

THE COMPANIES ORDINANCE (CAP. 622)

Company Limited by Guarantee

ARTICLES OF ASSOCIATION

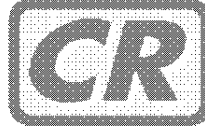
OF

**CRICKET HONG KONG, CHINA LIMITED
(FKA: CRICKET HONG KONG LIMITED)**

Adopted by special resolution of the Company passed on 30 June 2022

編號 15389

No.



公司註冊處
COMPANIES REGISTRY

公司更改名稱證明書
CERTIFICATE OF CHANGE OF NAME

本人謹此證明
I hereby certify that

CRICKET HONG KONG LIMITED

已藉特別決議更改其名稱，該公司根據
having by special resolution changed its name, is now incorporated under the
香港法例第 622 章《公司條例》註冊的名稱現為
Companies Ordinance (Chapter 622 of the Laws of Hong Kong) in the name of

CRICKET HONG KONG, CHINA LIMITED

本證明書於二〇二三年四月十三日發出。

Issued on 13 April 2023.

A handwritten signature in black ink, appearing to be 'Helen Tang', written in a cursive style.

香港特別行政區公司註冊處處長鄧婉雯

Miss Helen TANG

Registrar of Companies
Hong Kong Special Administrative Region

註 Note :

公司名稱獲公司註冊處註冊，並不表示獲授予該公司名稱或其任何部分的商標權或任何其他知識產權。

Registration of a company name with the Companies Registry does not confer any trade mark rights or any other intellectual property rights in respect of the company name or any part thereof.

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香港法例第622章《公司條例》註冊的名稱現為
Companies Ordinance (Chapter 622 of the Laws of Hong Kong) in the name of

CRICKET HONG KONG LIMITED

本證明書於二〇一八年一月十五日發出。

Issued on 15 January 2018.

A handwritten signature in black ink, appearing to read 'A.L.L.', with a horizontal line underneath.

香港特別行政區公司註冊處處長鍾麗玲

Ms Ada L L CHUNG

Registrar of Companies
Hong Kong Special Administrative Region

註 Note :

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No. 15389
編號



COMPANIES ORDINANCE
(Chapter 32)
香港法例第 32 章
公司條例
CERTIFICATE OF INCORPORATION
UNDER SECTION 305(1)
公司註冊證書
依據第 305(1) 條簽發

I hereby certify that
本人謹此證明

THE HONG KONG CRICKET ASSOCIATION

was incorporated in Hong Kong under the Companies Ordinance as a
根據公司條例於 一九六八年四月廿七日 在香港

limited company on 27 April 1968.
註冊成爲有限公司。

Issued by the undersigned on 13 February 2003.
本證書於二〇〇三年二月十三日簽發。


Y. F. WONG
for Registrar of Companies
Hong Kong
香港公司註冊處處長
(公司註冊主任 王耀輝 代行)

Articles of Association Cricket Hong Kong Limited

1.	Defined terms and interpretation	5
1.1	Defined terms	5
1.2	Interpretation	7
2.	Model Articles - Not Applicable	7
3.	Name of the Company	7
4.	Registered office	7
5.	Limitation of liability	7
5.1	Members' liabilities	7
5.2	Liability or contribution of Members	7
6.	Objects	8
7.	Jurisdiction	8
8.	Powers	8
8.1	Application of income and property	8
8.2	Officers' expenses	9
8.3	Disposal of Assets after Winding Up or Dissolution	9
8.4	General	10
8.5	Powers	10
9.	Membership	12
9.1	Register of Members	12
9.2	Classes of Membership	12
9.3	Number of Members	12
9.4	Eligibility and admission	12
9.5	Timing of Admission	14
9.6	Adjustment to lower Membership Level	14
9.7	Member restructure	14
9.8	Motion for suspension or termination	15
9.9	Bankruptcy or liquidation	15
9.10	Resignation	15
9.11	Consequences of suspension and termination	16
9.12	Subscriptions	16
9.13	Conditions of Membership	16
9.14	Member's voting rights	16
10.	General meetings	17
10.1	Member representatives	17
10.2	General meetings	18
10.3	Board's duty to call general meeting requested by Members	18
10.4	Notice of general meetings	19

10.5	Persons entitled to receive notice of general meetings	19
10.6	Entitlement to attend, speak and vote at general meetings	20
10.7	Proxy	20
10.8	Proceedings at general meetings	21
10.9	Amendments to proposed resolutions	23
10.10	Appointment of Scrutineer at general meetings	23
10.11	Business of Annual General Meeting	23
11.	Company Directors	24
11.1	Directors of the Company	24
11.2	Restriction on body corporate being a Director	24
11.3	Eligibility	24
11.4	Directors' Terms	25
11.5	Nomination and Election of Directors	25
11.6	Powers and functions of Directors	28
12.	Company Secretary	28
13.	Board	28
13.1	Board established	28
13.2	Board's general authority	28
13.3	Powers and functions of Board	29
13.4	Collective decisions of the Board	29
13.5	Unanimous decisions of the Board	29
13.6	Board may delegate	30
13.7	Appointment of sub-committees	30
13.8	Meetings of the Board	31
14.	Conflicts of interest	32
15.	President and Vice-Presidents	32
15.1	President	33
15.2	Vice-Presidents	33
16.	Delegates	33
17.	Officers' indemnity and insurance	33
17.1	Indemnity	33
17.2	Insurance	34
18.	Tenure of office and disqualification	35
18.1	Taking of office	35
18.2	Disqualification from office	35
19.	Appointment of Auditor	35
20.	Accounts and Audit	35
21.	Reporting Documents	36
22.	Seal of the Company	36
22.1	Seal of the Company	36
22.2	Execution of documents without applying common seal	37
23.	No right to inspect accounts and other records	37

24.	Notices	37
24.1	Notices and Members' addresses	37
24.2	Time of service of notice to Members	38
24.3	Notices to Directors	39
24.4	Counting of days' notice	39
24.5	Accidental omission to give notice	39
 Annexure I - Senior Members Eligibility		40
 Annexure II - Ordinary Member Eligibility		41

1. Defined terms and interpretation

1.1 Defined terms

In these Articles unless the context otherwise requires:

ACU & S(HK) means the Association of Cricket Umpires and Scorers of Hong Kong.

Annual General Meeting means an annual general meeting of the Members held in accordance with Article 10.

Associate Member means a Member admitted as an Associate Member under Article 9.4 and

Associate Membership shall be construed accordingly

Auditor means the auditor of the Company from time to time.

Blocked Member has the meaning given in Article 9.8(c).

Board means the Board of Directors established by Article 13.

Chairperson means the chairperson of the Board.

Chief Executive Officer means any chief executive officer of the Company appointed by the Board from time to time.

Company means Cricket Hong Kong Limited.

Company Secretary includes any person appointed by the Board to perform any of the duties of company secretary and where two or more persons are appointed to act as joint secretaries shall include any one of those persons.

Cricket means the sport of cricket played in accordance with the Laws of the Game

Cricket Committee means the standing sub-committee established by the Board

Delegate means a delegate of the Company appointed in accordance with Article 16

Director means a director of the Company as referred to in Article 11.

Directors' Election Rule means the general rule in relation to the election of Directors on a three year cycle referred to in Article 11.4(a).

EXCO means the Executive Committee as defined in the Articles of Association of the Company in force immediately prior to the adoption of these Articles of Association.

Indemnified Person has the meaning given in Article 17.1.

Independent Directors means the Independent Directors referred to in Article 11.1(a)

Laws of the Game means the laws of Cricket stipulated by the International Cricket Council in conjunction with the Marylebone Cricket Club.

Member means a member of the Company whether a Senior Member, Ordinary Member or Associate Member and **Membership** shall be construed accordingly.

Mentally Incapacitated Person means a person who is found under the Mental Health Ordinance (Cap. 136, Laws of Hong Kong) to be incapable, by reason of mental incapacity, of managing and administering his or her property and affairs.

New Entity has the meaning given in Article 9.7(a).

Nominations Committee has the meaning given in Article 11.5(b)(i).

Official Senior Leagues means the Elite League, the Championship League and the Women's League plus such other league or competition organised by the Company and nominated by the Board from time to time.

Ordinance means the Companies Ordinance (Cap. 622), Laws of Hong Kong, including the related subsidiary legislation.

Ordinary Member means each of the entities listed in Annexure II to these Articles together with a Member admitted as an Ordinary Member under Article 9.4 and **Ordinary Membership** shall be construed accordingly.

person includes any public body and any body of persons, corporate or unincorporated, and this definition shall apply notwithstanding that the word "person" occurs in a provision creating or relating to an offence or for the recovery of any fine or compensation.

Predecessor Ordinance means the predecessor Ordinance (as defined in section 2(1) of the Ordinance).

President means the president of the Company appointed in accordance with Article 15.1.

Proxy Notice has the meaning given in Article 10.7(c).

Register of Members means the register referred to in Article 9.1(a)

Reporting Documents has the meaning given in Article 21 (a).

Resignation Notice has the meaning given in Article 9.10(b).

Resigning Member has the meaning given in Article 9.10(b).

Seal of the Company has the meaning given in Article 22.1.

Senior Member means each of the entities listed in Annexure I to these Articles together with a Member admitted as a Senior Member under Article 9.4 and **Senior Membership** shall be construed accordingly.

Subsidiary means any subsidiary of the Company.

Term means the period for which a Director shall be elected to hold office at an Annual General Meeting. A Term for one year, two years or three years shall expire at the conclusion of the first, second or third Annual General Meeting following the Annual General Meeting at which a Director is elected.

Vice-President means any person appointed as vice-president (including an honorary vice-president) of the Company in accordance with Article 15.2.

Year means the period commencing from the date of one Annual General Meeting and expiring on the date of the next Annual General Meeting.

Youth includes schools.

1.2 Interpretation

- (a) The principles of interpretation set out in the Interpretation and General Clauses Ordinance (Cap. 1: Laws of Hong Kong) shall apply to these Articles.
- (b) Unless the context otherwise requires, other words and phrases used in these Articles have the same meaning as in the Ordinance as in force on the date these Articles are adopted by the Company.
- (c) For the purposes of these Articles, a document is authenticated if it is authenticated in any way in which section 828(5) or 829(3) of the Ordinance provides for documents or information to be authenticated for the purposes of the Ordinance.
- (d) The singular includes the plural and vice versa.
- (e) Words importing any gender include all genders.
- (f) Reference to any statute or statutory provisions shall be construed as relating to any statutory modification or re-enactment thereof for the time being in force.
- (g) Headings are for ease of reference only and shall not affect interpretation.
- (h) Reference to an ordinary resolution or special resolution means a resolution passed in accordance with section 563 or 564 of the Ordinance (as applicable).

2. Model Articles - Not Applicable

The "Model Articles for Companies Limited by Guarantee" contained in schedule 3 to the Companies (Model Articles) Notice (Cap. 622H) do not apply to the Company.

3. Name of the Company

The name of the Company is Cricket Hong Kong Limited.

4. Registered office

The registered office of the Company shall be situated in Hong Kong.

5. Limitation of liability

5.1 Members' liabilities

The liability of the Members is limited.

5.2 Liability or contribution of Members

Every Member undertakes to contribute to the assets of the Company in the event of it being wound up while it is a Member, or within one year afterwards, for the payment of the debts and liabilities of the Company contracted before it 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 HK\$100.

6. Objects

The objects for which the Company is formed are:

- (a) to administer, encourage and promote in every way Cricket in Hong Kong and elsewhere; and
- (b) to facilitate cooperation between its Members and provide a structure of governance for the benefit and support of its Members in furtherance of their collective promotion of Cricket.

7. Jurisdiction

The Company is a recognised authority for Cricket in Hong Kong and as such the Company may:

- (a) make rules binding on the Members and on the individual members of each Member and generally regulate the affairs of the Company;
- (b) determine the eligibility of individuals to represent the Company in Cricket events and competitions;
- (c) provide for the adequate representation of Hong Kong in Cricket at regional and international events and competitions; and
- (d) suspend, disqualify, fine or otherwise deal with any Member which, or any officer or any player who, has transgressed any of these Articles or any rules made thereunder or has practiced, counselled, or sanctioned any conduct arising out of or in connection with Cricket which conduct is in the opinion of the Board, unfair, ungentlemanly or damaging to the interests of Cricket.

8. Powers

8.1 Application of income and property

- (a) The income and property of the Company, however derived, shall be applied solely towards the promotion of the objects of the Company as set out in Article 6.
- (b) No member of the Board shall be appointed to any salaried office of the Company or any office of the Company paid by fees and no remuneration or other benefit in money or money's worth (except as provided in Article 8.1(d) below) shall be given by the Company to any member of the Board.
- (c) Nothing herein shall prevent the payment, in good faith, by the Company of reasonable and proper remuneration to any officer or servant of the Company in return for any services supplied by him or her to the Company.
- (d)
 - (i) Subject to sub-clause (ii) below, none of the income or property of the Company may be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever to any Member.
 - (ii) The requirements under sub-clauses (b) and (d)(i) above do not prevent:
 - (A) such payments, subventions, support, benefits and assistance to a Member as the Board may decide from time to time in the furtherance of its objects, including for the purposes of assisting any Member in relation to its administration, operations, participation in, and support of Cricket matches

and competitions, payments of expenses, employment of professional assistance, access to Cricket coaching, professional players and referees, safety, medical and first aid, and hospitality facilities at matches and competitions.

- (B) reasonable and proper remuneration to a Member for any goods or services supplied by it to the Company;
 - (C) reimbursement to a Member or a member of the Board for out-of-pocket expenses properly incurred by it, him or her for the benefit of the Company;
 - (D) payment of interest on money lent by a Member or a member of the Board to the Company in Hong Kong dollars at a reasonable and proper rate which must not exceed 2% per annum above the prime rate prescribed for the time being by The Hong Kong and Shanghai Banking Corporation Limited for Hong Kong dollar loans;
 - (E) payment of rent to a Member or a member of the Board for premises let by it, him or her to the Company: 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
 - (F) payment of remuneration or other benefit in money or money's worth to a body corporate in which a Member or a member of the Board 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.
- (e) No person shall be bound to account for any benefit he or she may receive in respect of any payment properly paid in accordance with Articles 8.1 (c) and 8.1 (d) above.

8.2 Officers' expenses

The Company may pay any travelling, accommodation or other expenses properly incurred by a Director, President, Vice President, Delegate or member of a sub-committee of the Board in connection with:

- (a) their attendance at:
 - (i) meetings of the Board or sub-committees of the Board; or
 - (ii) any general meetings; or
- (b) the proper exercise of their powers and discharge of their responsibilities in relation to the Company and its affairs.

8.3 Disposal of Assets after Winding-Up or Dissolution

If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members, but if and so far as effect can be given to the next provision, shall be given or transferred to some other Hong Kong institution having objects similar to the objects of the Company and which shall prohibit the distribution of its income and property among its members to an extent as least as great as is imposed on the Company under or by virtue of Article 8.1 hereof, such institution or institutions to be determined by the Members at or before the time of dissolution, or in default thereof by a Judge of the High Court of the Hong Kong Special Administrative Region having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to such provision then to some charitable or educational object in Hong Kong.

8.4 General

Every cheque or other bill of exchange drawn in the name of the Company shall be signed in accordance with the Company's Director Guidelines or other such policy as approved by the Board from time to time.

8.5 Powers

Without limiting section 115 of the Ordinance, the Company may (but with no obligation to do so):

- (a) engage in and undertake any commercial activities or ventures which it deems appropriate to raise revenue (including by way of sponsorship or the selling of merchandise or tickets to events) with a view to providing ongoing financial resources to support the Company's activities;
- (b) use and apply all or any of its income, property, rights or benefits as the Board may from time to time think fit for the promotion of Cricket and the benefit and support of its Members and for such other purposes as the Board may from time to time in its absolute discretion decide and for all such purposes may sell, realise, convert, pay, lend or dispose of all or any of the income, property, rights or benefits of the Company or transfer, assign or vest all or any of the same to or in any person whomsoever (including a Member) and on such terms as the Board may approve notwithstanding that the net assets of the Company may be thereby diminished and that no commercial return or benefit of any kind whatsoever may accrue or be due to, or be derived by, the Company by virtue of such use and application and whether unconditionally or subject to such terms and conditions as the Board may in its absolute discretion decide;
- (c) act as an investment holding vehicle, including by holding securities in any company or other investment vehicle;
- (d) subscribe for, become a member of and cooperate with any other Cricket body or association whether incorporated or not, and become a member of any Cricket boards, unions or federations as the Board sees fit;
- (e) provide opportunities for participation in Cricket, including by promoting, participating in or holding organized Cricket competitions at Youth, women, national league, championship and premiership club levels;
- (f) develop and support coach and player education and development at all levels;
- (g) prevent infringements of the laws and regulations relating to Cricket or other improper and dishonourable practices, including by developing, supporting and providing match officials;
- (h) recognise the services and contributions of individuals to the Company and Cricket generally by appointing them to honorary categories in a roll of honour that may include President, Vice President, Honorary Members and Hall of Famers and confer privileges and publicity in connection with these appointments, all on such terms as the Board shall determine;
- (i) borrow money, give guarantees and mortgage or charge the undertaking or property of the Company and issue debentures, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party;

- (j) co-operate with or assist any association, club or person in any way in which the Board shall think fit, and to enter into or adopt any agreement or arrangement with such association, club or person;
- (k) participate in, promote and hold, either alone or jointly with any other association, club, or person, Cricket events and competitions in Hong Kong or elsewhere, and to offer, give or contribute towards trophies, medals and awards and to promote, give or support entertainments;
- (l) if thought fit, give the whole or part of the profits or assets of the Company to and, where appropriate administer, any charitable, educational, sports or benevolent institution, project or person;
- (m) promote, provide for, regulate and manage any arrangements for the benefit of institutions, organisations, associations or clubs concerning Cricket competitions, and to do or provide for any such matters and things as may be considered necessary or ancillary to the comfort, conduct, conveyance, convenience or benefit of players, Members, officials, visitors and of the public, or of any other persons concerned or engaged in such competitions;
- (n) promote, organise, finance and manage, either alone or jointly with any other association, club, or person, tours or visits to places outside Hong Kong, of teams or individuals to participate in, or attend, Cricket competitions, or exhibitions, seminars or conferences;
- (o) promote, organise, invite, finance and manage, either alone or jointly with any other Cricket union, association, club, or body of persons, the visit to Hong Kong of teams or individuals to participate in Cricket competitions or exhibitions, seminars or conferences;
- (p) purchase, take on lease, or otherwise acquire any lands, buildings, easements, rights or property, movable or immovable which may be requisite for the purposes of, or conveniently used in connection with, the objects of the Company, and to sell, demise, mortgage, give in exchange, or dispose of the same or any part thereof;
- (q) hire and employ executives, administrators, secretaries, clerks, managers, coaches, instructors, servants, workmen and other staff, as well as engage external contractors, advisers or consultants, as and when required and to pay to them and to other persons in return for services rendered to the Company, salaries, wages, allowances, gratuities and pensions, or other benefits in kind;
- (r) apply for, register, purchase or otherwise acquire and protect, prolong and renew any licenses, trademarks, designs, copyrights, protections, concessions and the like and any other form of intellectual property of whatsoever kind and whether conferring an exclusive or non-exclusive or limited right to use and to disclaim, alter, modify, develop, use, assign, sell or otherwise dispose of and to grant licenses or privileges in respect of the same;
- (s) take out insurance and pay the premiums therefore, in respect of any or all insurable risks which may affect the Company or any other company, association, firm or person, including without limitation, player injury, cancellation of events and public liability; and

- (t) make representations to authorities and governments in relation to any matters affecting the interests of Cricket.
- (u) make and enforce rules for the administration and control of the Company, its Members and Cricket in Hong Kong, including terms of reference for the Directors, sub-committees of the Board and its advisers, the organisation, promotion, management, control and conduct of matches, competitions and events, and rules and codes relating to the organisation, constitution and corporate governance of its Members, with power to vary, amend, replace and repeal any such rules, all such rules to be binding on the Directors and on all Members and on the individual membership of such Members.

9. Membership

9.1 Register of Members

- (a) The names of the Members shall be entered in a register of members to be kept at the registered office of the Company.
- (b) An applicant for Membership becomes a Member when the applicant's name is entered in the Register of Members. No person shall be admitted to Membership unless approved by the Board.

9.2 Classes of Membership

The Company has the following classes of Member:

- (a) Senior Member;
- (b) Ordinary Member; and
- (c) Associate Member.

9.3 Number of Members

The number of Members shall not exceed 100. The persons eligible for Membership of the Company immediately following the adoption of these Articles by the Company are:-

- (a) The Senior Members listed in Annexure 1 to these Articles; and
- (b) The Ordinary Members listed in Annexure II to these Articles;

and, notwithstanding Article 9.4, these entities shall be registered in the Register of Members of the Company to the exclusion of all existing Members immediately following the adoption of these Articles by the Company.

9.4 Eligibility and admission

- (a) Application for Senior, Ordinary and Associate Membership shall be made in such manner as the Board may decide.
- (b) Save for the Members referred to in Article 9.3, admission as a Senior, Ordinary or Associate Member shall require a simple majority vote of the Board.
- (c) Before admitting an applicant to **Associate Membership** the Board must be satisfied that the applicant:
 - (i) is a properly constituted club, sports association, society or other group of persons in compliance with law, custom and practice and with governance standards acceptable to the Board;

- (ii) has as one of its principal objects, the promotion and active encouragement of Cricket;
 - (iii) has a sufficient number of members to enable it to participate in Cricket matches, competitions, tournaments, events and programmes conducted under the jurisdiction of the Company, including participation by its individual membership as players, coaches, committeemen, officials, administrators or referees of Cricket; and
 - (iv) should be admitted to Associate Membership, at the overall discretion of the Board.
- (d) Before admitting an applicant to **Ordinary Membership** the Board must be satisfied that the applicant:
- (i) has been an Associate Member of the Company for a period of not less than four (4) Years;
 - (ii) continues to satisfy the criteria in Article 9.4(c);
 - (iii) has been represented at any general meetings;
 - (iv) is willing to provide over the course of each Year a pool of not less than two (2) of its individual members who may be called upon to serve on any sub-committee of the Company;
 - (v) has made a positive contribution towards the promotion and active encouragement of Cricket;
 - (vi) has been admitted to one or more of the Official Senior Leagues;
 - (vii) has been represented by at least one Cricket team which has played in the Official Senior Leagues for at least the seasons in the three (3) consecutive Years prior to the application.
 - (viii) has been represented for at least the seasons in the two (2) consecutive Years prior to the application by a Youth Cricket and/ or Women's Cricket section either as part of the applicant's club or affiliated with the applicant's club in a manner approved by the Board comprising at least three (3) full and independent teams and which are recognised as being members of the official Youth or Women's leagues;
 - (ix) has paid any annual subscription due in accordance with Article 9.12; and
 - (x) should be elevated to Ordinary Membership, at the overall discretion of the Board.
- (e) Before admitting an applicant to **Senior Membership** the Board must be satisfied that the applicant:
- (i) continues to satisfy the criteria in Article 9.4(d);
 - (ii) has arrangements in place for a period satisfactory to the Board (through acquisition, lease, licence or by such other means as shall be approved by the Board) to have access, control and maintenance rights in respect of a Cricket ground approved by the Cricket Committee as suitable for use in connection with the Official Senior Leagues on terms that such ground shall be available as may be reasonably required by the Cricket Committee in connection with the fixture list for the cricket season in each year; and

- (iii) should be elevated to Senior Membership, at the overall discretion of the Board.
- (f) The Board will consider each application for Membership at the next meeting of the Board after the application is received or otherwise as soon as practicable after receipt of the application. In considering an application for Membership, the Board may (in its sole and absolute discretion):
 - (i) accept or reject the application; or
 - (ii) ask the applicant to give more evidence of qualification or eligibility for Membership.
- (g) If the Board asks for more evidence under Article 9.4(f)(ii), their determination of the application for Membership is deferred until such evidence is given. The Board is not required to provide any reasons for rejecting an application for Membership or granting a particular category of Membership.

9.5 Timing of Admission

If the Board resolves to admit an applicant as a Senior, Ordinary or Associate Member such admission shall occur immediately following the Annual General Meeting next occurring after the passing of such Board resolution unless the Board shall decide otherwise. In the case of an applicant for Ordinary or Senior Membership, the Board shall determine the number of votes that may be cast by that applicant upon becoming a Member having regard to Article 9.14(c).

9.6 Adjustment to lower Membership Level

- (a) Subject to Article 9.6(d), an Ordinary Member who within any Year fails to satisfy the criteria in Article 9.4(d) shall, in the absence of an explanation satisfactory to the Board upon being so requested, on receipt of notice from the Board revert to an Associate Member (with only the rights available to such Member) at such time and on such terms as the Board shall determine.
- (b) A Senior Member who within any Year fails to satisfy the criteria in Article 9.4(e)(ii), shall, in the absence of an explanation satisfactory to the Board upon being so requested, on receipt of notice from the Board revert to an Ordinary Member (with only the rights available to such Member) at such time and on such terms as the Board shall determine.
- (c) Upon application being made by a Member in such manner as the Board may decide, the Board may reinstate a Member to which Articles 9.6(a) or (b) applies to its previous Membership status at such time and on such terms as the Board shall determine.
- (d) Article 9.6(a) shall not have effect by reason of a failure to satisfy the criteria in Article 9.4(d)(iii) until the conclusion of the Annual General Meeting held in 2021.

9.7 Member restructure

- (a) If a Member proposes to undertake an internal restructure or any form of reorganisation that would have the effect of transferring the Cricket operations of that Member to a new legal entity (**New Entity**), the Member must apply to the Board requesting its Membership be transferred to the New Entity.
- (b) Application for transfer of Membership to the New Entity shall be made in such manner as the Board may decide and the Board may, in its sole discretion, approve or refuse an application to transfer a Membership to a New Entity on such terms and conditions as it may decide.

9.8 Motion for suspension or termination

- (a) The Board may on due cause of whatever nature being shown, including cessation of eligibility for Membership in accordance with the relevant criteria set out in Articles 9.4(c), (d) or (e) suspend any Member from Membership for such period as the Board shall think fit or terminate any Member's Membership.
- (b) Every motion for the suspension or termination of a Member's Membership shall be considered at a Board meeting. Such a motion shall not be deemed carried except by a three quarters majority vote of the Directors holding office on the day that the motion is considered.
- (c) A Member shall be given not less than 14 days' notice of the Board meeting at which suspension or termination of its Membership is to be considered and of the grounds on which suspension or termination of its Membership is sought and such Member (**Blocked Member**) shall be entitled to submit representations to that meeting either orally or in writing.
- (d) A Blocked Member may, by written notice delivered to the Board within 14 days following a Board meeting at which a motion to suspend or terminate its membership is carried, appeal against the decision of the Board, and the following shall apply:
 - (i) the appeal shall be heard by the Members in general meeting; and
 - (ii) decisions of the Members shall be final.
- (e) A Blocked Member's Membership shall be automatically suspended from the date of the decision of the Board to suspend or terminate its Membership until such time as the suspension expires or the Blocked Member's Membership is reinstated or terminated by the Members or the Board.
- (f) A Blocked Member may apply to have its Membership reinstated, such application to be made in such manner as the Board shall decide.
- (g) The Board may, in its sole discretion, reinstate a Blocked Member on such terms and conditions as it may decide.

9.9 Bankruptcy or liquidation

A Member who has been adjudicated bankrupt, had a trustee, receiver or liquidator appointed, made a composition with its creditors or has had an order made by a Court for its winding up or deregistration shall automatically cease to be a Member provided that the Board may reinstate the Member upon such terms and conditions as it may decide.

9.10 Resignation

- (a) No Member shall resign from the Company unless and until it has given the Board written notice of its intention to do so, giving full and complete disclosure of its reasons for doing so and has complied with all reasonable requests by the Board for information, meetings and discussion.
- (b) Subject to Article 9.10(a), a Member (**Resigning Member**) may resign from the Company by giving written notice of resignation to the Chairperson addressed to the registered office of the Company (**Resignation Notice**) such resignation to take effect at the Cricket season end immediately following the giving of the Resignation Notice and upon completion of the fixture list for that season, unless the Board shall permit such resignation to occur earlier.

- (c) The resignation of a Resigning Member does not affect the Resigning Member's obligations to the Company as at the date of the Resignation Notice and the Resigning Member is required to fulfil any such obligations, including the completion of all fixtures for the relevant season and any obligations under any subvention agreement.
- (d) If the Board requests, the Resigning Member must return any moneys received from the Company, under a subvention agreement or otherwise, that have not yet been used by the Resigning Member for the purposes for which such moneys were given, shall indemnify the Company for all claims, losses, expenses, liabilities and damages which the Company may incur or pay in connection with the Resigning Member (including any obligations which the Company may have in respect of the Resigning Member's contracted players) and the Resigning Member shall pay to the Company such compensation as the Board may decide is fair in relation to any non-performance of the Resigning Member's obligations to the Company.
- (e) A Resignation Notice cannot be revoked without the approval of the Board.
- (f) Following resignation, a Resigning Member may subsequently apply for Membership as if it was a new applicant applying for Membership under Article 9.4. For the avoidance of doubt, a Resigning Member will not be entitled to be admitted to its previous level of Membership solely by reason of its previous Membership unless the Board, in its absolute discretion, so decides.
- (g) On resignation from the Company becoming effective, the Resigning Member's name shall be removed from the Register of Members kept under Article 9.1.

9.11 Consequences of suspension and termination

- (a) A suspended or Blocked Member and its individual members shall be prohibited from enjoying the privileges, benefits and rights of Membership of the Company for so long as any period of suspension of Membership shall continue.
- (b) On termination of Membership, the former Member's name shall be removed from the Register of Members kept under Article 9.1.

9.12 Subscriptions

- (a) After admission as a Member, every Member shall be liable to pay to the Company in each Year an annual subscription of such sum (if any) as shall from time to time be decided by the Board and confirmed at a general meeting.
- (b) Annual subscriptions shall be paid within 3 months of receipt of a notice or demand for payment.

9.13 Conditions of Membership

- (a) Each Member agrees to abide by these Articles and any rules or regulations made hereunder, to observe the principles and the Laws of the Game and to accept and abide by all decisions of the Board.
- (b) Members agree to be responsible for their actions and those of their individual members and to account to the Board for such actions if called upon to do so.

9.14 Member's voting rights

- (a) Each Associate Member shall have the right to appoint one (1) non-voting representative to attend any general meetings.

- (b) Each Ordinary Member and Senior Member shall have the right to appoint one (1) voting representative to attend any general meetings.
- (c) The number of votes that may be cast by an Ordinary Member and a Senior Member shall be determined by the Board (whose decision shall be final) solely by direct reference to the number of teams such Ordinary Member or Senior Member has been participating in the Official Senior Leagues.
- (d) For the avoidance of doubt, ACU & S(HK), as an Ordinary Member, shall be entitled to exercise one (1) vote.
- (e) Each Ordinary Member and Senior Member shall, in exercising their votes, cast all of their votes either for or against a candidate or resolution and shall be unable to split their votes.
- (f) No Member shall be entitled to vote at any general meeting unless all moneys payable by it to the Company in its capacity as Member which have been outstanding for more than one month after they fell due for payment, have been paid.

10. General meetings

10.1 Member representatives

- (a) Subject to Article 10.1 (b), the elected Chairperson of each Member shall be deemed to be the representative of each Member appointed under Article 9.14.
- (b) If a Member has no elected Chairperson or the elected Chairperson of a Member is unable to attend any general meeting or otherwise exercise his functions, a replacement representative may be nominated in writing by a duly authorised representative of the Member addressed to the Company Secretary not less than 48 hours before the general meeting to attend and otherwise exercise his functions. The Board may require this nomination to be delivered in a particular form and manner, and the Company shall be entitled to rely on its authenticity.
- (c) The Associate Member representatives appointed under Article 9.14(a) may attend and be heard at any general meetings but may not vote.
- (d) Each Member shall procure that they are represented at all general meetings in accordance with Articles 9.14 and 10 and shall exercise their votes at such general meetings in accordance with the requirements of these Articles.
- (e) No person may be appointed as a representative or nominated as a replacement, unless they are an individual member of the Member concerned.
- (f) No person may be appointed or act as a representative or nominated or act as a replacement representative of more than one Member. For the avoidance of doubt, a person can be appointed as a representative of one Member and also serve as a proxy for another Member under Article 10.7.
- (g) A Member representative who is elected as a Director shall immediately cease to be a Member representative.
- (h) No person may be appointed or act as a Member representative while he is a serving Director.

10.2 General Meetings

- (a) The Company must in respect of each financial year of the Company hold a general meeting as its Annual General Meeting (in addition to any other general meetings in that year) within nine (9) months after the end of its accounting reference period by reference to which the financial year is to be determined, in accordance with Section 610 of the Ordinance and shall specify the meeting as such in the notices calling it. The Annual General Meeting shall be held at such time and place as the Board shall nominate.
- (b) All general meetings other than Annual General Meetings shall be called general meetings.
- (c) A general meeting may be convened at any time by the Board.
- (d) The Board is required to call a general meeting if the Company has received requests to do so from Members representing at least five per cent (5%) or more of the total number of all Members' votes.
- (e) A request made under Article 10.2(d) must state the general nature of the business to be dealt with at the meeting and may include the text of a resolution that may properly be moved and is intended to be moved at the meeting. Requests may consist of several documents in like form.
- (f) A request to call a general meeting:
 - (i) may be sent to the Company by hand or post to the registered office of the Company or by electronic means (for example, by e-mail or fax) provided that the Board has agreed to receive documents from Members by electronic means either generally or specifically and has not revoked the agreement; and
 - (ii) must be authenticated by the person or persons making it.

10.3 Board's duty to call general meeting requested by Members

- (a) Directors required under Article 10.2(d) to call a general meeting must call a general meeting within 21 days after the date on which they become subject to the requirement.
- (b) A general meeting called under Article 10.3(a) must be held on a date not more than 28 days after the date of the notice convening the general meeting.
- (c) If the requests received by the Company identify a resolution that may properly be moved and is intended to be moved at the general meeting, the notice of the general meeting must include notice of the resolution.
- (d) The business that may be dealt with at the general meeting includes a resolution of which notice has been included in the notice of general meeting in accordance with Article 10.3(c).
- (e) If the resolution is to be proposed as a special resolution, the Board are to be regarded as not having duly called the meeting unless the notice of the meeting includes the text of the resolution and specifies the intention to propose the resolution as a special resolution.
- (f) If the Board does not call a general meeting in accordance with Article 10.3(a), the Members who requested the meeting, or any one or more of them representing more than one-half of the total voting rights of all of them, may themselves call a general meeting in accordance with section 568 of the Ordinance:

10.4 Notice of General Meetings

- (a) An Annual General Meeting shall be called by at least 21 days' notice.
- (b) A general meeting of the Company shall be called by at least 14 days' notice.
- (c) Each notice shall be exclusive of the day on which it is deemed to be served.
- (d) The notice shall be given in a manner that complies with the Ordinance and shall:
 - (i) specify the place, the day and the hour of the general meeting;
 - (ii) state the general nature of the business to be dealt with at the general meeting;
 - (iii) if a resolution (whether or not a special resolution) is intended to be moved at the general meeting, include
 - (A) notice of the resolution;
 - (B) or be accompanied by a statement containing any information or explanation that is reasonably necessary to indicate the purpose of the resolution;
 - (iv) if a special resolution is intended to be moved at the meeting, specify the intention and include the text of the special resolution; and
 - (v) contain a statement specifying a Member's right to appoint a proxy under section 596(1) of the Ordinance and the requirement that only another Member may be appointed as proxy.
- (e) The accidental omission to give notice of a general meeting to or the non-receipt of notice of a general meeting by any person entitled to receive the same shall not invalidate the proceedings of any general meeting.
- (f) Notwithstanding Article 10.4(a) an Annual General Meeting may, with the prior approval of all Members, be called by shorter notice.
- (g) Notwithstanding Article 10.4(b), a general meeting of the Company may, with the prior approval of Members entitled to exercise at least ninety five per cent (95%) of the total number of all Members' votes be called by shorter notice.
- (h) A resolution in writing executed by or on behalf of each and every Member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more Members.
- (i) Prior to each general meeting, the Company Secretary shall calculate the number of votes held by each Member, the total number of votes and the number of votes that will therefore be required for a motion to pass and shall make such information available to the Members. In the event of a dispute, the decision of the Board shall be final.

10.5 Persons entitled to receive notice of general meetings

- (a) Notice of a general meeting must be given to-
 - (i) every member; and

- (ii) every director.
- (b) If notice of a general meeting or any other document relating to the meeting is required to be given to a member, the company must give a copy of it to its auditor (if more than one auditor, to every one of them) at the same time as the notice or the other document is given to the member.

10.6 Entitlement to attend, speak and vote at General Meetings

The following persons shall be entitled to attend, speak and, save as stated, vote at general meeting:

- (a) One (1) appointed representative or proxy of each Senior Member and each Ordinary Member, who shall have and must exercise all the votes accorded to them in terms of Article 9.14(c);
- (b) One (1) appointed representative or proxy of each Associate Member, who may not exercise a vote;
- (c) the Directors, who may not exercise a vote;
- (d) the President and Vice-Presidents, who may not exercise a vote other than in the capacity as Chairperson of a general meeting exercising a casting vote in the event of an equality of votes; and
- (e) any other person as determined by the Board (even though they are not Members or otherwise entitled to exercise the rights of a Member in relation to a general meeting), who may not exercise a vote.

10.7 Proxy

- (a) A Member is entitled to appoint another person who is a Member as a proxy to exercise all or any of the Member's rights to attend, speak and vote at a general meeting.
- (b) The appointing Member's rights will be exercised by the proxy Member's representative at that general meeting and that representative will be entitled to exercise both Members' votes on a poll.
- (c) A proxy may only validly be appointed by a notice in writing (**Proxy Notice**) that:
 - (i) states the name and address of the Member appointing the proxy;
 - (ii) identifies the Member appointed to be that Member's proxy and the general meeting in relation to which that Member is appointed;
 - (iii) is authenticated, or is signed on behalf of the Member appointing the proxy; and
 - (iv) is delivered to the Company in accordance with these Articles and any instructions contained in the notice of the general meeting in relation to which the proxy is appointed.
- (d) The Board may require a Proxy Notice to be delivered in a particular form;
- (e) Unless a Proxy Notice indicates otherwise, it must be regarded as:
 - (j) allowing the representative of the Member appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the general meeting; and

- (ii) appointing that Member as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.
- (f) A Proxy Notice does not take effect unless it is received by the Company:
 - (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.
- (g) An appointment under a Proxy Notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the Member by whom or on whose behalf the Proxy Notice was given.
- (h) A Proxy Notice can relate to more than one general meeting and shall be valid for a period of 12 months from the date of execution, unless it states that it is valid for all meetings whatsoever until revoked.
- (i) A proxy's authority in relation to a resolution is to be regarded as revoked if the representative of a Member who has appointed the proxy:
 - (i) attends the general meeting at which the resolution is to be decided; and
 - (ii) exercises, in relation to the resolution, the voting rights that the Member is entitled to.

10.8 Proceedings at General Meetings

- (a) No business shall be transacted at any general meeting unless a quorum of representatives or proxies of Members entitled to not less than fifty per cent (50%) of the total voting rights of all the Members having the right to vote at the meeting is present. If within half an hour from the time appointed for the general meeting, a quorum is not present, the general meeting shall stand adjourned to the same day in the next week at the same time and place, or to another day and at another time and place that the Chairperson of the general meeting determines
- (b) If at the adjourned general meeting a quorum is not present within half an hour from the time appointed for the general meeting, the Members present by representative or proxy shall constitute a quorum.
- (c) The President or in his absence, one of the Vice-Presidents shall preside as Chairperson at every general meeting of the Company. If at any general meeting the President or a Vice-President shall not be present within 15 minutes after the time appointed for holding the general meeting, or if they shall have previously notified their intention of not being present, the Chairperson or, in his absence, one of the Directors of the Company shall preside, or if no Director is present or willing to take the chair, those present shall choose one of their number to chair the meeting.
- (d) The Chairperson of a general meeting may adjourn a general meeting at which a quorum is present if:
 - (i) the general meeting consents; or
 - (iii) it appears to the Chairperson of the general meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

- (e) The Chairperson of a general meeting must adjourn a general meeting if directed to do so by the general meeting passing an ordinary resolution to adjourn the general meeting.
- (f) When adjourning a general meeting, the Chairperson of the general meeting must specify the date, time and place to which it is adjourned.
- (g) No business shall be transacted at any adjourned general meeting other than the business left unfinished at the general meeting from which the adjournment took place. When a general meeting is adjourned for 30 days or more, notice of the adjourned general meeting shall be given in the manner provided by Article 10.4 save that it shall not be necessary to give any notice of the business to be transacted at an adjourned general meeting.
- (h) Unless otherwise required by these Articles, voting at a general meeting shall be by show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
 - (i) by the representatives or proxies of at least five Members having the right to vote;
 - (ii) by the representatives or proxies of a Member or Members representing at least five per cent (5%) of the total voting rights of all the Members having the right to vote at the meeting; or
 - (iii) by the Chairperson of the meeting.

Unless a poll is so demanded a declaration by the Chairperson of the meeting that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

- (i) The demand for a poll may be withdrawn.
- (j) If a poll is duly demanded it shall be taken in the following manner and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The Company Secretary shall prepare, in respect of each resolution, voting papers for each Member including a reference to the relevant resolution, the name of the Member, the number of votes the Member is entitled to exercise and boxes marked for and against. If a poll is demanded, the representative or proxy of each Member shall be given that Member's voting paper and their representative or proxy shall place a cross in the chosen box and return the voting paper to the scrutineer appointed for that general meeting pursuant to Article 10.10.
- (k) A poll demanded on the election of a Chairperson of the meeting, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairperson of the general meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
- (l) The person acting as Chairperson of the general meeting shall have no vote but in the event of an equality of votes, whether on a show of hands or on a poll, shall have and must exercise a casting vote.

10.9 Amendments to proposed resolutions

- (a) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
 - (i) notice of the proposed amendment is given to the Company Secretary in writing; and
 - (ii) the proposed amendment does not, in the reasonable opinion of the Chairperson of the general meeting, materially alter the scope of the resolution.
- (b) The notice must be given by a Member entitled to vote at the general meeting at which it is to be proposed at least 48 hours before the meeting is to take place (or such later time as the Chairperson of the general meeting determines).
- (c) If the Chairperson of the general meeting, acting in good faith, wrongly decides that an amendment to an ordinary resolution is out of order, the vote on that resolution remains valid unless the Court orders otherwise.
- (d) A special resolution to be proposed at a general meeting may be amended by ordinary resolution if:
 - (i) the Chairperson of the general meeting proposes the amendment at the meeting at which the special resolution is to be proposed; and
 - (ii) the amendment merely corrects a grammatical or other non-substantive error in the special resolution.

10.10 Appointment of Scrutineer at General Meetings

- (a) For a general meeting where election(s) and/or other voting will take place, the Board will appoint an independent person to attend that general meeting and act as scrutineer of such elections and other voting.
- (b) The scrutineer shall inform the Members of the results of all elections and other votes that take place at the general meeting as soon as reasonably practicable.
- (c) If so requested by a Chairperson (or secretary) of a Member having a right to vote, the scrutineer must inform them how their Member representative or proxy cast their vote at the general meeting. The Chairperson (or secretary) of such Member will be obliged to keep any such information received from the scrutineer strictly confidential, except as such information may be needed to be used legitimately for good corporate governance of that Member. For the avoidance of doubt, if a Member representative or proxy is found to have exercised their vote other than in accordance with the mandate given to them by the relevant Member, the vote will stand as cast and on no account will the result of the vote or election be affected or changed.

10.11 Business of Annual General Meeting

The ordinary business of an Annual General Meeting shall be:

- (a) the approval and signature of the minutes of the previous Annual General Meeting;
- (b) the adoption of the report of the Chairperson;
- (c) the noting of such other reports as may be presented;
- (d) the consideration of the accounts of the Company;
- (e) the adoption of the accounts of the Company;

- (f) the consideration of the report of the Auditor;
- (g) the election of Directors pursuant to Article 11.5(c);
- (h) the appointment of the Auditor; and
- (i) the fixing of remuneration of the Auditor.

11. Company Directors

11.1 Directors of the Company

- (a) With effect from the conclusion of the Annual General Meeting in 2018, the Directors of the Company shall hold the following offices:-
 - (i) Chairperson;
 - (ii) Director-Finance;
 - (iii) Director-Facilities;
 - (iv) Director-Development;
 - (v) Director-Cricket;
 - (vi) Director-Commercial & Marketing;
 - (vii) Independent Director-A;
 - (viii) Independent Director-B;
 - (ix) Independent Director-C;
- (b) The responsibilities of each Director shall be determined by the Board and by these Articles and shall or may include chairing a sub-committee established under Article 13.7.

11.2 Restriction on body corporate being a Director

A body corporate cannot be appointed as a Director.

11.3 Eligibility

- (a) Only persons who ordinarily resident in Hong Kong at the time of their election shall be eligible to be elected as a Director or the Chairperson. This Article 11.3(a) does not apply to the offices of the Independent Directors.
- (b) Subject to Articles 11.3(c), (d) and (e), no person shall be eligible for election as a Director if at the time of their proposed election they have been a member of the Board or of EXCO for a period or periods aggregating to six (6) Years or more. Notwithstanding the above, the applicable length of the relevant period for the Chairperson is three (3) Years. In other words, no person shall be eligible for election as Chairperson if at the time of the proposed election he / she has been Chairperson of the Board or of EXCO for a period or periods aggregating to three (3) Years or more.
- (c) If a person left EXCO or leaves the Board for a period or periods aggregating to three Years or more, a period or periods prior to the commencement of such period or periods of absence shall not be counted for the purposes of Article 11.3(b).
- (d) Time served as a Director or a member of EXCO appointed otherwise than by election at an Annual General Meeting shall not be counted for the purposes of Article 11.3(b).

- (e) If the office of a Director or the Chairperson is, or membership of EXCO was, vacated for any reason prior to the end of a Term, then (i) for the purposes of calculating the period or periods of Board or EXCO membership for the purposes of Article 11.3(b), the person shall be deemed to have been a member of the Board or EXCO until the Annual General Meeting next following such vacation; and (ii) the period or periods referred to in Article 11.3(c) shall be deemed to commence on the date of that Annual General Meeting.

11.4 Directors' Terms

- (a) As a general rule, the Directors shall come up for election on a three-year cycle starting with the elections at the Annual General Meeting in 2018 as follows:-
- | | | |
|-------|-------------|---|
| (i) | Year One: | Director Development;
Director-Cricket;
Independent Director-A; |
| (ii) | Year Two: | Director-Facilities
Director-Finance;
Independent Director-B; |
| (iii) | Year Three: | Chairperson;
Director-Commercial and Marketing
Independent Director-C |
- (b) In the event of a vacancy occurring among the Directors otherwise than upon the expiry of their Term, the Board may appoint any eligible person to fill such vacancy. Any person so appointed shall hold office only until the next following Annual General Meeting and may stand for re-election, provided they remain eligible.
- (c) In order to preserve the Directors' Election Rule, a Director elected to an office at an Annual General Meeting otherwise than in accordance with the Directors' Election Rule shall hold that office until the Annual General Meeting at which that office would next come up for election in accordance with the Directors' Election Rule and, if eligible, may stand for re-election.

11.5 Nomination and Election of Directors

- (a) Directors shall be elected at each Annual General Meeting to fill the offices that are to be vacated at that Annual General Meeting. No person may be elected to more than one office.
- (b) The nomination of Director candidates shall be conducted as follows:
- (i) The Board shall appoint a sub-committee (**Nominations Committee**) comprising the elected Chairperson of the Senior Members, the Chairperson and the Independent Directors (in all cases for the time being and from time to time). If at any time a Senior Member has no elected Chairperson, a representative of such Senior Member shall be appointed to the Nominations Committee by the Board after consultation with such Senior Member.
 - (ii) The members of the Nominations Committee shall be confirmed every Year at a Board meeting or confirmed by the Board upon a change in the Nominations Committee membership. The names of the members of the Nominations Committee shall be posted at the principal place of business of the Company and on the Company's website.
 - (ii) The Chairperson of the Nominations Committee shall be an Independent Director elected by the members of the Nominations Committee present at the first meeting of the Nominations Committee.

- (iv) The quorum of the Nominations Committee shall be three, at least two of whom must be Independent Directors.
- (v) The Nominations Committee shall select eligible candidates who in the opinion of the Nominations Committee are suitably qualified to serve as Directors to fill the vacancies occurring at the next Annual General Meeting. In discharging their responsibilities the Nominations Committee shall have regard to the balance of skills and experience judged by them to be necessary for the good and successful conduct of the Company's affairs.
- (vi) During the period commencing 12 weeks prior to, and ending 8 weeks prior to, the date of the next Annual General Meeting, Senior and Ordinary Members may propose eligible candidates to be considered by the Nominations Committee as being suitably qualified for election to the offices being vacated at the next Annual General Meeting.
- (vii) Candidates nominated by the Nominations Committee pursuant to Article 11.5(b)(v) or proposed pursuant to Article 11.5(b)(vi) for election at the next following Annual General Meeting must be eligible for election in accordance with Article 11.3. All nominated or proposed candidates must give written consent to their being nominated or proposed.
- (viii) The Nominations Committee will thereafter consider all the candidates who have been nominated or proposed and will publish at the principal place of business of the Company (with copies made available to each Member who has the right to vote) at least 6 weeks prior to the Annual General Meeting, the names of the candidates that it has selected to stand for election at that Annual General Meeting. Brief particulars of the candidates so selected shall also be given.
- (ix) During the period commencing from the date the Nominations Committee publishes the names of the candidates that it has selected and ending 3 weeks prior to the Annual General Meeting, Senior and Ordinary Members may propose additional eligible candidates.
- (x) 2 weeks prior to the Annual General Meeting, the Company shall publish at the principal place of business of the Company a list containing the names of all the candidates standing for election at the Annual General Meeting.
- (xi) The published list of candidates shall state whether the candidate has been (i) nominated by the Nominations Committee pursuant to Article 11.5(b)(viii) or (ii) proposed by a Member pursuant to Article 11.5(b)(ix) and if so, by whom. Brief particulars of each candidate shall also be given. The published list shall also be made available to Members as soon as practicable after publication and at least 7 clear days before the Annual General Meeting.
- (xii) All nominations and proposals of candidates shall be in writing, in a form approved by the Board in its absolute discretion. All proposals by Members shall be addressed to the Company and deposited at the Company's registered office before the relevant deadline. Nominations must state the office that person will hold and a person may be nominated for election to more than one office on terms that if that person is elected to an office, the nomination of that person to all other offices shall be void. Each candidate may submit to the Company an election address of not more than 350 words;

- (xiii) The Board may approve guidelines and criteria for the nomination of candidates for the offices of Director (including the functions and duties of each Director) from time to time and the Nominations Committee shall have due regard to them in performing its functions.
- (xiv) The provisions of Articles 11.5(b)(i) to (xiii) above shall apply to the nominations of Director candidates for the elections at the Annual General Meeting in 2018 mutatis mutandis save that:-
 - (1) The Nominations Committee shall comprise the elected Chairperson of the Senior Members and of Little Sai Wan Cricket Club, the Chairperson of Exco and three independent persons who have not been a member of a Member during the period of three years expiring on the date of the adoption of these Articles.
 - (2) The independent persons referred to in Article 11.5(b)(xiv)(1) shall be nominated by EXCO at a meeting held at least ten days prior to the general meeting at which these Articles are adopted by the Company (or, in the absence of such nominations, by the Board in Article 11.5(b)(ii)).
 - (3) The names of the members of the Nominations Committee shall be posted at the principal place of business of the Company and on the Company's website immediately following their appointment.
 - (4) The provisions of Article 11.5(b)(iii) to (xiii) shall apply subject to the following amendments:-
 - (aa) References to "Independent Director(s)" shall be construed as references to the independent persons referred to in sub-article (1) above;
 - (bb) The reference to "Directors to fill the vacancies occurring at the next Annual General Meeting" in sub-Article (v) shall be to "the Directors referred to in Article 11.4(a)"
 - (cc) the reference to "to the offices being vacated at the next Annual General Meeting" in sub-Article (vi) shall be to "as the Directors referred to in Article 11.4(a)";
 - (dd) The periods referred to in sub-articles (vi), (viii), (ix), (x) shall be determined by the Board and posted at the principal place of business of the Company and on the Company's website;
- (c) The election of Directors shall be conducted as follows:-
 - (i) balloting lists shall be prepared, if necessary, containing the names of the candidates in alphabetical order, for each vacant office. Each Senior Member and Ordinary Member present by representative or proxy at the Annual General Meeting shall be entitled to vote for one of the candidates nominated for each vacant office by entering the name of the Member opposite the chosen candidate, all votes held by that Member to be applied to the same candidate;
 - (ii) if there is only one nominated candidate to fill a vacant office, the Chairperson of the general meeting may declare that candidate to be elected to that vacant office;
 - (iii) the candidate who receives the greatest number of votes in respect of each vacancy shall be elected to fill that vacancy;

- (iv) if any candidate after being elected declines to serve, the candidate who has the next largest number of votes shall be elected;
 - (v) if two or more candidates obtain an equal number of votes, the person acting as Chairperson of the Annual General Meeting shall have and must exercise a casting vote; and
 - (vi) if there is no nominated candidate to fill a vacant office, the Board may, at its discretion, appoint any eligible person to fill such vacant office, and the provisions of these Articles shall apply as if such person had been elected to fill the relevant vacancy.
- (d) Under the Directors' Election Rule, the Independent Directors should not come up for election in the same year. However, they do so when they are first elected and they may do subsequently as a result of resignations or casual vacancies. In this event, the following provisions shall apply:-
- (j) in relation to their first election at the Annual General Meeting in 2018, the offices of the Independent Directors shall come up for election in the following order: first Independent Director-A, second Independent Director-B and third Independent Director-C;
 - (ii) if the offices of more than one Independent Director shall come up for election at the Annual General Meeting in 2019 or thereafter, the order in which the offices shall come up for election shall be determined by reference to the period during which the person elected shall hold office with the longest period being elected first and the shortest last.

11.6 Powers and functions of Directors

In addition to their powers and functions as Board members, each Director shall have the powers and carry on such functions as may be assigned to him or her by the Board, or in rules made under these Articles by the Board for the carrying out of policies of the Company and the day to day management of the affairs of the Company.

12. Company Secretary

- (a) The Board shall appoint a Company Secretary in accordance with the Ordinance for a term, at a remuneration and on such conditions as it thinks fit.
- (b) Subject to the Ordinance, the Board may remove the Company Secretary on such terms and conditions as it thinks fit.

13. Board

13.1 Board established

The Directors of the Company shall comprise the Board.

13.2 Board's general authority

- (a) Subject to the Ordinance and these Articles, the business and affairs of the Company are managed by the Board, who may exercise all the powers of the Company including, without limitation, the powers set out in Article 8 (Powers) which are not expressly reserved to the Company's Members.

- (b) An alteration of these Articles does not invalidate any prior act of the Board that would have been valid if the alteration had not been made.
- (c) The powers given by this Article are not limited by any other power given to the Board by these Articles or the Ordinance.
- (d) A Board meeting at which a quorum is present may exercise all powers exercisable by the Board.

13.3 Powers and functions of Board

Without limiting the powers of the Board under Article 13.2, the Board shall have the following powers and functions:

- (a) to determine and settle all recommendations, questions and disputes relating to Cricket which may be referred to it for decision by the Cricket Committee, by a Member, by another sub-committee or otherwise;
- (b) to consider and approve policies, proposals or other recommendations in relation to the objects of the Company, its organisation and day to day management and administration;
- (c) save as otherwise provided in these Articles, to appoint, dismiss and delegate to sub-committees such of the powers and functions of the Board, including the power to regulate their own procedure and appoint and remove sub-committee members, provided that any such sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board;
- (d) to decide all matters affecting or concerning the Company or any of its Members (provided that any proposal for the modification of the eligibility criteria set out in Articles 9.4(c) and 9.4(d) must be approved by special resolution at a general meeting);
- (e) to make and enforce rules for the administration and control of the Company and Cricket in Hong Kong, including terms of reference for its Directors, President, Vice-Presidents, and Delegates, sub-committees and advisers, the organisation, promotion, management, control and conduct of matches, competitions and events, with power to vary, amend, replace and repeal any such rules. All such rules shall be binding on the Directors, President, Vice-Presidents and Delegates, sub-committees and advisers and on all Members and on the individual membership of such Members provided that such rules may be modified or set aside by the Members in general meeting; and
- (f) to appoint executives and other employees of the Company, including the Chief Executive Officer of the Company, on such terms and with such duties, responsibilities, authority and powers as the Board may determine and to control and exercise the Company's rights in respect of all such appointments.

13.4 Collective decisions of the Board

The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with Article 13.5.

13.5 Unanimous decisions of the Board

- (a) A decision of the directors is taken in accordance with this Article when all eligible directors indicate to each other by any means that they share a common view on a matter.
- (b) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.

- (c) References in this Article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.
- (d) A decision may not be taken in accordance with this Article if the eligible directors would not have formed a quorum at such a meeting.

13.6 Board may delegate

- (a) Subject to these Articles, the Board may, if they think fit, delegate any of the powers that are conferred on it under these Articles:
 - (i) to any person or sub-committee (including a sub-committee established under Article 13.7, any Chief Executive Officer or other employee of the Company);
 - (ii) by any means (including by power of attorney);
 - (iii) to any extent and without territorial limit;
 - (iv) in relation to any matter; and
 - (v) on any terms and conditions.
- (b) If the Board so specifies, the delegation may authorise further delegation of the Board's powers by any person to whom they are delegated.
- (c) The Board may:
 - (i) revoke the delegation wholly or in part; or
 - (ii) revoke or alter the terms and conditions of the delegation.

13.7 Appointment of sub-committees

- (a) Without prejudice to the generality of Article 13.3(c), the Board may appoint such sub-committees comprising such persons as the Board may from time to time decide for specific purposes or tasks, (including sub-committees corresponding to the offices held by the Directors), as it considers necessary or expedient for carrying on the business of the Company, including matters relating to administration, development, coaching, national selection, matches, fixtures, tournaments, tours, discipline, suspension or termination of Membership, appointment of umpires, investment of funds not immediately required to be expended in pursuance of the objects of the Company, entertainment, social activities or any other thing.
- (b) Subject to any provisions of these Articles to the contrary, each sub-committee shall comprise such number of persons as are considered necessary by the Board and shall include the Chairperson of the Company as an ex officio member. Subject to the approval of the Board, a sub-committee shall have powers to co-opt additional members to attend for all or part of any meetings including the Chief Executive Officer and other Company executives. Such additional sub-committee members are not required to be Members or officers of Members of the Company.
- (c) A sub-committee shall have powers and carry out such functions as may be assigned to it by the Board or by these Articles or in rules made under these Articles. Each sub-committee shall make recommendations to the Board and can only make decisions or bind the Company in any way if the Board has expressly delegated such powers to the sub-committee in accordance with Article 13.6 or the sub-committee is empowered to do so by these Articles.

- (d) Each sub-committee corresponding to an office held by a Director shall be chaired by the Director holding that office. Unless otherwise prescribed by these Articles, the Chairperson of any other sub-committee shall be appointed by the Board. Each sub-committee Chairperson shall have a vote and a casting vote which must be exercised in the event of an equality of votes.
- (e) If the Board has not made rules relating to the conduct of sub-committees the principles contained in Article 13.8 relating to decision-taking by the Board will apply, with any necessary modifications, to meetings of the sub- committees.
- (f) The Board shall establish the following standing sub-committees and may make rules and terms of reference which shall be binding on them.
 - (i) Cricket Committee
 - (ii) Audit Committee
 - (iii) Nominations Committee
 - (iv) Risk Committee

13.8 Meetings of the Board

- (a) The Board shall meet together for the dispatch of business, adjourn and otherwise regulate its meetings and business as it may think fit. The Board may meet as often as it may determine but shall hold at least eight (8) meetings per annum.
- (b) Meetings of the Board may be summoned by the Chairperson or his or her nominee at any time or within four (4) days of receipt of a written request signed by not less than three Directors setting out the reasons for such a meeting. Not less than seven days' notice, specifying the objects of such a meeting, shall be given.
- (c) Any Director may waive notice of any meeting and any such waiver may be retroactive. Where such waiver of notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted by it.
- (d) The Chairperson shall preside at all Board meetings. Should the Chairperson not be present 15 minutes after the time appointed for the Meeting, or, if he or she has previously notified their intention of not being present, those assembled shall elect a Director to chair the meeting from among their own numbers.
- (e) The quorum for a Board meeting shall be established by the attendance of not less than three (3) Directors of whom at least one shall be the Chairperson or the Director-Finance. If within half an hour from the time appointed for the Board meeting, a quorum is not present, the Board meeting shall stand adjourned to the same day in the next week at the same time and place.
- (f) If at the adjourned Board meeting, the Chairperson or the Director-Finance is not present within half an hour from the time appointed for the adjourned Board meeting, any three (3) Directors shall constitute a quorum.
- (g) Those assembled shall each have and must exercise one vote. In the event of an equality of votes, the Chairperson shall have and must exercise a casting vote in addition to his own vote. No vote of the Board may be exercised by proxy.
- (h) Except as otherwise specified in these Articles, voting on all motions of which notice has been given shall require a simple majority.

- (i) Voting on all motions shall be by show of hands unless not less than two-thirds majority request voting by poll in which case a poll shall be taken.
- (j) No motion shall be discussed at a Board meeting unless notice of that motion is given prior to the meeting, unless the Chairperson consents in which case voting on such motion shall require a two-thirds majority vote.
- (k) All acts done by any meeting of the Board shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any Director, be as valid as if every such person had been duly appointed.
- (l) A resolution in writing signed by all Directors for the time being entitled to receive notice of a meeting of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held.
- (m) A meeting of the Board may be held at two or more venues simultaneously using any technology that gives the Directors as a whole a reasonably opportunity to participate.
- (n) The Directors must ensure that the Company keeps a written record of every decision taken by the Board under this Article 13.8 for at least 10 years from the date of the decision.

14. Conflicts of interest

If a Director is in any way (directly or indirectly) interested in a transaction, arrangement or contract with the Company that is significant in relation to the Company's business and the Director's interest is material, the Director must declare their interest in accordance with section 536 of the Ordinance. Subject thereto, a Director may vote and be counted in the quorum notwithstanding his interest.

15. President and Vice-Presidents

15.1 President

- (a) The President will hold office for a term of three Years expiring at the conclusion of the Annual General Meeting ending the final year of his term.
- (b) The term of three Years will commence upon his appointment pursuant to this Article 15.1.
- (c) The President will be elected by the Board, with the Chairperson having an additional casting vote in the event of a tied vote. The vote to elect the new President will take place as soon as possible after the conclusion of the Annual General Meeting by reference to which the previous President's term of office expired.
- (d) The President may not, while he is President, hold any office as Director or employee of the Company. The President may not participate in the management of the Company or, exercise any vote in that capacity (other than in acting in the capacity of Chairperson of a general meeting and exercising a casting vote in the event of an equality of votes in accordance with Article 10.8(1))
- (e) If any of the matters listed in Article 18.2 apply in respect of the President, his office will be vacated.
- (f) The office of the President will also be vacated if, at any time, not less than two-thirds of the Directors resolve that the President should be replaced. If the office of the President becomes vacant pursuant to Articles 15.1(e) or (f), his position will be filled using the procedure set out in Article 15.1(c). The replacement President will hold office for the balance of the term of the person that he replaces as President (subject to the provisions of this Article 15.1).

- (g) No person shall be eligible to be elected as President unless that person either:
 - (i) is a Vice-President elected under Article 15.2(a)(i); or
 - (ii) has served as a Director of the Company or a member of EXCO for a continuous period of not less than two Years expiring within 6 years of their election.

15.2 Vice-Presidents

- (a) The Board may elect any number of:
 - (i) Vice-Presidents from among persons who have given exceptionally meritorious service to Cricket, as determined by the Board; and
 - (ii) Honorary Vice-Presidents from among persons who, by reason of their position or otherwise, can be expected to bring special influence to matters affecting the Company.
- (b) Persons elected as Vice-Presidents under Article 15.2(a)(i) shall hold office for life.
- (c) Persons elected as Honorary Vice-Presidents under Article 15.2(a)(ii) shall hold office until the first Board meeting after the Annual General Meeting next following their election, when they may be re-elected as Honorary Vice-Presidents.
- (d) No persons actively involved in the administration of the Company may be elected as an Honorary Vice-President.
- (e) No Vice-President or Honorary Vice-President may participate in the management of the Company or, exercise any vote in that capacity (other than Vice Presidents acting in the capacity of Chairperson of a general meeting and exercising a casting vote in the event of an equality of votes in accordance with Article 10.8(l)).

16. Delegates

- (a) The Board may elect any number of Delegates for specific purposes.
- (b) Persons elected under Article 16(a) shall hold office for any period that the Board determines and the Board may terminate an election at any time. If the Board determines a Delegate shall hold office for any period longer than one year, the Board must approve the election annually.
- (c) No Delegate shall be appointed to any salaried office of the Company or any office of the Company paid by fees and no remuneration or other fees may be paid to a Delegate.
- (d) Notwithstanding Article 16(c), the Company may confer such non-monetary benefits to the Delegate as the Board determines.

17. Officers' indemnity and insurance

17.1 Indemnity

- (a) A Director, former Director, President, former President, Vice-President, former Vice-President, Delegate or former Delegate, EXCO member or former EXCO member (each an **Indemnified Person**) may be indemnified out of the Company's assets against any liability incurred by the Indemnified Person to a person other than the Company or a Subsidiary in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or Subsidiary (as the case may be).

- (b) Article 17.1 (a) only applies if the indemnity does not cover:
 - (i) any liability of the Indemnified Person 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 Indemnified Person:
 - (A) in defending criminal proceedings in which the Indemnified Person is convicted;
 - (B) in defending civil proceedings brought by the Company, or a Subsidiary, in which judgment is given against the Indemnified Person;
 - (C) in defending civil proceedings brought on behalf of the Company by a Member or a member of a Subsidiary, in which judgment is given against the Indemnified Person;
 - (D) in defending civil proceedings brought on behalf of a Subsidiary by a member of the Subsidiary or by a member of Subsidiary of the Subsidiary, in which judgment is given against the Indemnified Person; or
 - (E) in connection with an application for relief under section 903 or 904 of the Ordinance in which the Court refuses to grant the Indemnified Person relief.
- (c) A reference in Article 17.1(b)(i) to a conviction, judgment or refusal of relief is a reference to the final decision in the proceedings.
- (d) For the purposes of Article 17.1(c), 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 Article 17.1(d)(ii), 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.

17.2 Insurance

The Board may purchase and maintain insurance, at the expense of the Company, for an Indemnified Person, or a director of a Subsidiary, against:

- (a) any liability to any person attaching to the Indemnified Person in connection with any negligence, default, breach of duty or breach of trust (except for fraud) in relation to the Company or Subsidiary (as the case may be); or

- (b) any liability incurred by the Company in defending any proceedings (whether civil or criminal) taken against the Company for any negligence, default, breach of duty or breach of trust (including fraud) in relation to the Company or Subsidiary (as the case may be).

18. Tenure of office and disqualification

18.1 Taking of office

Newly elected Directors, Presidents, Vice-Presidents and Delegates of the Company shall take office immediately after their election or appointment unless the Board decides otherwise.

18.2 Disqualification from office

- (A) The office of a Director shall be vacated if a Director:
 - (a) becomes bankrupt or makes any arrangement or composition with his creditors generally;
 - (b) ceases to be a director under the Ordinance or the Predecessor Ordinance or is prohibited from being a director by law;
 - (c) becomes a Mentally Incapacitated Person;
 - (d) is convicted of an indictable offence;
 - (e) resigns his office by notice in writing to the Company given in accordance with Section 464(5) of the Ordinance;
 - (f) for more than six months has been absent without the Board's permission from Board meetings held during that period;
 - (g) ceases to be ordinarily resident in Hong Kong;
 - (h) is directly or indirectly interested in any contract with the Company and fails to declare the nature of this interest in a matter required by Section 536 of the Ordinance; or
 - (i) is removed from office by an ordinary resolution passed by the Members at a **g**eneral **m**meeting.
- (B) The provisions of Article 18.2(A) shall apply, mutates mutandis, to the office of President.

19. Appointment of Auditor

The Auditor must be appointed in accordance with section 394 of the Ordinance and, where applicable, reappointed in accordance with section 403 of the Ordinance.

20. Accounts and Audit

- (a) Subject to the Ordinance:
 - (i) the Company must keep accounting records that comply with sections 373(2) and 373(3) or the Ordinance;
 - (ii) the accounting records must be sufficient:
 - (A) to show and explain the Company's transactions;
 - (B) to disclose with reasonable accuracy, at any time, the Company's financial position and financial performance; and

- (C) to enable the Directors to ensure that the financial statements comply with the Ordinance; and
- (iii) in particular, the accounting records must contain:
 - (A) daily entries of all sums of money received and expended by the Company, and the matters in respect of which the receipt and expenditure takes place; and
 - (B) a record of the Company's assets and liabilities.
- (b) Subject to the Ordinance:
 - (i) the accounting records shall be kept at the registered office of the Company, or at such other place or places as the Board may decide; and
 - (ii) wherever the accounting records of the Company are kept, shall be open to the inspection of the Board at all times without charge.
- (c) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions the accounting records of the Company shall be open to the inspection of persons other than the Board.

21. Reporting Documents

- (a) Subject to the Ordinance, the Board must, in respect of each financial year, lay before the Company in general meeting the financial statements, the directors' report and the auditor's report (**Reporting Documents**) for the financial year within the period specified in section 431 of the Ordinance.
- (b) For the avoidance of doubt, Article 21 (a) does not apply in relation to a financial year in respect of which an Annual General Meeting is not required to be held under section 612 of the Ordinance.
- (c) Subject to the Ordinance, a copy of each Reporting Document shall, not less than 21 days (or any shorter period as the Members having the right to vote may unanimously agree) before the general meeting, be sent to every Member of the Company.
- (d) Subject to the Ordinance, the Company may prepare for a financial year a financial report, in summary form, derived from the Reporting Documents for the financial year, and send the Members a copy of the summary financial report for the financial year instead of the Reporting Documents. If the Company sends a copy of the summary financial report, such copy must be sent to the Members at least 21 days before the date of the relevant general meeting.

22. Seal of the Company

22.1 Seal of the Company

- (a) If the Board so determines, the Company may have a common seal (**Seal of the Company**). The Seal of the Company may only be used by the authority of the Board.
- (b) A common seal must be a metallic seal having the Company's name engraved on it in legible form. Subject to this Article, the Board may decide by what means and in what the Seal of the Company is to be used.
- (c) The Board shall provide for the safe custody of the Seal of the Company.

- (d) The Seal of the Company shall not be affixed to any document except with the authority of the Board and in the presence of any two of the following, namely, the Chairperson, Company Secretary and the Director, Finance or alternatively, such other Directors as the Board may nominate and they shall sign every document to which the Seal of the Company is so affixed in their presence.

22.2 Execution of documents without applying common seal

- (a) Notwithstanding Article 22.1, the Company may execute a document as if the document had been executed under the Seal of the Company without actually applying the Seal of the Company if:
 - (i) the Directors have authorized the document to be executed as if under the Seal of the Company;
 - (ii) the document is expressed (in whatever words) to be executed by the Company; and
 - (iii) the document is signed in accordance with Article 22.2(b).
- (b) For the purpose of Article 22.2(a), the Company may execute a document by having it signed on the Company's behalf by:
 - (i) any two Directors; or
 - (ii) any of the Directors and the Company Secretary.

23. No right to inspect accounts and other records

A person is not entitled to inspect any of the Company's accounting or other records or documents merely because of being a Member, unless the person is authorized to do so by:

- (a) an enactment;
- (b) an order under section 740 of the Ordinance;
- (c) the Board; or
- (e) an ordinary resolution of the Company.

24. Notices

24.1 Notices and Members' addresses

- (a) Every Member shall register with the Company an address in Hong Kong to which notices will be sent.
- (b) Members shall notify the Company Secretary in writing of every change of its registered address.
- (c) If any Member shall fail to register an address or to give notice of any change of its address in accordance with this Article, notices may be given to such Member by sending the same to its last known place of business or if there be none, by posting the same for three days at the registered office of the Company.
- (d) Subject to the Ordinance, notice may be given:
 - (i) by hand to such Member personally;

- (ii) by hand by leaving it at the registered address of the Member addressed to the Member;
 - (iii) by sending it by mail, postage paid, addressed to such Member at his registered address; or
 - (iv) in respect of notices that, under the Ordinance, may be sent in electronic form or by electronic means to the address or number specified by such Member to the Company or by making it available on the Company's website; or
 - (v) by any other means authorised in writing by the Member concerned.
- (e) For the purposes of making available notices, documents, or any other information to a Member on the Company's website, the Company shall notify that Member that such notice, document or other information has been made available on the Company's website in the manner prescribed by the Ordinance.
- (f) In each case mentioned in Article 24.1(d)(iv), the Member must have already consented, in the manner permitted in the Ordinance, to the Company communicating with such Member in such form or manner. A Member may revoke its consent by sending a notice of revocation to the Company within such period and in such manner as may be specified under the Ordinance.
- (g) Upon a Member receiving from the Company a notice, document or other information in electronic form or by electronic means or by the Company making such notice, document or information available on its website, such Member may request that the Company send or supply to such Member such notice, document or information in hard copy form. Upon receiving such a request, the Company shall, in accordance with the Ordinance, supply such notice requested in hard copy free of charge.

24.2 Time of service of notice to Members

Subject to the Ordinance:

- (a) a notice delivered to a Member's registered address shall be deemed to have been served at the time of delivery;
- (b) a notice sent by prepaid letter to an address in Hong Kong shall be deemed to have been served on the second business day following its posting;
- (c) a notice sent by electronic means, other than by making it available on the Company's website, shall be deemed to have been served or delivered 48 hours following the time that such communication was sent;
- (d) if made available by the Company on its website, shall be deemed to have been served or delivered 48 hours from the later of:
 - (i) the time that such notice, document or other information was first made available on the Company's website; and
 - (ii) the time that a Member was notified of the presence of such notice, document or other information on the Company's website; and
- (e) if sent by any other means authorised in writing by the Member concerned, shall be deemed to have been served or delivered when the Company has carried out the action it has been authorised to take for that purpose.

24.3 Notices to Directors

- (a) Subject to these Articles, any notice or document to be sent or supplied to a Director in connection with the taking of decisions by the Board may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such a notice or document for the time being.
- (b) A Director may agree with the Company that notices or documents sent to that Director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

24.4 Counting of days' notice

Subject to the Ordinance and Article 10.4(c) where a given number of days' notice or notice extending over any other period is required to be given, the day of service shall, but the day upon which such notice will expire shall not, be included in such number of days or other period. The signature to any notice to be given by the Company may be written or printed.

24.5 Accidental omission to give notice

The accidental omission to give notice of a meeting or to send any other document to or the non-receipt of such notice or other to or the non-receipt of such notice or other document by any person entitled to receive such notice or document shall not invalidate any resolution passed or the proceedings at any meeting.

Annexure I – Senior Members Eligibility

(Position as of 27 October 2018)

Hong Kong Cricket Club

Kowloon Cricket Club

Annexure II – Ordinary Member Eligibility

(Position as of 27 October 2018)

Craigengower Cricket Club

Centaurus Cricket Club

Hong Kong Chinese Cricket Club

Hong Kong University Cricket Club

Kai Tak Cricket Club

Laguna Gully Cricket Club

Lamma Cricket Club

Little Sai Wan Cricket Club

Pakistan Association Cricket Club

SCC Lancers

The Sri Lankans Cricket Club

Taipans Sports Club

United Services Recreation Club

Vagabonds

Association of Cricket Umpires & Scorers of Hong Kong