretary on the requisition of a Member of the Committee shall, at any time summon a meeting of the Committee. It shall not be necessary to give notice of a meeting of the Committee to any Member of the Committee for the time being absent from the United Kingdom.

49. The quorum necessary for the transaction of the business of the Management Committee shall be four.

50. The continuing Members of the Committee may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the structure of the Association as the necessary quorum of the Committee, the continuing Member or Members of the Committee may act for the purpose of increasing the number of Members of the Committee to that number, or of summoning a general meeting of the Association, but for no other purpose.

51. The Members of the Committee may elect a Chairman of their meetings and determine the period for which he is to hold office; but, if no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Members of the Committee present may choose one of their number to be Chairman of the meeting.

52. The Committee may delegate any of their powers to sub-committees constituting of such Member or Members of their body as they think fit provided that all proceedings of such sub-committee are reported back to the Committee as soon as possible and any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Committee. Any sub-committee shall have power unless the Committee direct otherwise to co-opt as a member or members of the sub-committee any person or persons although not being a Member of the Committee.

53. A sub-committee may elect a Chairman of its meetings; if no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for the holding of the same, the members present may choose one of their numbers to be Chairman of the meeting.

54. A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chairman shall have a second or casting vote.

55. All acts done by any meeting of the Committee or of a sub-committee of the Committee, or by any person acting as a Member of the Committee, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member of the Committee or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if

every such person had been duly appointed and was qualified to be a Member of the Committee.

56. A resolution in writing signed by all the Members of the Committee for the time being entitled to receive notice of a meeting of the Committee, shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held and may consist of several documents in a like form each signed by one or more of the Members of the Committee.

SECRETARY

57. The Secretary shall be appointed by the Committee for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them.

58. A provision of these Articles requiring or authorising a thing to be done by or to a Member of the Committee and the Secretary shall not be satisfied by its being done by or to the same person acting both as Member of the Committee and as, or in place of, the Secretary.

THE SEAL

59. The Committee shall provide for the safe custody of the Seal, which shall only be used by the authority of the Committee or of a sub-committee of the Committee authorised by the Committee in that behalf, and every instrument to which the Seal shall be affixed shall be signed by a Member of the Committee and shall be countersigned by the Secretary or by a second Member of the Committee or by some other person appointed by the Committee for that purpose.

ACCOUNTS

60. The Committee shall cause accounting records to be kept at the registered office of the Association or any places as the Association think fit, and shall always be open to the inspection of the officers of the Association.

62. The Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to inspection of members not being members of the Committee, and no member (not being a Member of the Committee) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Committee or by the Association in general meeting.

63. The Committee shall from time to time cause to be prepared and to be laid before the Association in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as referred to in those sections.

64. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in, general meeting, together with a copy of the auditor's report and report of the Committee, shall not less than twenty-one days before the date of the meeting be sent to every member of the Association. Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Association is not aware.

AUDIT

65. Auditors shall be appointed and their duties regulated.

NOTICES

66. A notice may be given by the Association to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address (if any) within the United Kingdom supplied by him to the Association for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing a notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

67. Notice of every general meeting shall be given in any manner hereinbefore authorised to: -

- (a) Every member except those members who (having no registered address within the United Kingdom) have not supplied to the Association an address within the United Kingdom for the giving of notice to them.
- (b) Every person being a legal personal representative of a member.
- (c) The auditors for the time being of the association.

No other person shall be entitled to receive notices of general meetings.

INDEMNITY

68. Every Member of the Committee or other officer of the Association shall be entitled to be indemnified out of the assets of the Association against all costs, charges, losses, expenses and liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal in which judgment is given in his favour or in which he is acquitted, and no Member of the Committee or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Association in the execution of the duties of his office or in relation thereto.

DISSOLUTION

69. Clause 7 of the Constitution of Association relating to the winding up and dissolution of the Association shall have effect as if the provisions thereof were repeated in these Articles.

RULES

70. The Management Committee may from time to time make such rules or bye-laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Association and for the purposes of prescribing classes of and conditions of membership, providing such rules or bye-laws do not conflict with the constitution of Association.

Chairman

General Secretary

David Fung

Perry Fung