

**MEMORANDUM
AND
ARTICLES OF ASSOCIATION**

AND

OF

ORIENTEERING ASSOCIATION OF HONG KONG LIMITED
(香港野外定向總會有限公司)

Incorporated the 24th day of August, 1998.

HONG KONG

Printed By Victon Registrations Limited Tel: 2845 0884 (3 Lines)

No. 652985

[COPY]

**COMPANIES ORDINANCE
(CHAPTER 32)**

CERTIFICATE OF INCORPORATION

I hereby certify that

ORIENTEERING ASSOCIATION OF HONG KONG LIMITED
(香港野外定向總會有限公司)

is this day incorporated in Hong Kong under the Companies Ordinance, and that
this company is limited

Issued by the undersigned on 24 August 1998.

(Sd.) MISS F. LAM

.....
for Registrar of Companies
Hong Kong

THE COMPANIES ORDINANCE
(CHAPTER 32)

SPECIAL RESOLUTION
OF
ORIENTEERING ASSOCIATION OF HONG KONG LIMITED
香港定向總會有限公司

At an extraordinary general meeting of the company held at Olympic House on the 24th June 2012, the following resolutions were duly proposed and passed as:-

Amendment of the Company's Articles of Association

It was resolved that the following resolutions be passed as a Special Resolution:

“THAT the Articles of Association of the company be amended by:-

(i) Amending Article 12.g. as follows:-

“A Training Secretary” in place of “A Training and Coaching Secretary”.

(ii) Adding the following as Article 12.i. :-

A Coaching Secretary

(iii) Adding the following as Article 12.j. :-

A Fixture Secretary

(iv) Deleting Article 24.d. and substituting the following as 24.d.:-

“Training Committee

The Training Secretary shall be the Chairman of the Training Committee. The Training Committee shall consist of at least three Full Members appointed by the Executive Committee and shall be responsible for the planning and co-ordination of local Orienteering training.”

(v) Adding the following as new Article 24.f.:-

“Coaching Committee

The Coaching Secretary shall be the Chairman of the Coaching Committee. The Coaching Committee shall consist of at least three Full Member appointed by the Executive Committee and shall be responsible for the planning and co-ordination of National Coaching Scheme and the training of the National Squad.”

- (vi) Adding the following as new Article 24.g.:-

“Fixture Committee

The Fixture Secretary shall be the Chairman of the Fixture Committee. The Fixture Committee shall consist of at least three Full Members appointed by the Executive Committee and shall be responsible for the management and development of orienteering competitions in Hong Kong and the allocation of event dates on the Calendar of the Association, . In the consequence of two or more Affiliated Clubs scheduling events for the same date, if they can not resolve the matter, it shall be referred to the Fixture Committee who shall arbitrate and set dates accordingly with the interests of the Affiliated Clubs and of the Association in view. In this matter the decision of the Fixture Committee shall be binding on all concerned.”

- (vii) Adding the following as new Article 24.h.:-

“Selection Committee

The Fixture Secretary shall be the Chairman of the Selection Committee. The Selection Committee shall consist of at least three Full Members appointed by the Executive Committee and shall be responsible for selecting the Manager and all Team Members of any team to represent Hong Kong in any Orienteering event. All decision, actions and selections of the Selection Committee shall be subject to the approval by the Executive Committee.”

Dated: 24 June 2012

(Sd.) YUE Ting Wang Dominic
Chairman

**THE COMPANIES ORDINANCE
(CHAPTER 32)**

**SPECIAL RESOLUTION
OF**

ORIENTEERING ASSOCIATION OF HONG KONG LIMITED

香港野外定向總會有限公司

At an extraordinary general meeting of the company held at Olympics House on the 26th September 2011, the following resolutions were duly proposed and passed as:-

Amendment of the Company's Memorandum of Association

It was resolved that the Memorandum of Association be amended as follows :

- (i) 3.e. Adding “, Associate Clubs” after “Affiliated Clubs”.
- (ii) 3.f Adding “ Associate Clubs” after “Affiliated Clubs”.

Amendment of the Company's Articles of Association

It was resolved that the following resolutions be passed as a Special Resolution:

“THAT the Articles of Association of the company be amended by:-

- (i) Deleting Article 3.b. and substituting the following as 3.b.:-
Affiliation shall not be granted unless the Executive Committee is satisfied that the applicant is a properly constituted and active Orienteering Club and the affair or which are conducted in a satisfactory manner. To encourage the development of orienteering in Hong Kong, the Executive Committee may register any orienteering clubs applying for affiliation to the Association but failed to satisfy the conditions for affiliation as an Associate club to the Association.
- (ii) Adding a new Article 3.f.:-
The Executive Committee in consultation with the Council shall periodically examine the status of organization and activities of Affiliated Clubs and Associate Clubs in the preceding years. Consequently, the Executive Committee shall review clubs membership status and decide to register orienteering clubs as either Affiliated Clubs or Associate Clubs correspondingly on annual club membership renewal.

- (iii) Adding “and Associate Clubs” after “Affiliated Clubs” in Articles 3.c, 3.d, 3.e, 4.a, 57, 60, 66, 68, 71, and 73.
- (iv) Adding “and Associate Club” after “Affiliated Club” in Articles 3.e, 5.b.v, 7, 30, 39 and 65
- (v) Adding “or Associate Club” after “Affiliated Club” in Articles 4.e and 4.f.
- (vi) Adding “or Associate Clubs” after “Affiliated Clubs” in Article 72.
- (vii) Adding “, Associate Club” after “Affiliated Club” in Articles 11, 31, 58 and 61.
- (viii) Deleting Article 5.b.iii and substituting the following as 5.b.iii:-
Only Full Members of Affiliated Clubs shall have the right to act in any official capacity within the Association or during any activity of the Association.
- (ix) Deleting Article 13 and substituting the following as 13:-
Not more than three Full Members of an Affiliated Club may be elected as Executive Committee member. Only Full Members of Affiliated Clubs may be appointed to the Executive Committee. All Executive Committee Members shall hold office for two years and shall be elected biennially at the Annual General Meeting of the Association.
- (x) Deleting Article 16 and substituting the following as 16:-
The Association shall have a Council comprising the Executive Committee members and members not exceeding one per Affiliated Club and Associate Club. Only Full Members of the Association may be appointed to the Council.

Dated: 26 September 2011

(Sd.) YUE Ting Wang Dominic
Chairman

**THE COMPANIES ORDINANCE
(CHAPTER 32)**

**SPECIAL RESOLUTION
OF**

ORIENTEERING ASSOCIATION OF HONG KONG LIMITED

香港野外定向總會有限公司

At an extraordinary general meeting of the company held at Sports House on the 24th June 2007, the following resolutions were duly proposed and passed as:-

Amendment of the Company's articles of association

RESOLVE THAT the following resolutions be passed as a Special Resolution:

“THAT the Articles of Association of the company be amended by:-

- (i) Deleting Article 12(e) and 12(j) and re-numbering Article 12 (f) to 12(e); Article 12(g) to 12(f); Article 12(h) to 12(g) and Article 12(i) to 12(h).

- (ii) Deleting Article 24(c) and re-numbering Article 24 (d) to 24(c); Article 24(e) to 24(d) and Article 24(f) to 24(e).

Dated: 24 June 2007

(Sd.) Lee Chi Kin

Chairman

**THE COMPANIES ORDINANCE
(CHAPTER 32)**

**SPECIAL RESOLUTIONS
OF**

ORIENTEERING ASSOCIATION OF HONG KONG LIMITED

香港野外定向總會有限公司

At an extraordinary general meeting of the company held at the Sports House on the 12th day of June 1999, the following resolutions were duly proposed and passed as:-

SPECIAL RESOLUTIONS

AMENDMENT OF ARTICLES

It was resolved that the articles of association is amended as follows :

12g “A Promotion and Development Secretary” in place of “A Promotion and Fundraising Secretary”.

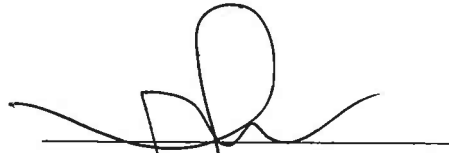
24b “Promotion and Development Committee

The Promotion and Development Secretary shall be the Chairman of the Committee. The Promotion and Development Committee shall consist of at least three Full Members and shall be responsible for the promotion of Orienteering within Hong Kong and the organisation of fundraising projects for the Association.” In place of

“Promotion and Fundraising Committee

The Promotion and Fundraising Secretary shall be the Chairman of the Committee. The Promotion and Fundraising Secretary shall consist of at least three Full Members and shall be responsible for the promotion of Orienteering within Hong Kong and the organisation of fundraising projects for the Association.

END OF MEETING : This concluded the business of the meeting


Chairman

HONG KONG DATED THE 12TH DAY OF JUNE 1999

THE COMPANIES ORDINANCE (CHAPTER 32)

Company Limited by Guarantee
And not having a Share Capital

Memorandum of Association

of

ORIENTEERING ASSOCIATION OF HONG KONG LIMITED

(香港定向總會有限公司)

1. The name of the Company is Orienteering Association of Hong Kong Limited (香港野外定向總會有限公司). (Hereinafter called the Association).
2. The registered office of the Association will be situated in Hong Kong.
3. The Objects for which the Association is established are: -
 - a. To promote and safeguard the interest of Orienteering in whatsoever nature and kind in Hong Kong or elsewhere.
 - b. To promote and encourage participation in Orienteering by all sections of the community in Hong Kong.
 - c. To affiliate and to co-operate in carrying out these objects with the International Orienteering Federation.
 - d. To seek and maintain membership of the Amateur Sports Federation and Olympic Committee of Hong Kong
 - e. To promote in Hong Kong or elsewhere the benefit, welfare and interest of the Affiliated Clubs, *Associate Clubs (amd 26 Sept. 2011)* and registered Members of all types and to promote friendship and mutual co-operation among them.
 - f. To ensure that Affiliated Clubs, *Associate Clubs (amd 26 Sept. 2011)*, Full Members, Associate Members and Student Members are abided by the Memorandum and Articles of Association and By-Laws of the Association.
 - g. To control and administer the Annual Championships of the Association and any other Orienteering events as may be scheduled by the Association.
 - h. To select the coach, manager, officials, and all members of any team to represent Hong Kong in any Orienteering event.
 - i. To hold or arrange or to co-operate with other similar association or associations in holding or arranging competitions in Orienteering of what so ever nature or kind.
 - j. To deal with all matters relating to Orienteering in Hong Kong.
 - k. To employ with or without remuneration such officers and persons as the Club may think fit for the carrying out of its objects.

- l. To invest the money of the Association for the purposes in or upon such investment, securities or property as may be thought fit.
- m. To purchase take on lease or exchange, receive as gifts, or otherwise acquire any land, building, real personal property and rights or privileges which the Association may think necessary or convenient for the promotion of its objects and to erect, alter, reconstruct and maintain its buildings, and to deal with and dispose of its property of whatever kind in such manner as the Association may think fit.
- n. To grant , sell, convey, assign surrender, exchange, partition, yield up , mortgage, demise, reassign, transfer or otherwise dispose of any lands, buildings, messages, tenements, mortgages, debenture, funds, shares or securities which are for the time being vested in or belongs to the Associations upon such terms as the Association may deem fit.
- o. To borrow, raise and secure the payment of moneys in such manner and on such terms and conditions as the Association shall think fit, and in particular, by the issue of debentures and debenture stock, new or otherwise, charged upon all or any of the Association's property (both present and future), movable or immovable, and to purchase, discharge and redeem same, and by mortgage on the Association's immovable property and by mortgage or pledge on the movable property, and to redeem, discharge and pay off any such mortgage or pledge.
- p. To enter into, sign and execute agreements and contracts and to sign, drawn, accept, endorse, issue, transfer, cancel redeem, discount, purchase or otherwise deal in bill, bills of exchange, promissory notes, cheques, letters of credit, bills of lading, acquittances, warrants, any negotiable or non-negotiable instruments and any bills, documents, instruments and papers.
- q. To establish and maintain libraries and also reading and writing rooms, and a reference library and to furnish to the same respectively with books, reviews, magazines, newspapers and other publications, including instrumental and vocal music.
- r. To enter into any arrangement with any Government or Authority, whether supreme, municipal, local or otherwise, that may seem conducive to the attainment of the Associations objects or any of them, and to obtain from any such Government or Authority any right or privilege or concession which the Association may deem desirable to obtain, and to carry out, exercise and comply with any such arrangement, rights, privileges and concessions.
- s. To buy, provide, make, supply, sell and deal in all kinds of sportswear, uniforms, shoes, equipment, tools and all apparatus used in connection with the game of Orienteering of all kind and nature; and all kind of provisions and refreshments, food and catering services, required or used by the members of the Association or other person frequenting the grounds, club houses, bathing pavilions or premises of the Association.
- t. To do all or any of such other lawful acts connected with or incidental to the attainment of all or any of the above objects expressly or implicitly included in this Memorandum of Association.

And it is hereby agreed and declared that, save where it is expressly provided in this Memorandum of Association, each of the objects and powers set out in each of the paragraphs of this Clauses is an independent main object and shall in no wise be limited or restricted by reference to or inference from any other paragraph of this Clause or the name of the Association.

4. The Association shall be a non-political organization practising no discrimination as to the race, religion or sex of the members, and claims jurisdiction over all orienteering practised as a sport in Hong Kong and by Hong Kong's orienteering representatives abroad.
5. The Association shall be a non-profit making organization and any income from whatever source shall be devoted entirely to the promotion of Orienteering practised as a sport in Hong Kong and by Hong Kong representatives abroad.

6. All Executive Committee Members, Committee Members and any other Council Members of the Association shall give their service voluntarily and without payment other than the reimbursement of any expenses properly incurred on behalf of and with the approval of the Executive Committee of the Association.
7. The income and property of the Association whenever Association derived shall be applied towards the promotion of the objects of the Association as set forth herein, no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to the members of the Association. Provided that nothing herein shall prevent the payment in good faith, of reasonable and proper remuneration to any employee or employees or to any other persons or to any members of the Association in return for any service actually rendered to the Association or reasonable and proper rent for premises demised or let by any member to the Association. No director shall be appointed to any salarised office except repayment of out-of-pocket expenses.
8. The liability of the members is limited.
9. Every member of the Association undertakes to contribute to the assets of the Association in the event of its being wound up while he or she is a member or within one year afterward he or she ceases to be a member, for payment of the debts and liabilities of the Association contracted before he or she ceases to be a member, and of 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 HK\$10.00
10. True accounts shall be kept of the sums of money received and expended by the Association, and the matter in respect of which such receipts and expenditure takes place, and of the property, credits, and liabilities of the Association and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being in force, said accounts shall be opened to the inspection of the members. Once at least in every year, the accounts of the Association shall be examined, and the correctness of the balance-sheet ascertained by one or more Certified Public Accountants.

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

Names, Addresses and Descriptions of Subscribers

(Sd.) Mr. Wong Man Chu, Albert (黃文柱)
Room 1014, Sports House,
No. 1, Stadium Path,
So Kon Po,
Causeway Bay,
Hong Kong.
Housing Officer

(Sd.) Mr. Yu Sai Hong(余世航)
Room 1014, Sports House,
No. 1, Stadium Path,
So Kon Po,
Causeway Bay,
Hong Kong.
Engineer

Dated the 19th day of August, 1998.

WITNESS to the above signatures:

(Sd.) MR. Wong Siu Kan
(Secretary)
Flat B, 14/F.,
10 Wo On Lane,
D'aguilar Street,
Hong Kong.

THE COMPANIES ORDINANCE (CHAPTER 32)

Company Limited by Guarantee
and not having a Share Capital

Articles of Association

of

ORIENTEERING ASSOCIATION OF HONG KONG LIMITED

(香港野外定向總會有限公司)

Preliminary

1. In these Articles, unless the context otherwise requires: -

“The Ordinance” means the Companies Ordinance (Chapter 32)

“The Association” means the Orienteering Association of Hong Kong Limited (香港野外定向總會有限公司).

“The Executive Committee” means the Members of the Executive Committee for the time being of the Association.

“Hong Kong” means Hong Kong Special Administrative Region.

“Orienteering Club” means organization not only Clubs whose sole sporting activity is Orienteering but also any other sports clubs, associations or organizations whose members also take part in Orienteering.

“Members” means registered Members for the time being of the Association.

“General Meeting” means a General Meeting of the Members of the Association for Annual or Extraordinary.

When 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.

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 meanings so defined.

Words importing the singular number only shall include the plural, and vice versa.

Words importing males shall include females.

Words importing individuals shall include corporations.

Members

2. The number of members with which the Association proposes to be registered is unlimited.

3. Affiliation

- a. Any properly organised and conducted Orienteering Clubs in Hong Kong may apply for affiliation to the Association.
- b. Affiliation shall not be granted unless the Executive Committee is satisfied that the applicant is a properly constituted and active Orienteering Club and the affair or which are conducted in a satisfactory manner. To encourage the development of orienteering in Hong Kong, the Executive Committee may register any orienteering clubs applying for affiliation to the Association but failed to satisfy the conditions for affiliation as an Associate club to the Association. (*Amd, 26 Sept. 2011*)
- c. Affiliated Clubs and *Associate Clubs* (*Amd. 26 Sept. 2011*) shall agree to abide by all the Memorandum and Articles of Association and By-Laws of the Association and to assist in carrying out the decisions of the Executive Committee.
- d. Affiliated Clubs and *Associate Clubs* (*Amd. 26 Sept. 2011*) shall agree that all Orienteering competitions or events held under their auspices or within their jurisdiction and qualifications of all persons competing or officiating in any way whatsoever shall conform to the requirements, Memorandum and Articles of Association and By-Laws of the Association and comply with the Regulations of the International Orienteering Federation governing Orienteering competitions as far as they are applicable to Hong Kong condition.
- e. An Affiliated Club and *Associate Club* (*Amd. 26 Sept. 2011*) may not withdraw from the Association unless and until it has completely discharged all its duties and liabilities to the Association. Such notice of withdrawal must be given in writing by the 1st of June, as in Article 7, otherwise the next year's affiliation fee will become due.
- f. The Executive Committee in consultation with the Council shall periodically examine the status of organization and activities of Affiliated Clubs and Associate Clubs in the preceding years. Consequently, the Executive Committee shall review clubs membership status and decide to register orienteering clubs as either Affiliated Clubs or Associate Clubs correspondingly on annual club membership renewal. (*Amd 26 Sept. 2011*)

4. Registration

- a. Affiliated Clubs and *Associated Clubs* (*Amd. 26 Sept. 2011*) may register any number of their members, provided that they are amateur orienteers, as Full Member of the Association.
- b. Any individual amateur orienteers may register either as a Student Member for Full-time student or Associate Member of the Association.
- c. The terms of membership of Associate Member shall be limited to a maximum of one year.
- d. A Full Members, Student Member and Associate Member shall agree to abide by all the Memorandum and Articles of Association and By-Laws of the Association.
- e. A Full Member, Student Member and Associate Member may withdraw from membership of the Association by giving written notice to the Executive Committee. For a Full Member, such written notice shall be given through his or her Affiliated Club or *Associate Club* (*Amd 26Sept. 2011*).
- f. A Full Member may not represent more than one Affiliated Club in any season of the Association without the approval of the Executive Committee an written consent of the Affiliated Clubs or *Associate Club* (*Amd 26Sept. 2011*) concerned.

5. Privileges of Members

- a) Only Affiliated Clubs shall have the right to attend, be represented at and vote at General Meeting of the Association.
- b) Full Members shall have the right to:-
 - i) Compete in or otherwise take part in the Annual Championships of the Association.

- ii) Represent and vote for an Affiliated Club at any General Meeting.
 - iii) Only Full Members of Affiliated Clubs shall have the right to act in any official capacity within the Association or during any activity of the Association. (*Amd. 26 Sept. 2011*)
 - iv) Coach, manager or be a member of any team representing Hong Kong in any Orienteering event.
 - v) Compete in any Affiliated Club *and Associate Club* (*Amd. 26 Sept. 2011*) event upon production of a valid membership card and payment of the appropriate fee, if any.
 - vi) Registered Full Member as in Article 5b must be aged 18 or above for the right to represent, vote, act as an official, coach or managers as in Articles 5bii, 5biii and 5biv.
- c) Student Members and Associate Members shall have the right to –
- i) as in Article 5.b.i.
 - ii) as in Article 5.b.iv.
 - iii) as in Article 5.b.v.

6. Honorary Life Member

Any person assessed by the Executive Committee to have made an outstanding contribution to Orienteering in Hong Kong may be offered Honorary Life Membership and on acceptance of this honour that person shall be entitled permanently and without charge to all privileges of registered Full Membership. Honorary Life Member shall be subject to the Provisions of the Memorandum and Articles of Association.

Fees

- 7. The Annual Affiliation Fee for each Affiliated Club and *Associate Club* (*Amd. 26 Sept. 2011*) shall be decided in the Annual General Meeting. Such fee shall be paid to the Association on or before 30th September of each year.
- 8. The Annual Registration Fee for Full Member, Student Member and Associate Member shall be decided in the Annual General Meeting. The fee is due on or before 30th September each year. In receipt of such fee, the Registrar shall issue a Membership Card of the Association, which will be valid from 1st July to 30th September of the next calendar year. Persons who wish to register shall fill in the registration form of the Association.
- 9. The renewal period for membership is between 1st July to 30th September each year.
- 10. In addition to the above annual fees, the Association may charge entry fees for the Annual Championships and any other competition or event organized by the Association. Such fees shall be payable on demand.
- 11. The Executive Committee may expel any Affiliated Club, *Associate Club* (*Amd. 26 Sept. 2011*) or Full Member, Student Member or Associate Member from the Association for breach of these Articles of Association. Expelling of any Affiliated Clubs from the Association for breach of these Articles of Association shall be resolved in a General Meeting.

Organization and Administration

12. The Executive Committee

The Association shall be governed by an Executive Committee which shall consist of the following Executive Committee Members : -

- a. A President
- b. A Vice-President
- c. An Honorary Secretary (shall act as the Secretary of the Association)
- d. An Honorary Treasurer
- e. A Technical Secretary
- f. A Promotion and Development Secretary

- g. A Training Secretary (*Amd. 24 June 2012*)
- h. A School Orienteering Secretary (*Amd. 24 June 2007*)
- i. A Coaching Secretary
- j. A Fixture Secretary (*Amd. 24 June 2012*)

13. Not more than three Full Members of an Affiliated Club may be elected as Executive Committee member. Only Full Members of Affiliated Clubs may be appointed to the Executive Committee. All Executive Committee Members shall hold office for two years and shall be elected biennially at the Annual General Meeting of the Association. (*Amd. 26 Sept. 2011*)
14. Only a person who has been an Executive Committee Member in the preceding year and attended at least 50% of the Executive Committee meetings during his Executive Committee membership shall be eligible to stand for election as President at an Annual General Meeting.
15. The Honorary Secretary shall call an Executive Committee Meeting as directed by the President and shall give all Executive Committee Members at least 48 hours notice of such meeting. The Executive Committee shall be chaired by the President or in his absence, the Vice-president. The quorum for a meeting shall be five.

The Council

16. The Association shall have a Council comprising the Executive Committee members and members not exceeding one per Affiliated Club and Associate Club. Only Full Members of the Association may be appointed to the Council. (*Amd. 26 Sept. 2011*).
17. All Council Members shall retire biennially but shall be eligible for re-appointment, except those members who have not attended at least 50% of the Council's meeting during their Council membership. In the latter case, the Council's permission is required for them to stand for re-appointment.
18. The Executive Committee shall report to the Council the progress of the Association's activities. The Honorary Secretary shall call a Council Meeting as directed by at the Executive Committee direction but at least once every two months and shall give all Council Members at least 48 hours notice of such meeting.
19. The President of the Executive Committee shall act as Chairman at all Council meeting. In the absence of the President, the Vice-President shall act as Chairman. In the absence of both officers, the Executive Committee Members shall appoint one of their members to act as Chairman for that particular meeting only.

Power of The Executive Committee

20. The business of the Association shall be managed by the Executive Committee, who may pay all expenses incurred in setting up and registering the Association, and may exercise all such powers of the Association as are not by the Ordinance, or by these Articles required to be exercised by the Association in General Meeting, subject nevertheless to any regulations of these Articles, to the provisions of the Ordinance, and to such regulations not being inconsistent with the aforesaid regulations or provisions, its may be prescribed by the Association in General Meeting; but no regulation made by the Association in General Meeting shall invalidate any prior act of the Executive Committee which would have been valid if that regulation had not been made.
21. In addition to all powers hereby expressly conferred upon them, and without detracting from the generality of their powers under the last preceding or any other Article, the Executive Committee shall have the following powers, namely;
 - (a) to expend the fund of the Association in such manner as they shall consider most beneficial for the purposes of the Association and to invest in the name of the Association such part thereof as they may see fit, and to direct the sale or transposition of any such investment and to expend the proceeds of any such sale of the purposes of the Association.
 - (b) to acquire in the name of the Association build up, pull down, rebuild, add to, alter, repairs, improvement or dispose of, or otherwise deal with any lands building, or premises for the use of the Association.
 - (c) to enter into contracts on behalf of the Association.

- (d) to borrow money upon the security of any of the property of the Association, and to grant or direct to be granted mortgages or debentures for securing the same.
- (e) to cause the common seal of the Association to be affixed to any document they may think proper and to provide for the custody of the common seal.
- (f) to delegate all or any of their powers to any Committee.
- (g) to make and from time to time repeal or alter regulations as to the management of the Association and the affair thereof, and as to the duties of any officers or servants of the Association and as to be conduct of business by the Executive Committee or any Committee, or as to any of the matters or things within the powers or under the control of the Directors provided that the same shall not be inconsistent with the Memorandum and Articles of Association.
- (h) and generally to do all things necessary or expedient for the due conduct of the affairs of the Association not herein otherwise provided for.

22. The Executive Committee shall cause minutes to be duly entered in the books provided for the purpose:

- (a) of all appointments of officers made by the Executive Committee.
- (b) of the names of Executive Committee present at each meeting of Executive Committee and of any Committee of Executive Committee.
- (c) of all resolutions and proceedings at all meetings of the Association or the Executive Committee, and of any Committee of Executive Committee.

And every Executive Committee present at each meeting of Executive Committee or Committee of Executive Committee shall sign his name in a book to be kept for that purpose.

23. Without prejudice to the general powers conferred by the preceding articles and the other powers conferred by these Articles, it is hereby expressly declared that the Executive Committee shall have the following powers, that is to say power:

- (a) to pay the costs, charges, and expenses preliminary and incidental to the promotion, formation, establishment and registration and establishment of the Association.
- (b) to acquire by purchase or otherwise, any property, rights or privileges capable of being validly acquired by the Association and to settle the consideration on such terms and conditions.
- (c) to bring and prosecute and to defend any legal or other proceedings, to compromise, settle, abandon, or refer to arbitration, any such preceding, or any claim by or against the Association and to give time to any debtor of the association.
- (d) to invest, or otherwise deal with moneys of or Association not immediately required upon such investments, securities, property or in such manner as they may think fit, and from time to time to vary or realize such investment.
- (e) to appoint and at their discretion remove or suspend any officers, employee, clerks etc. and to determine their duties and to fix their salaries.
- (f) to delegate, subject to such conditions as they shall think fit, any of their powers to a committee consisting of such member or members of the Executive Committee and of other person or persons they shall think fit and to make such regulations as to the proceedings of such committee as may seem expedient.
- (g) to make, fulfil, rescind, modify, or vary any contract and to do all such acts and things as they may think expedient for the purpose of the Association.
- (h) to pay all costs, charges, and expenses of and incidental to the carrying out of the objects for which the Association is established.

- (i) to borrow money, arrange for banking facilities on behalf of the Association, and to pledge, mortgage or hypothecate any of the property of the Association.
- (j) To alter, amend Memorandum and Articles of Association by special resolution in General Meeting.
- (k) To determine all affairs concerning the administration of the Executive Committee.

24. Committees

The Executive Committee shall appoint persons to the following Committees: -

a. Disciplinary Committee

Disciplinary Committee shall consist of three Full Members appointed by the Executive Committee. The Vice-President of the Association shall be the Chairman and the Honorary Secretary shall attend all meetings to provide secretariat services to the Disciplinary Committee. The Disciplinary Committee will hear all disciplinary cases in accordance with the provision of Articles 57, 58, 59 and 60.

b. Promotion and Development Committee

The Promotion and Development Secretary shall be the Chairman of the Committee. The Promotion and Development Committee shall consist of at least three Full Members and shall be responsible for the promotion of Orienteering within Hong Kong and the organisation of fundraising projects for the Association.” (*Amd 12 June 1999*).

c. Technical Committee

The Technical Secretary shall be the Chairman of the Technical Committee. The Technical Committee shall consist of at least three Full Members. The Technical Committee shall be responsible for all technical and organizational matters relating to Orienteering in Hong Kong. The Technical Committee shall be responsible for advising the Honorary Secretary of any amendments or additions considered necessary to the By-Laws and Technical Standards of the Association.

d. Training Committee

The Training Secretary shall be the Chairman of the Training Committee. The Training Committee shall consist of at least three Full Members appointed by the Executive Committee and shall be responsible for the planning and co-ordination of local Orienteering training. (*Amd. 24 June 2012*)

e. School Orienteering Group

The School Orienteering Secretary shall be the Chairman of the School Orienteering Group. The School Orienteering Group shall consist of at least three Full Members. School Orienteering Group shall be responsible for the development and coordination of Orienteering in schools.

f. Coaching Committee

The Coaching Secretary shall be the Chairman of the Coaching Committee. The Coaching Committee shall consist of at least three Full Member appointed by the Executive Committee and shall be responsible for the planning and co-ordination of National Coaching Scheme and the training of the National Squad. (*Amd. 24 June 2012*)

g. Fixture Committee

The Fixture Secretary shall be the Chairman of the Fixture Committee. The Fixture Committee shall consist of at least three Full Members appointed by the Executive Committee and shall be responsible for the management and development of orienteering competitions in Hong Kong and the allocation of event dates on the Calendar of the Association, . In the consequence of two or more Affiliated Clubs scheduling events for the same date, if they can not resolve the matter, it shall be referred to the Fixture Committee who shall arbitrate and set dates accordingly with the interests of the Affiliated Clubs and of the Association in view. In this matter the decision of the Fixture Committee shall be binding on all concerned. (*Amd. 24 June 2012*)

h. Selection Committee

The Fixture Secretary shall be the Chairman of the Selection Committee. The Selection Committee shall consist of at least three Full Members appointed by the Executive Committee and shall be responsible for selecting the Manager and all Team Members of any team to represent Hong Kong in any Orienteering event. All decision, actions and selections of the Selection Committee shall be subject to the approval by the Executive Committee. (*Amd. 24 June 2012*)

25. The Executive Committee shall have the power to form any other Committee or appoint any Ex-official officer to Executive Committee as it seems necessary in the interests of the Association and the International Orienteering Federation.
26. All Committees, except the Disciplinary Committee, shall report regularly to the Executive Committee and shall obtain its prior approval to any expenditure.
27. Patron
- a. A Patron shall be appointed by a two-thirds majority at the Annual General Meeting and shall hold office in perpetuity or until he is replaced at a General Meeting.
- b. Up to ten Vice-Patrons may be appointed annually at the first meeting of an in-coming Executive Committee after the Annual General Meeting.
- c. The Executive Committee shall have the power to fill any casual vacancy which may occur amongst its members or Vice Patrons except for the office of President. Should the office of President become vacant between Annual General Meeting, the Vice-President shall be appointed the President.

General Meeting

28. 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 notice calling it and not more than 15 months shall elapse between the date of one annual general meeting and that of the next. Provident that so long as the Association holds its first Annual General Meeting shall be held at such time and place as the Executive Committee shall appoint.
29. The Annual General Meeting
- The Annual General Meeting of the Association shall be held in Hong Kong for the purpose of: -
- a. Confirming the minutes of the last Annual General Meeting and any other General Meeting held in the intervening period.
- b. Considering matters arising therefrom.
- c. Receiving and considering the balance sheet and income and expenditure account as at 31st March of the same year.
- d. Receiving and considering the Auditor's report on the accounts presented.
- e. Electing Executive Committee Members for the in-coming term.
- f. Electing a Patron if so required.
- g. Considering any other business of which due notice has been given.
30. The Honorary Secretary of the Association shall give at least twenty-one days written notice of any General Meeting, specify the date, time and place of the meeting. Such notice shall be sent to each Patron and Vice-Patron, each Executive Committee Member, and the Honorary Secretary or equivalent of each Affiliated Club and *Associate Club*. (*Amd. 26 Sept. 2011*)
31. The Honorary Secretary or equivalent of any Affiliated Club, *Associate Club* (*Amd. 26 Sept. 2011*) or any Full Member may submit to the Honorary Secretary of the Association of any other business to be considered at any General meeting. Such notice must be in writing and must be received by the Honorary Secretary of the Association at least fourteen days before the date of the General Meeting. Such business shall then be included in the agenda.

32. The Honorary Secretary of the Association shall send out the agenda and any other relevant material for any General Meeting at least seven days before the date of the General Meeting to those listed at Article 30. In the case of an Annual General Meeting, the accounts will likewise be sent out.

33. Extraordinary General Meeting

The Executive Committee may, whenever they think fit, convene an Extraordinary General Meeting. The Council may also call an Extraordinary General Meeting whenever they consider it necessary. An Extraordinary General Meeting shall be convened upon a written request to the Honorary Secretary of the Association. Such written request must be signed by the Honorary Secretary or equivalent of at least 50% of the Affiliated Clubs. The Honorary Secretary of the Association shall convene the Extraordinary General Meeting within twenty-eight days of receipt of such request.

34. The President, or in his absence, the Vice-President, shall take the chair at any General Meeting. Should they both be absent fifteen minutes after the appointed hour, then the Executive Committee shall elect a Chairman from one of the Executive Committee Members for that particular meeting only.

35. A quorum at any General Meeting shall be formed when at least 50% of Affiliated Clubs are represented.

Voting

36. All voting in Executive Committee, or any General Meeting shall be by simple majority. The Chairman of the meeting shall have a second or casting vote. Voting shall be by a show of hands.

Minutes

37. The Honorary Secretary of the Association, or his nominee or any individual appointed by the Executive Committee in his place shall take minutes covering resolution and proceedings of all meetings of Executive Committee and all General Meetings. These minutes shall be considered at the next succeeding appropriate meeting and, if approved, shall be signed by the Chairman of such meeting. The Chairman's signature shall be conclusive evidence regarding the correctness of such minutes.

38. Minutes shall likewise be kept of all Committee Meetings.

39. The Honorary Secretary of the Association shall send a copy of any amendment of the Memorandum and Articles of Association to the Honorary Secretary or equivalent of each Affiliated Club *and Associate Club (Amd. 26 Sept. 2011)* by 1st September each year.

40. No new Article shall be made nor existing Memorandum and Articles of Association be amended or rescinded except by resolution of a General Meeting. Such resolution to create a new Memorandum and Articles of Association or amend or rescind an existing Memorandum and Articles of Association must obtain a two third majority of those present and entitled to vote.

41. The Executive Committee shall have the power to amend or rescind By-Laws for any Orienteering competition or event for regulating the conduct and affairs of the Association provided that the By-Laws are not inconsistent with these Memorandum and Articles of Association.

The Seal

42. The Seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Executive Committee and in the presence at least two persons(s), namely of the President and the Honorary Secretary or such other person or persons as the Executive Committee may appoint for the purpose; and that the President and the Honorary Secretary or other person or persons as aforesaid shall sign every instrument to which the Seal of the Association is so affixed in his / their presence.

Accounts

43. The Executive Committee shall cause proper books of account to be kept by the Honorary Treasurer with respect to –

a) All sum of money received and expended by the Association and the matter in respect of which the

receipt and expenditure takes place;

- b) All sales and purchases of goods by the Association; and the assets and liabilities of the Association.
 - c) The books of account shall be kept at the registered office of the Association or at such other place or places as the Honorary Treasurer thinks fit, and shall always be open to the inspection of the Executive Committee.
44. The Executive 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 the inspection of members not Executive Committee Members and no member (not being Executive Committee Member) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorized by the Executive Committee or the Association in General Meeting.
45. The Executive Committee shall from time to time in accordance with Section 122 of the Ordinance, cause to be prepared and to be laid before the Association in General Meeting duly suited income and expenditure accounts and balance sheets made up to the 31st March in each year and signed by any two of the President, Honorary Secretary and Honorary Treasurer and reports as are referred to in that section.
46. 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 shall not less than seven days before the date of the meeting be sent to all persons entitled to receive notices of General Meetings of the Association.
47. All cheques drawn on the Association's banking account and all orders for payment, promissory notes and other negotiable instruments made or issued by the Association and all other contracts and instruments entered into by the Association shall be signed by any two the President, Honorary Secretary and Honorary Treasurer.
48. The honorary Treasurer shall present a balance sheet as at 31st March and an income and expenditure account for the financial year ended that date in June each year for presentation and approval at the Annual General Meeting. They should be circulated as required by Article 32.
49. The programme treasurer, or if no treasurer is appointed, the organizer of any activities of the Association, shall forward financial reports to the Honorary Treasurer within three months after completion of the activities. For year-round activities, the report shall be forwarded to the Honorary Treasurer before 31st March of each year and all reports shall cover all income and expenditure for that financial year.

Audit

50. The accounts of the Association shall be audited and the auditors shall be present their Report to the Annual General Meeting.
51. Auditors shall be appointed and their duties regulated in accordance with Ordinance.

Notices

52. The official language of the Association shall be English and Chinese. Unless otherwise required by the Ordinance, all books and documents kept by the Association and all notices given by the Association may be either in the English language or in the Chinese language. All correspondence to the general membership shall be in both languages. Either language may be used at any meetings of the Association, if necessary translation being provided.
53. A notice may, be given by the Association to any Member either personally or by sending it by post to him to his registered address, or (if he has no registered address within Hong Kong) to the address, if any, within Hong Kong supplied by him to the Association for the giving of notices 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 the notice and to have been effected at the expiration of 24 hours after the letter containing the same was posted.

54. No Member shall be entitled to have a notice served on him at any address not within the Hong Kong; and any member whose registered address is not within the Hong Kong by notice in writing require the Company to register an address within Hong Kong which, for the purpose of the service of notices, shall be deemed to be his registered address.
55. Any member not having a registered address within Hong Kong, and not having given notice as aforesaid, shall be deemed to have received in due course any notice which shall have been displayed in the Association's office and shall remain there for the space of forty-eight hours, and such notice shall be deemed to have been received by such Member at the expiration of twenty-four hours from the time when it shall have been so first displayed.
56. Any notice if served by post shall be deemed to have been served at the expiration of twenty-four hours after the same shall have been posted; and in proving such service it shall be sufficient to prove that the envelope containing the notice was properly addressed and stamped and put into the post-office or into any post-box.

Misconduct

57. Affiliated Clubs and *Associated Clubs (Amd. 26 Sept. 2011)* shall be held responsible for the conduct of their competitors, officials or members participating in or watching any Orienteering event or function in Hong Kong, or elsewhere in which a team from Hong Kong is a participant, and may be dealt with in accordance with the provisions of Article 58 below.
58. If any Affiliated Club, *Associate Club (Amd. 26 Sept. 2011)* or any competitor, official or member of such Club or an Associate Member or a Student Member has been found guilty by the Disciplinary Committee of any breach of the Memorandum and Articles of Association or By-Laws of the Association, or has by its or his action at any Orienteering event or function brought the sport of Orienteering, in the opinion of the Disciplinary Committee, into disrepute, the Disciplinary Committee shall have the power to suspend the Club or individual concerned, either individually or collectively, for a stated period, or to deal with the offence in any other manner, including expulsion from the Association, that the Disciplinary Committee may think fit.
59. Executive Committee shall have the power to vary, rescind or confirm the Disciplinary Committee's decision and penalty.
60. While it is acknowledged that Affiliated Clubs *and Associated Clubs (Amd. 26 Sept. 2011)* have every right to take disciplinary action against any of their members, a Full Member shall have the right of appeal to the Executive Committee if he wishes to transfer to another Affiliated Club in the period of membership of the Association but is prevented from doing so by his own Affiliation Club.

Appeal

61. Any Affiliated Club, *Associate Club (Amd. 26 Sept. 2011)* or individual aggrieved by any action taken under Article 57, 58, 59 and 60 may lodge an appeal by giving written notice to the Honorary Secretary of the Association within seven days of the Disciplinary Committee on the grounds that the Rules have been misinterpreted or that fresh evidence is available. Such letter must give specific details of the grounds of appeal.
62. The Executive Committee shall meet to hear and decide any appeal that may be lodged under Article 61 against the decision of the Disciplinary Committee within seven days of the appeal being lodged.
63. Pending a decision on the appeal, any penalty imposed by the Disciplinary Committee shall continue to be observed.
64. The Executive Committee shall have the power to vary, rescind or confirm the Disciplinary Committee's decision and penalty.

Indemnity

65. The Executive Committee of the Association and its agents shall not be held responsible for any loss or injury to any Affiliated Club *and Associate Club (Amd. 26 Sept. 2011)*, Full Member, Student Member and Associate Member or any other person or organization arising out of any matters pertaining to Orienteering in Hong Kong.

66. Affiliated Clubs *and Associate Clubs (Amd. 26 Sept. 2011)* shall be held responsible for the conduct of their members whether or not these members are Full Member of the Association.
67. Every member of the Executive Committee or other officer of or employee of the Association shall be indemnified by the Association against all costs, charges, losses, damages and expenses, and it shall be the duty of the Executive Committee out of the funds of the Association to pay all costs charges, losses, damaged and expenses which any such members of the Executive Committee, officer or employee may incur, or become liable for by reason of any contract entered into or act or deed done by him respectively on behalf of the Association.

Conflicting Claims

68. In the event of conflicting claims arising between Affiliated Clubs *and Associated Clubs (Amd. 26 Sept. 2011)*, the decision of the Executive Committee after arbitration shall be final unless the decision of the Executive Committee is varied at a General Meeting convened under Article 29 or Article 33.

General Matters

69. At the discretion of the Chairman of the meeting and the majority of those present and voting, observers may be admitted to any meeting of the Association for the whole or part of the proceedings, but they shall leave immediately if requested to do so by the Chairman, but shall not proper or second any motion nor vote on any issue whatsoever
70. Any person who is representing another country or has within the past five years represented another country in any Orienteering competition or conference shall not be eligible to hold office in the Association or its Committees or attend any General Meeting of the Association as a voting representative of an Affiliated Club without the written authority of the Executive Committee.
71. Affiliated Clubs *and Associated Clubs (Amd. 26 Sept. 2011)* receiving instructions to or planning to send any representative to any Orienteering competition abroad shall obtain prior written approval from the Executive Committee at least twenty-eight days before the departure of their representatives.
72. Full Members of Affiliated Clubs *and Associate Clubs (Amd. 26 Sept. 2011)* who are selected by the Association to represent Hong Kong in any Orienteering competitions abroad with consent of the Affiliated Clubs *or Associated Clubs (Amd 26Sept. 2011)* concerned shall not thereafter withdraw unless satisfactory reasons can be given to the Executive Committee.
73. Affiliated Clubs *and Associate Clubs (Amd. 26 Sept. 2011)* wishing to organize open Orienteering competitions or invite Orienteering representative from abroad to compete in Club competitions shall obtain prior written approval from the Executive Committee at least twenty-eight days before the competition takes place.

Dissolution

74. If a resolution for dissolution of the Association has been properly included in the agenda for any General Meeting and proposed by duly authorized representatives of Affiliated Clubs presents, the following procedures shall be adopted: -
- a) The resolution shall be voted on by the three representatives of each Affiliated Club present at the General Meeting.
 - b) Should the resultant voted majority in favour of the resolution, then an Extraordinary General Meeting will be called by the Executive Committee.
 - c) Extraordinary General Meeting referred to in Article 74b will take place not later than twenty-one days after the date of the General Meeting referred to in Article 74.
 - d) At the Extraordinary General Meeting referred to in Article 74c, the resolution for the dissolution of the Association will again be put to the meeting.
 - e) The resolution in Article 74d will then be voted upon by the three representatives of each Affiliated Club present.

f) Should the resultant vote show that a two-thirds majority of the votes are in favour of the resolution, the Executive Committee shall proceed to realize the property and assets of the Association.

75. After the discharge of the liabilities of the Association, the Executive Committee shall place any remaining property or assets and the records of the Association in trust with the Amateur Sports Federation and Olympic Committee of Hong Kong until such time as the Association is replaced by a properly constituted and accredited body representing the interests of Orienteering in Hong Kong, thereupon the Association shall be dissolved.

Names, Addresses and Descriptions of Subscribers

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Housing Officer

(Sd.) Mr. Yu Sai Hong (余世航)
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So Kon Po,
Causeway Bay,
Hong Kong.
Engineer

Dated the 19th day of August, 1998.

WITNESS to the above signatures:

(Sd.) Mr. Wong Siu Kan
(Secretary)
Flat B, 14/F.,
10 Wo On Lane,
D'aguilar Street,
Hong Kong.