

ARTICLES OF ASSOCIATION
OF
HONG KONG PRACTICAL SHOOTING ASSOCIATION LIMITED
香港實用射擊總會有限公司

Incorporated the 12th day of March, 2003.

No. 837346
編號

(COPY)

COMPANIES ORDINANCE
(CHAPTER 32)
香港法例第 32 章
公司條例

CERTIFICATE OF INCORPORATION
公司註冊證書

I hereby certify that
本人謹此證明

HONG KONG PRACTICAL SHOOTING ASSOCIATION LIMITED
香港實用射擊總會有限公司

is this day incorporated in Hong Kong under the Companies Ordinance
於本日在香港依據公司條例註冊成為
and that this company is limited.
有限公司

Issued by the undersigned on 12th March 2003.
本證書於二〇〇三年三月十二日簽發。

(Sd.) MISS R. CHEUNG

.....
for Registrar of Companies
Hong Kong
香港公司註冊處處長
(公司註冊主任 張潔心 代行)

THE COMPANIES ORDINANCE (Chapter 622)

Company Limited by Guarantee

ARTICLES OF ASSOCIATION

OF

HONG KONG PRACTICAL SHOOTING ASSOCIATION LIMITED

香港實用射擊總會有限公司

Part I

Mandatory Provisions

1. The name of the Association is "HONG KONG PRACTICAL SHOOTING ASSOCIATION LIMITED" (香港實用射擊總會有限公司) (hereinafter called "the Association").
2. The Registered Office of the Association will be situated in Hong Kong.
3. The liability of the members is limited.
4. Every member of the Association undertakes to contribute to the assets of the Association in the event of its being wound up while he is a member, or within one (1) year afterwards, for payment of debts and liabilities of the Association contracted before he 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 \$20 (Dollars twenty).
5. The Objects for which the Association is established are:-
 - (a) to promote, maintain, improve and advance the sport of practical shooting whether involving firearms, imitation, airsoft or action air firearms (the "**Sport**"), to safeguard its principles and to regulate its conduct in order to cultivate the safe and efficient use of firearms,

imitation, airsoft or action air firearms by persons of good character and in particular, but without prejudice to the generality of the foregoing, to achieve such objects by adhering to the following principles, namely, Accuracy, Power and Speed.

- (b) to comply with the constitution and regulations of the International Practical Shooting Confederation ("IPSC") and all decisions taken in accordance therewith save and except where such regulations and/or decisions are contrary to the laws of Hong Kong, which shall prevail at all times.
- (c) to act as the only governing body of the Sport recognised by IPSC and other governing bodies and government authorities whether involving firearms, imitation, airsoft or action air firearms in Hong Kong; and to sanction and/or organise competitions of the Sport; and to select, endorse, approve, recognise and/or object to the competitor status and/or credentials of any person who has his primary residence in Hong Kong taking part in any international competitions of the Sport whether involving firearms, imitation, airsoft or action air firearms governed by the rules of and/or sanctioned by IPSC.
- (d) to promote the Sport in every way in which the Council shall think proper and to take all such steps as shall be deemed necessary or advisable for preventing infringements of the rules and regulations of the Sport, or other improper methods or practices in the Sport and for protecting it from abuses.
- (e) to make, adopt, vary and publish rules and regulations for the regulation of the Sport or otherwise, and to take all such steps as shall be deemed necessary or advisable for enforcing such rules and regulations.
- (f) to provide for the affiliation of associations and clubs for the Sport and to co-operate with or assist any association or club of the Sport in any way which the Council shall think proper and for such purpose to enter into agreement or arrangement with such association or club or become a member of such association or club.
- (g) to promote, provide for, regulate and manage in all or any manner, including any arrangements for the benefit of associations or clubs, and members, competitions, local or international in Hong Kong or elsewhere, and to do or provide for all or any such matters and things as may be considered necessary for or ancillary to the comfort, conduct, conveyance, convenience or benefit of players, or of any other persons concerned or engaged in such competitions.
- (h) to acquire and provide 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 other dealings with all or any such cups, shields, or prizes as aforesaid.
- (i) to enforce the rules and regulations of the Sport and of the Association to adjudicate and decide on and issue decisions on alleged breaches of such rules and regulations by or disputes between members, associations and clubs affiliated with the Association and to enforce any award or decision as the Council shall deem proper.
- (j) to establish, provide, manage and maintain shooting ranges, training places and incidental facilities including club house and other facilities for the Sport and provide for and

encourage provision of training in the Sport for the benefit of the members, members of affiliated associations or clubs and their guests.

- (k) to buy, prepare, make, supply, sell and deal in all kinds of equipment, accessories, supplies, and all apparatus used in connection with the Sport, and all kinds of food and beverages for consumption by the members, members of affiliated associations or clubs and their guests.
- (l) 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.
- 6 The Association has power to do anything lawfully which is calculated to further its Objects but not otherwise, or is conducive or incidental to doing so. In particular, the Association has powers:
- (a) to arrange for dissemination and promotion of information and knowledge by all manners or means or media including exhibitions, demonstrations, competitions, conferences, workshops, forums, meetings, reading of papers, classes, lectures, seminars, discussions, correspondence, publication of journals, books, pamphlets, audio or video cassette tapes, computer magnetic discs, radio, television programmes, advertisements and other media or means of communication on a non-profit making basis.
 - (b) to purchase, take on lease or in exchange, to hire or otherwise acquire in Hong Kong or elsewhere any real or personal property or any rights or interests therein which the Association may think necessary or convenient for effectuating any of its objects or purposes.
 - (c) to work, use, maintain, improve, sell, allot, surrender, mortgage, charge, lease, dispose of or otherwise deal with all or any part of the property of the Association.
 - (d) to purchase, take on lease or in exchange, hire or otherwise acquire any equipment, plant, machinery, furniture, fixtures, fittings, chattels and goods of any nature or description which may be necessary or conveniently used in connection with fulfilling the objects of the Association, and to sell or otherwise dispose of the same.
 - (e) to accept any gift of property, whether subject to any special trust or not, for any one or more of the objects of the Association.
 - (f) to take such steps by personal or written appeals, public meetings or otherwise as may be deemed expedient for the purpose of procuring contributions to the funds

of the Association, in the form of donations, subscriptions or otherwise.

- (g) to promote, give, support or hold either alone or in conjunction with any other corporation, association, club or person any dinner, meeting, competition, exhibition, sporting activities, concerts, entertainment and performance of any kind with a view to furthering the Association objects and the raising of money for the purposes of the Association and to authorize, give, contribute to and distribute prizes, awards and bonuses in connection therewith.
 - (h) to borrow, raise and give security for money in such manner as the Association may think fit, and for that purpose to mortgage, charge of lien upon all or any of the property or assets of the Association (both present and future), and purchase, redeem or pay off any such securities.
 - (i) to invest and deal with the monies of the Association not immediately required for its purposes in such manner as may from time to time be determined by the Association.
 - (j) to enter into any arrangements or contracts with any governments or authorities, municipal, local or otherwise or any person or company that may be conducive to the objects of the Association or any of them, and to obtain from any such government, authority, person or company any rights, privileges and concessions which the Association may think desirable to obtain and to carry out, exercise and comply with any such arrangements, contracts, rights, privileges and concessions.
 - (k) to comply with any enactment of the Government or Ordinance for enabling the Association to carry out any of its objects for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Association interests.
 - (l) to undertake and execute any trusts or any agency business which may lawfully be undertaken by the Association and may seem directly or indirectly conducive to any of the objects of the Association.
 - (m) to support and subscribe to any local or other charities and to grant donations for any charitable public purposes and to give gratuity, pension or allowance or charitable aid on retirement to any servant or the dependents of any servant of the Association and to make payments or contributions to any fund or insurance for the purchase or provision of any such gratuity, pension or allowance.
7. (1) The income and property of the Association shall be applied solely towards the promotion of the Objects as set out in these articles.
- (2) Subject to sub-article (3) below, none of the income or property of the Association shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever to any member of the Association. No director or member of Governing Body of the Association 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 (3) below shall be given by the Association to any director or member of Governing Body.

- (3) The requirement under sub-article (2) above does not prevent the payment by the Association:
- (a) of reasonable and proper remuneration to a member of the Association not being a Director or member of Governing Body for any goods or services supplied by him or her to the Association;
 - (b) of reimbursement to a member of the Association for out-of-pocket expenses properly incurred by him or her for the Association;
 - (c) of interest on money lent by a member of the Association to the Association at a reasonable and proper rate which must not exceed 2% per annum above the prime rate prescribed for the time being by The Hongkong and Shanghai Banking Corporation Limited for Hong Kong dollar loans;
 - (d) of rent to a member of the Association for premises let by him or her 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 must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion; and
 - (e) of remuneration or other benefit in money or money's worth to a body corporate in which a member of the Association is interested solely by virtue of being a member of that body corporate by holding not more than one-hundredth part of its capital or controlling not more than a one-hundredth part of its votes.

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

Names, Addresses and Descriptions of Subscribers

YAM Yiu Ting, Benny (任耀庭) (Sd.) **YAM Yiu Ting, Benny**
2/F., Futura Plaza, 111-113 How Ming Street, Kwun Tong, Kowloon.
Merchant

Yam Man Kit, Pharaoh (任文傑) (Sd.) **YAM Man Kit, Pharaoh**
2/F., Futura Plaza, 111-113 How Ming Street, Kwun Tong, Kowloon.
Merchant

LAU Siu Keung James (劉兆強) (Sd.) **LAU Siu Keung James**
Room 516, Hiu Sing House, Hiu Lai Court, Hiu Kwong Street, Kowloon.
Merchant

KOON Hon Chuen Evette (官漢銓) (Sd.) **KOON Hon Chuen Evette**
Flat B, 2/F., Block 10, Beacon Heights, 10 Lung Ping Road, Kowloon.
Merchant

HO Ying Hang Eddie (何應衡) (Sd.) **HO Ying Hang Eddie**
10/F., York Mansion, 159 Argyle Street, Kowloon.
Merchant

Dated the 1st day of February 2003.

WITNESS to the above signatures:-

(Sd.) **Lai Ka Cheung**

Lai Ka Cheung
Certified Public Accountant, Hong Kong
Room 709, Han Fung Tower, 173 Des Voeux Road C., Hong Kong.

THE COMPANIES ORDINANCE (Chapter 622)

Company Limited by Guarantee

ARTICLES OF ASSOCIATION

OF

HONG KONG PRACTICAL SHOOTING ASSOCIATION LIMITED

香港實用射擊總會有限公司

Part II: Other Articles

Preliminary

1. In these Articles unless there is something in the subject or context inconsistent therewith:-

“Association” means the “Hong Kong Practical Shooting Association Limited”.

“Executive Council” or “Council” means the Executive Council of the Association.

“ROC” means “Range Officers Committee”.

“IPSC” means “International Practical Shooting Confederation”.

“President” means the president of the Association

“Ordinance” means the Companies Ordinance, Chapter 622 of the laws of Hong Kong and all statutory modifications or amendments thereof for the time being in force.

“Rules” means these Articles, rules and regulations from time to time issued or adopted by the Association and/or IPSC.

An individual is deemed to have his “primary residence” in Hong Kong if during a period of 12 months immediately preceding the first day of the calendar month in which an application for registration as a Member or for a competition licence in the Sport is submitted to the Council, he has resided in Hong Kong for not less than 183 days in aggregate. The Council shall have the final determination as to whether an individual has his primary residence in Hong Kong.

Where appropriate words importing the singular number shall include the plural and words importing the feminine shall include the masculine and neuter and the converse shall also apply in each case, save where otherwise indicated by the content of these Articles.

The regulations in Schedule 3 (Model articles for companies limited by guarantee) to the Companies (Model Articles) Notice, Cap.622H, shall form part of these Articles save insofar as they are hereby excluded or modified or are inconsistent with the Articles contained herein.

These Articles shall be construed with reference to the provisions of the Ordinance and subject as aforesaid the terms used in these Articles shall be taken as having the same respective meanings as they have when used in the Ordinance provided that in the event of conflict between the terms of the Ordinance in the interpretation of a term used in these Articles the former shall prevail.

The Articles of Association shall govern the internal affairs of the Association and its relationship with members.

MEMBERSHIP

2. The Association is a non-political and non-religious organization, and it shall neither favour nor discriminate on the basis of age, race, ethnicity, nationality, gender, sexual preference, civil status, social status, physical disability, vocation, employment or financial standing in the community.
3. The number of members with which the Association proposes to be registered shall be unlimited.
4. There shall be three types of members:-

4.1 FULL MEMBERS

An individual who:-

- (a) is qualified to lawfully possess firearms in accordance with the laws of Hong Kong;
- (b) possesses a valid Hong Kong Identity Card;
- (c) has his primary residence in Hong Kong;
- (d) has passed the firearms competency test approved by the Council; and
- (e) has duly completed the prescribed application form, provided documentary proof of his qualifications as above mentioned and other information the Council may deem fit and paid the prescribed joining and/or other fees applicable

may be admitted as a Full Member at the absolute discretion of the Council.

4.2 ASSOCIATE MEMBERS

An individual who:-

- (a) possesses a valid Hong Kong Identity Card;
- (b) has his primary residence in Hong Kong;
- (c) has passed the imitation, airsoft or action air firearms competency test approved by the Council; and
- (d) has duly completed the prescribed application form, provided documentary proof of his qualifications as above mentioned and other information the Council may deem fit and paid the prescribed joining and/or other fees applicable

may be admitted as an Associate Member at the absolute discretion of the Council.

4.3 CORPORATE MEMBERS

A body corporate which:-

- (a) is a limited company duly registered and substituting under the Ordinance or a society duly registered and subsisting under the Societies Ordinance (Cap.151, Laws of Hong Kong);
- (b) has its registered address situated in Hong Kong;
- (c) promotes the safe, lawful, responsible and competitive use of all types of firearms, imitation, airsoft or action air firearms, in all forms of recreational sport shooting;
- (d) has maintained a membership of individual members of not lower than the prescribed number as determined from time to time by the Council; and
- (e) has duly completed the prescribed application form, provided documentary proof of its qualifications as above mentioned and other information the Council may deem fit and paid the prescribed joining and/or other fees applicable

may be admitted as a Corporate Member at the absolute discretion of the Council.

- 5.(a) A Full Member is entitled to compete in all competitions in the Sport organized or sanctioned by the Association or IPSC, and he shall be issued with a membership card

stating his credentials and the duration of his membership.

- (b) An Associate Member is entitled to compete in all competitions in Airsoft or Action Air Firearms Practical Shooting organised or sanctioned by the Association or IPSC, and he shall be issued with a membership card stating his credentials and the duration of his membership.
 - (c) A member of a Corporate Member may apply to the Association for a licence for competitions in the Sport as a Full Member or for all competitions in Airsoft or Action Air Firearms Practical Shooting as an Associate Member as the case may be according to whether he has the qualifications prescribed under Article 4.1 or Article 4.2 above. Upon his having duly completed the prescribed application form, provided documentary proof of his qualifications as above mentioned and other information as the Council may deem fit and paid the prescribed licence fees, he may be issued the relevant licence for competitions organised or sanctioned by the Association or IPSC.
- 6. Every Full Member shall have fifty votes and every Associate Member and every Corporate Member shall each have one vote at each general meeting of members of the Association.
 - 7. Every Full Member in good standing is eligible to become a candidate for the election of an Officer of the Association. Every Associate Member in good standing is eligible to become a candidate for the election of the Representative of the Associate Members. Every Corporate Member in good standing is eligible to nominate an individual member of the Corporate Member to become a candidate for the election of the Representative of the Corporate Members.
 - 8. Membership of the Association is non-transferable.
 - 9. In respect of all memberships, the Executive Council shall be authorized, by a simple majority vote, to:
 - (a) Consider and either approve or reject all applications for membership or renewal of membership;
 - (b) Determine the fees payable for, and the duration of, each type of membership;
 - (c) Establish additional types of membership and to determine the relevant fees payable;
 - (d) Determine the format, nature and design of all membership cards; and
 - (e) Create, modify and/or authorize use of the official Association logo.
 - 10. All applications for membership of the Association shall be made on approved forms, which shall be available for download from the official website operated by the Association.
 - 11. The Council may reject applications for membership, in which case the applicant shall be notified, however the reasons for such rejection should, but need not, be communicated to the applicant. A full refund shall be given, within thirty (30) days, to any individual whose application for membership has been rejected.

12. (a) No member shall exercise any right of membership until he shall have paid his any moneys due from him to the Association.
- (b) A member may withdraw from membership of the Association by giving 7 days' notice to the Association in writing.
- (c) A person's membership terminates when that member dies or ceases to exist.
- (d) The Council may resolve to terminate a member's membership if his membership fee has been in arrear for over 60 days and having been given not less than 14 days' written notice to settle the arrear.
- (e) If any member shall violate the Rules of the Association from time to time made, or if such member's conduct in or out of the Association shall, in the opinion of the Council be injurious to the objects, character or operations of the Association, or has brought or may bring the Association into disrepute, the Council may, after enquiry, resolve by at least a two-third majority of the Council to discipline, suspend or expel such member from the Association. Such member, however, shall have the right by written notice to the Council within 14 days of being notified in writing of the passing of such resolution to request for the calling of an extraordinary general meeting to determine this matter. The Council shall thereupon by giving at least 14 days' notice call an extraordinary general meeting to determine such appeal. At such extraordinary general meeting, such appeal shall be determined by an ordinary resolution.
- (f) No refunds of membership fees in full or part thereof shall be given in the event of termination of membership.

EXECUTIVE COUNCIL

13. The Executive Council of the Association shall comprise the 5 Officers, namely the President, Vice-President, Secretary, Treasurer and the ROC Chairperson all of whom shall be Full Members, and one member elected from and by the Associate Members as the Representative of the Associate Members and one individual being a member of a Corporate Member elected from and by the Corporate Members as the Representative of the Corporate Members.
14. The President, with the advice and consent of the Executive Council, is responsible for the day-to-day conduct and management of the Association.
15. The President alone may establish or dissolve the committees of the Association, which will work within the terms of reference specified by him. The President shall appoint delegates thereto and may remove delegates therefrom, at his sole discretion.
16. The President shall serve as Chairman of all meetings of the Executive Council and of the Annual General Meeting (and any Extraordinary General Meetings), and he shall be an "ex-officio" member of all committees.

17. The President shall assume the duties and responsibilities as IPSC Hong Kong Regional Director, for as long as the Association is recognized by IPSC as being the Regional Directorate for Hong Kong. Moreover, the President shall ensure that the Association remains current in respect of its financial and all other obligations to IPSC, and any other international organizations of which the Association is a member.
18. The Vice-President shall assume all duties and responsibilities of the President in his absence or in the event that the President is incapacitated. The Vice-President shall be an "ex-officio" member of all committees, and he shall perform such other duties as the President shall reasonably request.
19. The Secretary shall keep an accurate record of all meetings of the Executive Council and of the Annual General Meeting (and any Extraordinary General Meetings), and he shall perform other such duties as the President may reasonably request.
20. The Treasurer, in collaboration with the President, is responsible for safe-keeping of all monies, goods, chattels and other property owned by the Association, and for the lawful, timely and proper conduct of the financial affairs of the Association, and he shall perform other such duties as the President may reasonably request.
21. The ROC Chairperson, in collaboration with the President, is responsible for the training, certification, conduct, discipline, promotion and management of Association certified range officials, and he shall perform such other duties as the President may reasonably request.

MEETINGS OF THE EXECUTIVE COUNCIL

22. The Executive Council shall convene not less than four (4) times per annum, on dates to be determined by the President.
23. Notice of the meeting shall be communicated to all members of the Executive Council, in writing, not less than seven (7) days prior to the meeting date. Notice of the meeting may be sent by fax, email or other electronic means, or published by an announcement on the primary entry page of the official web site operated by the Association. Notice of the meeting shall include details of the time, date and venue of the meeting.
24. A quorum of all meetings of the Executive Council shall be three (3) Officers. Proxies are not permitted.
25. In the event that a quorum is not achieved or if the Black Rainstorm Warning or Typhoon Signal 8 or higher is hoisted on the day of the proposed meeting, the meeting shall be rescheduled by the President as soon as practicable thereafter, but not more than fourteen (14) days later.
26. At meetings of the Executive Council, each Officer shall have one (1) vote. In the event of a tie, the Chairman of the meeting shall have a second or casting vote.
27. A majority of the Executive Council may call an "Emergency Meeting" at any time, provided that the terms of Articles 22 to 25 are satisfied.

ELECTION, APPOINTMENT & RETIREMENT OF OFFICERS

28. The President shall be elected by a simple majority of members physically present at the Annual General Meeting.
29. The President so elected shall hold office until he shall retire from office and be eligible for re-election at the second Annual General Meeting held after the Annual General Meeting at which he is last elected or until another eligible candidate is elected as President in accordance with these Articles, whichever the later. Each of the Representatives of the Associate Members and the Representative of the Corporate Members shall hold office until he shall retire from office and be eligible for re-election at the second Annual General Meeting held after the Annual General Meeting at which he is last elected or until another eligible candidate is elected in his place in accordance with these Articles.
30. Subject to Articles 7, 13 and 29 relating to the election of the respective Representatives of the Associate Members and of the Corporate Members, the President shall, at his sole discretion, appoint or confirm all other members of the Executive Council who shall remain in office until they retire or are replaced by the President or otherwise disqualified to act as such under Article 33. The President shall fill vacancies occurring on the Executive Council.
31. In the event that the President retires or is unable to carry out his duties due to physical impairment, illness or death or otherwise disqualified to act as such, then the next most senior officer of the Association (i.e. the Vice-President, the Secretary, the Treasurer or the ROC Chairperson, in that order), shall assume the position of President until the next Annual General Meeting, and he shall, in the interim period, fill any vacancies occurring on the Executive Council.
32. In the event there are no Officers willing or able to assume the presidency by seniority under these circumstances, an Extraordinary General Meeting shall be called, and the members present thereat shall elect a new President.
33. A person ceases to be a member of the Council if the person—
 - (a) ceases to be a director under the Ordinance or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) or is prohibited from being a director by law;
 - (b) becomes bankrupt or makes any arrangement or composition with the person's creditors generally;
 - (c) becomes a mentally incapacitated person;
 - (d) resigns the office of member of the Council by notice in writing of the resignation in accordance with section 464(5) of the Ordinance;

- (e) for more than 6 months has been absent without the Council's permission from Council's meetings held during that period;
- (f) is removed from the office of member of the Council by an ordinary resolution of the Association; or
- (g) the Corporate Member who has nominated him for the appointment has revoked in writing its nomination.

ANNUAL GENERAL MEETING

- 34. Subject to the Ordinance, an Annual General Meeting shall be convened once in any calendar year on a date determined by the President, who shall issue a notice to members not less than 21 clear days prior to the date of the meeting.
- 35. Notice of the meeting may be sent by fax, email or other electronic means to all members, or published by a prominently placed announcement on the official web site operated by the Association. Notice of the meeting shall include details of the time, date and venue of the meeting and shall include a provisional agenda.
- 36. Members shall notify the President not less than 14 clear days prior to the date of the meeting of any matters they wish to be included on the final agenda, and such matters shall be included on the final agenda.
- 37. Members wishing to run for President shall send notice in writing of their intention to run for office to the Secretary, by fax, email or other electronic means, not less than 14 clear days prior to the date of the meeting, on which date the list of candidates shall close. The Secretary shall promptly acknowledge his receipt of such notice to each candidate.
- 38. In respect of the election of the President, the Secretary shall ensure that the final agenda includes a list of all candidates running for President. The list shall carry first the name of the incumbent President, if he is standing for re-election, and thereafter the name of each other candidate in alphabetical order by surname.
- 39. The President shall publish the final agenda, in accordance with Article 39, not less than 7 days prior to the date of the meeting, and the final agenda shall include the following business:
 - Minutes of the previous meeting;
 - The Executive Council's report;
 - The Audited Financial Statements and Auditors' Report;
 - The ROC Chairperson's report;
 - Election of the President and Representatives of the Associate and Corporate Members (if applicable);
 - Any other business.

40. A quorum at the Annual General Meeting shall be fifteen (15) members present in person or by proxy.
41. In the event that a quorum is not achieved or if the Black Rainstorm Warning or Typhoon Signal 8 or higher is hoisted on the day of the scheduled meeting, it shall be rescheduled by the President as soon as possible thereafter, but not more than sixty (60) days later. In such an event, details of the rescheduled meeting shall be published by a prominently placed announcement on the official web site operated by the Association, not less than 21 clear days prior to the date of the rescheduled meeting.⁴² At the Annual General Meeting, each member present in person or by proxy shall have one (1) vote, which shall be cast "viva voce" or by a show of hands, as determined by the President, save and except where a member calls for a vote be taken by ballot or poll. Election of the President and Representatives of the Associate Members and Corporate Members shall always be conducted by ballot or poll. Motions on the agenda shall be carried by a simple majority. In the event of a tie, the Chairman of the meeting shall have a second or casting vote. Proxies are permitted in a poll or ballot vote.
43. In respect of election of the President and Representatives of the Associate Members and Corporate Members, in the event that no candidate receives a simple majority of the votes cast on the first ballot, the person with the fewest number of votes shall be struck from the list, and a further ballot shall be taken, and so forth, until one candidate receives a simple majority of the votes cast.
44. The Annual General Meeting shall be chaired by the President, or in his absence the Vice-President, or in his absence the Secretary, or in the absence of all three, the members physically present shall elect a chairman and secretary of the meeting from among those present.
45. Prior to the commencement of each Annual General Meeting, the Secretary of the meeting shall compile and present to the Executive Council a list of those members present and entitled to vote.
46. Members attending the Annual General Meeting shall clearly display their current membership cards on their person in order to facilitate the counting of votes and/or the distribution of ballots, as the case may be. In the event of a dispute in respect of a member's eligibility to vote, the Secretary shall determine eligibility according to official Association records, and the Secretary's decision in such matters shall be final and conclusive.
47. (1) A proxy may only validly be appointed by a notice in writing (proxy notice) that—
 - (a) states the name and membership class and number of the member appointing the proxy;
 - (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - (c) is authenticated, or is signed on behalf of the member appointing the proxy; and

- (d) is delivered to the Association in accordance with these articles and any instructions contained in the notice of the general meeting in relation to which the proxy is appointed.
 - (2) The Association may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
 - (3) If the Association requires or allows a proxy notice to be delivered to it in electronic form, it may require the delivery to be properly protected by a security arrangement it specifies.
 - (4) A proxy notice may specify how the proxy appointed under it is to vote (or that the proxy is to abstain from voting) on one or more resolutions dealing with any business to be transacted at a general meeting.
 - (5) Unless a proxy notice indicates otherwise, it must be regarded as –
 - (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the general meeting; and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.
48. (a) If a proxy notice is not authenticated, it must be accompanied by written evidence of the authority of the person who executed the appointment to execute it on behalf of the member appointing the proxy.
- (b) A proxy notice does not take effect unless it is received by the Association—
 - (i) for a general meeting or adjourned general meeting, at least 48 hours before the time appointed for holding the meeting or adjourned meeting; and
 - (ii) for a poll taken more than 48 hours after it was demanded, at least 24 hours before the time appointed for taking the poll.
 - (c) An appointment under a proxy notice may be revoked by delivering to the Association a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
 - (d) A notice revoking the appointment only takes effect if it is received by the Association—
 - (i) for a general meeting or adjourned general meeting, at least 48 hours before the time appointed for holding the meeting or adjourned meeting; and
 - (ii) for a poll taken more than 48 hours after it was demanded, at least 24 hours before the time appointed for taking the poll.

EXTRAORDINARY GENERAL MEETING

49. A majority of the Executive Council, or a minimum of ten (10) members, may call an Extraordinary General Meeting at any time provided that a notice shall be sent to all members not less than 21 clear days prior to the proposed meeting.
50. Notice of the meeting may be sent by fax, email or other electronic means, or published by a prominently placed announcement on the official web site operated by the Association. Notice of the meeting shall include details of the time, date and venue of the proposed meeting.
51. Notice of the meeting shall state the reason(s) for the meeting, and it shall include the names of the Executive Council members, or the names and membership numbers of the ten (10) members (as the case may be), who have called the meeting.
52. A quorum at any Extraordinary General Meeting shall be fifteen (15) members physically present or by proxy.
53. In the event that a quorum is not achieved or if the Black Rainstorm Warning or Typhoon Signal 8 or higher is hoisted on the day of the scheduled meeting, the meeting shall be rescheduled as soon as practicable thereafter, but not more than 21 days later. In such an event, details of the rescheduled meeting may be sent by fax, email or other electronic means to all members or published by a prominently placed announcement on the official web site operated by the Association, not less than seven (7) days in advance of the rescheduled meeting.
54. At any Extraordinary General Meeting, each member present in person or by proxy shall have one (1) vote, which shall be cast "viva voce" or by a show of hands, as determined by the President, save and except where a member calls for a vote be taken by ballot or by poll. Motions on the agenda shall be carried by a simple majority. In the event of a tie, the Chairman of the meeting shall have a second or casting vote. Proxies shall be permitted.
55. Any Extraordinary General Meeting shall be chaired by the President, or in his absence the Vice-President, or in his absence the Secretary, or in the absence of all three, the members physically present shall elect a chairman and secretary of the meeting from among those present.
56. Prior to the commencement of any Extraordinary General Meeting, the Secretary of the meeting shall compile and present to the Executive Council a list of those members present and entitled to vote.
57. Members attending any Extraordinary General Meeting shall display their current membership cards on their person in order to facilitate the counting of votes and/or the distribution of ballots, as the case may be. In the event of a dispute in respect of a member's eligibility to vote, the Secretary shall determine eligibility according to official Association

records, and the Secretary's decision in such matters shall be final and conclusive.

RULES OF COMPETITION

58. The Association shall fully comply with all prevailing rules of competition and all other conditions applicable to, and published by, each shooting discipline governed by an international body of which the Association is a member, save and except where such rules and/or other conditions are contrary to the laws of Hong Kong, which shall prevail at all times.

ADMINISTRATIVE ARRANGEMENTS

59. (a) A common seal may only be used by the authority of the Council.
- (b) A common seal must be a metallic seal having the Association's name engraved on it in legible form.
- (c) Subject to paragraph (b), the Council may decide by what means and in what form a common seal is to be used.
- (d) Unless otherwise decided by the Council, if the Association has a common seal and it is affixed to a document, the document must also be signed by at least 2 members of the Council.
60. Unless otherwise resolved by the Council, all cheques, promissory notes, drafts, bills of exchange and other negotiable or transferable instruments shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two members of the Council.
61. A person is not entitled to inspect any of the Association's accounting or other records or documents merely because of being a member, unless the person is authorised to do so by -
- (a) an enactment;
- (b) an order under section 740 of the Ordinance;
- (c) the Council; or
- (d) an ordinary resolution of the Association.
62. (a) A member of the Council or former member of the Council of the Association may be indemnified out of the Association's assets against any liability incurred by him to a person other than the Association or an associated company of the Association in connection with any negligence, default, breach of duty or breach of trust in relation to the Association.
- (b) Sub-article (a) above only applies if the indemnity does not cover -

- (i) any liability of the member of the Council to pay -
 - (a) a fine imposed in criminal proceedings; or
 - (b) a sum payable by way of a penalty in respect of non-compliance with any requirement of a regulatory nature; or
 - (ii) any liability incurred by the member of the Council-
 - (a) in defending criminal proceedings in which he is convicted;
 - (b) in defending civil proceedings brought by the Association, or an associated company of the Association, in which judgment is given against him;
 - (c) in defending civil proceedings brought on behalf of the Association by a member of the Association or of an associated company of the Association, in which judgment is given against the director;
 - (d) in defending civil proceedings brought on behalf of an associated company of the Association by a member of the associated company or by a member of an associated company of the associated company, in which judgment is given against him; or
 - (e) in connection with an application for relief under section 903 or 904 of the Ordinance in which the Court refuses to grant him relief.
 - (c) A reference in sub-article (b)(ii) above to a conviction, judgment or refusal of relief is a reference to the final decision in the proceedings.
 - (d) For the purposes of sub-article (c) above, a conviction, judgment or refusal of relief -
 - (i) if not appealed against, becomes final at the end of the period for bringing an appeal; or
 - (ii) if appealed against, becomes final when the appeal, or any further appeal, is disposed of.
 - (e) For the purposes of sub-article (d) (ii) above, an appeal is disposed of if -
 - (i) it is determined, and the period for bringing any further appeal has ended; or
 - (ii) it is abandoned or otherwise ceases to have effect.
63. The Council may decide to purchase and maintain insurance, at the expense of the Association, for a member of the Council of the Association against -
- (a) any liability to any person attaching to the member of the Council in connection with any negligence, default, breach of duty or breach of trust (except for fraud) in relation

to the Association; or

- (b) any liability incurred by the director in defending any proceedings (whether civil or criminal) taken against the member of the Council for any negligence, default, breach of duty or breach of trust (including fraud) in relation to the Association.
64. The Council must cause the information of the Association to be adequately recorded for future reference as required by the Ordinance. The Association may decide in what format the Association records should be kept.
65. (a) The Council must prepare annual financial statements for each accounting reference period as required by the Ordinance. The financial statements must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Hong Kong Institute of Certified Public Accountants or its successors and adhere to all of its recommended practices.
- (b) The Council must keep accounting records as required by the Ordinance.

Names, Addresses and Descriptions of Subscribers

YAM Yiu Ting, Benny (任耀庭) (Sd.) **YAM Yiu Ting, Benny**
2/F., Futura Plaza, 111-113 How Ming Street, Kwun Tong, Kowloon.
Merchant

Yam Man Kit, Pharaoh (任文傑) (Sd.) **YAM Man Kit, Pharaoh**
2/F., Futura Plaza, 111-113 How Ming Street, Kwun Tong, Kowloon.
Merchant

LAU Siu Keung James (劉兆強) (Sd.) **LAU Siu Keung James**
Room 516, Hiu Sing House, Hiu Lai Court, Hiu Kwong Street, Kowloon.
Merchant

KOON Hon Chuen Evette (官漢銓) (Sd.) **KOON Hon Chuen Evette**
Flat B, 2/F., Block 10, Beacon Heights, 10 Lung Ping Road, Kowloon.
Merchant

HO Ying Hang Eddie (何應衡) (Sd.) **HO Ying Hang Eddie**
10/F., York Mansion, 159 Argyle Street, Kowloon.
Merchant

Dated the 1st day of February 2003.

WITNESS to the above signatures:-

(Sd.) **Lai Ka Cheung**

Lai Ka Cheung
Certified Public Accountant, Hong Kong
Room 709, Han Fung Tower, 173 Des Voeux Road C., Hong Kong.