

HONG KONG PLAYGROUND ASSOCIATION

Constitution

(Amended 5th April 1954, 24th April 1957, 29th April 1960, 24th June 1966, 22nd June 1971, 27th June 1973, 14th May 1986 and 28th July 2021)

1. The Association shall be called 'The Hong Kong Playground Association' and is hereinafter referred to as 'The Association'.
2. **The Objects of the Association shall be:-** to promote the welfare of children and youth and to provide social work services and recreational activities especially for those for whom no facilities or no adequate facilities exist.
3. **The Powers of the Association shall be:-**
 - (a) to foster a better understanding over the issue of the needs of today's children and youth, to promote public interest and concern and to appeal for sufficient allocation of resources, tangible and intangible, for the well-being, welfare, growth and development of children and youth;
 - (b) to acquire by purchase, lease, exchange, mortgage or otherwise dispose of or deal in any estate or interest in real or personal property and generally to lay out recreational facilities and playgrounds with all necessary and ancillary amenities;
 - (c) to build or rebuild, enlarge, alter, improve and equip dwellings and other buildings, erections, constructions and works of any kind and to provide and maintain recreational rooms, shelters, pavilions or other buildings;
 - (d) to promote and to organise games, activities and functions of a social, cultural, sporting or recreational nature and to instruct and train children and youth therein and to hold or promote competitions of any description authorised by law which may be conducive to the welfare of the children and youth and give prizes in connection with such competitions or otherwise;
 - (e) to promote and to hold such exhibitions and such other meetings, entertainments and amusements as may be conducive to the objects of the Association and to obtain all necessary powers and licences for the same;
 - (f) to make purchase or hire sporting or recreational gear and equipment of every description;
 - (g) to manufacture, buy, sell, supply and deal in provisions and goods of all kinds which may further the objects of the Association;
 - (h) to contribute or raise money upon such security and in such manner as may be considered expedient and in particular to borrow or raise money by the issue of debentures or debenture stock whether charged or not upon all or any part of the

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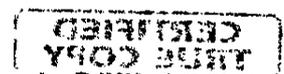
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undertaking and the property of the Association;

- (i) to draw, accept, make, endorse and issue bills of exchange, promissory notes or other negotiable instruments and to invest the moneys of the Association not immediately required in such manner as from time to time may be determined;
- (j) to take such steps by personal or written appeals to the public or otherwise as may from time to time be deemed expedient for the purpose of procuring any contributions to the funds of the Association in the form of donations, annual subscriptions or otherwise and accept such donations, contributions and bequests or any grant of land for all or any of the purposes of the Association on such terms as the Association may think fit;
- (k) to establish, support, aid, or contribute to the funds of societies, institutions, establishments, funds, trusts and conveniences which may be calculated to assist the promotion of the Association's objects and to subscribe to any charitable or benevolent causes or towards any public, general or useful object;
- (l) to enter into any arrangement with any governments or authorities, supreme, municipal, local or otherwise that may seem conducive to the Association's objects or any of them and to obtain from any such government or authority, rights, privileges or concessions which the Association may think fit or desire to obtain and to carry out any exercise and comply with any such arrangements, rights, privileges and concessions;
- (m) to enter into and carry into effect any arrangements for co-operation with any association or institution which carries on any form of activity that may assist the objects of the Association;
- (n) to do all or any of the things hereby authorised either alone or in conjunction with others;
- (o) generally to do all such things as may appear to be incidental or conducive to the attainments of the above objects or any of them.

4. **Membership**

- (1) Members of the Association shall be composed of:-
 - (a) Officers elected at the Annual General Meeting and members of the Executive Committee. Such members shall be referred to as 'Official Members' and shall be exempt from the payment of an annual subscription; and
 - (b) not more than 15 persons, who are Hong Kong residents (whether living in Hong Kong or in any other parts of the world), as may be nominated by any member of the Official Members and approved by the Executive Committee upon payment of an annual subscription of not less than HK\$500- each and other subscription as may from time to time be determined by the Executive



Committee of the Association. Such members shall be referred to as 'Associate Members' and shall be subject to the review and re-approval by the Executive Committee every year.

- (2) Any Associate Member who fails to pay the annual subscription or other subscription due from him or her to the Association shall cease to be a member of the Association, but the Executive Committee may at their discretion reinstate such member upon the full payment of the annual subscription or other subscription by such member.
- (3) Any member of the Association who dies, or who becomes bankrupt or makes any arrangement or composition with his or her creditors generally, or who becomes a mentally incapacitated person, or who resigns by notice in writing of the resignation, or who is imprisoned for a criminal offence, or who, in the opinion of the Executive Committee, is injurious to the character or interests of the Association, shall cease to be a member of the Association. The decision of the Executive Committee under this paragraph is final.

5. **Executive Committee**

- (1) The Executive Committee shall consist of:-
 - (a) the Chairman, Vice-Chairman and Honorary Treasurer to be elected at every Annual General Meeting, and
 - (b) no less than five and no more than 15 other persons to be elected at the Annual General Meeting of the Association.
- (2) Members of the Executive Committee shall retire from office at the Annual General Meeting in every two years. Such members shall be eligible for re-election and there shall be no restriction on the number of consecutive terms.
- (3) At a meeting of the Executive Committee a quorum shall be constituted by four members (excluding members co-opted under para. 6 below).
- (4) The Executive Committee shall meet as often as they think fit (whether by physical meeting and/or by means of a telephone or other communications equipment whereby all persons attending or participating in the meeting can hear one another) or any four members of the Executive Committee may by notice in writing to the Chairman or to the Secretary require a meeting to be called at any time. The reason for calling the extraordinary meeting of the Executive Committee should be put in writing to the Chairman with a brief resume of the matter or matters to be discussed and the Secretary shall call such meeting on the Chairman's instruction within 15 days from the date of receipt of the notice.
- (5) A person ceases to be a member of the Executive Committee if the person dies, or becomes bankrupt or makes any arrangement or composition with the person's creditors generally, or becomes a mentally incapacitated person, or resigns the

office of the member of the Executive Committee by notice in writing of the resignation, or is imprisoned for a criminal offence, or, in the opinion of the Executive Committee, is injurious to the character or interests of the Association. The Executive Committee shall have power to appoint a person to fill any vacancy and such person shall hold office until the next Annual General Meeting.

- (6) The Executive Committee shall also have the power to co-opt and at their discretion, remove as co-opted members of the Executive Committee such persons not exceeding five in number (in addition to the members of the Executive Committee under paras. 1 and 5 above) who by their specific qualifications and interests may be able to be of special service to the Association. Such co-opted members of the Executive Committee shall not be required to pay subscription fee. For the avoidance of doubt, such co-opted members of the Executive Committee are not Official Members and shall not be entitled to vote at the meeting of the Executive Committee or the general meeting.
- (7) The Executive Committee has the power to invite Government Departments interested in the Association to send representatives to attend Executive Committee meetings.
- (8) If the numbers of votes for and against a proposal are equal, the Chairman has a casting vote.
- (9) The control and management of the Association shall be vested in the Executive Committee who may exercise all such powers and do all such acts and things as the Association may do other than those for which a general meeting is specifically required but without prejudice to the general powers conferred upon them, it is hereby expressly declared that they shall have the following powers, that is to say, powers:-
 - (a) to appoint and at their discretion, dismiss or suspend instructors, employees, agents and servants whether appointed for permanent, temporary or special services as they may from time to time deem fit and to determine their powers and duties and fix their salaries or remuneration;
 - (b) to appoint any person or persons (whether incorporated or not) to accept and hold trust for the Association any property belonging to the Association or in which it is interested or for any other purpose and to execute and do all such deeds and things as may be requisite in relation to any such trust and to provide for the remuneration of the trustee or trustees;
 - (c) to institute, conduct, defend, compound or abandon any legal proceedings by or against the Association or its officers or otherwise concerning the affairs of the Association and also to compound or allow for payment or satisfaction of any debts due or any claims or payments by or against the Association;

- (d) to refer any claims or demands by or against the Association to arbitration and observe and perform the awards;
- (e) to make and give receipts, releases and other discharges for money payable to the Association and for the claims and demands of the Association;
- (f) to determine who shall be entitled to sign on the Association's behalf bills, notes, receipts, acceptances, endorsements, cheques, releases, contracts and documents;
- (g) save as herein provided to make, vary and repeal such orders, bylaws, regulations and rules as the Executive Committee may from time to time think fit in relation to any playground or any other premises controlled by the Association and their conduct and management and in relation to their own duties and procedure and proceedings;
- (h) to enter into all such negotiations and contracts and rescind and vary all such contracts and execute and do all such things, acts and deeds in the name and on behalf of the Association as they may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purpose of the Association;
- (i) at any time and from time to time by power of attorney and under the Association's seal or by an instrument in writing delegate any of their powers and appoint any person or persons to be the attorney or attorneys of the Association for such purposes and with such powers, authorities and discretions not exceeding those vested in the Executive Committee and subject to such conditions as the Executive Committee may from time to time think fit;
- (j) to appoint any committee or committees consisting of such member or members of their own body or otherwise as they may think fit and to delegate any of their powers to such committee or committees and to prescribe the functions, duties and powers thereof and to revoke any delegation and to determine all or any of such functions, duties and powers;
- (k) to exercise all or any of the foregoing powers so far as they are applicable in relation to the liabilities or obligations whether legal or moral previously incurred by the Association and to assume responsibility for payments by way of gratuities or otherwise for services rendered to the Association and to charge such payments to the funds of the Association and generally at the discretion of the Executive Committee to sanction any new payments in respect of services previously rendered to the Association.

6. Minutes

The Executive Committee shall cause minutes to be kept in books provided for the

purpose:-

- (a) of all appointments made by the Executive Committee;
- (b) of all the resolutions and proceedings at all meetings of the Executive Committee and of the Committees appointed by them and of all general meetings.

7. Patrons, Honorary Legal Advisor and Honorary Advisors

- (1) The Executive Committee may invite any Hong Kong resident to be Patron of the Association for such period and on such terms as the Executive Committee may deem fit.
- (2) The Executive Committee may invite any Hong Kong resident to be Honorary Legal Advisor of the Association to be appointed at every Annual General Meeting for providing general legal advice to the Association. Such Honorary Legal Advisor shall be eligible for re-appointment.
- (3) The Executive Committee may invite any Hong Kong resident to be Honorary Advisor of the Association to be appointed at every Annual General Meeting for providing general advice to the Association. Such Honorary Advisor shall be eligible for re-appointment.
- (4) For the avoidance of doubt, the Patrons, the Honorary Legal Advisor and the Honorary Advisors of the Association are not the members of the Executive Committee or the members of the Association and shall not be entitled to vote at the meeting of the Executive Committee or the general meeting.

8. Officers

- (1) The Association shall have a President, a number of Vice-Presidents, Chairman, Vice-Chairman and Honorary Treasurer who shall be elected at the Annual General Meeting to hold office until the end of the Annual General Meeting next following but who shall be eligible for re-election and a Secretary who shall be appointed by the Executive Committee for such period and on such terms as the Executive Committee may deem fit.
- (2) If any vacancy occurs amongst any of the Officers of the Association by reason of death, resignation or absence from Hong Kong the Executive Committee shall have power to appoint such persons as they shall think fit to hold office so vacated until the next Annual General Meeting or for such shorter periods as they may think fit.

9. General Meetings

- (1) A general meeting of the members of the Association to be known as 'The Annual General Meeting' shall be held not later than the end of August in each year but, subject to the approval of at least two thirds of the members of the Executive

Committee, be held no later than the end of December in each year, at some place(s) and/or by means of a telephone or other communications equipment whereby all persons attending or participating in the general meeting can hear one another, to be chosen by the Executive Committee for the purpose of:-

- (a) receiving and considering the reports and accounts for the past year;
 - (b) considering and if thought fit passing any resolution for the revision and amendment of the constitution;
 - (c) electing a President, Vice-Presidents, Chairman, Vice-Chairman and Honorary Treasurer ('Officers');
 - (d) subject to clause 5(2) above, electing the members of the Executive Committee;
 - (e) appointing the Honorary Legal Advisor;
 - (f) appointing the Honorary Advisor(s);
 - (g) appointing an auditor or auditors;
 - (h) considering and deciding any question of general policy or administration raised upon previous written notice given by any member.
- (2) The Executive Committee may whenever they think fit or shall upon the requisition in writing of not less than half of the members of the Association proceed to convene an extraordinary general meeting of the Association in accordance with this clause 9.
- (3) The requisition for the convening of any such extraordinary general meeting as aforesaid and the notice of convening such meeting shall contain the nature of the business to be dealt with in the meeting and no decision shall be made upon any matter other than such stated business.
- (4) Notice of any general meeting shall be given by the Secretary in writing to all members addressed to their last known address and/or their email registered with the Association fourteen days before the date fixed for the general meeting.
- (5) Notice shall be given in writing to the Secretary not less than seven days before the date fixed for the holding of any general meeting of all proposed amendments to the constitution and of any questions which are to be discussed at the meeting.
- (6) At all general meetings of the Association, only the Official Members and the Associate Members shall be entitled to vote and each of the Official Members and the Associate Members present in person has one vote.
- (7) No alteration, appeal or amendment shall be made in the Constitution unless the same shall have been carried by a majority consisting of at least two thirds of the members present at such meeting and voting thereon.
- (8) Six members shall constitute a quorum for a general meeting.
- (9) The President present at a general meeting shall be entitled to take the chair at the

- meeting. The President may also appoint a Vice-President to be the chairman of the general meeting if the President has given notice to the Association of the intention not to attend the general meeting and his appointment of a Vice-President to be the chairman of the general meeting. If there be no such chairman present within fifteen minutes after the time appointed for holding the meeting or such chairman is unwilling to act, the members of the Executive Committee present at a general meeting shall elect one of themselves to be the chairman of the meeting.
- (10) If there is an equality of votes, the chairman of the general meeting is entitled to a second or casting vote.

10. **Funds**

- (1) All funds received by the Association from any source shall be paid to the account of the Association and shall be used only for the furtherance of the aims and objects of the Association.
- (2) No expenditure shall be undertaken by or on behalf of the Association without the authority of the Executive Committee.
- (3) Subject to para. 4 below, none of the income or property of the Association may be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever to any member of the Association. No member of the Executive Committee or governing body of the Association shall be appointed to any salaried office of the Association, or any office of the Association paid by fees and no remuneration or other benefit in money or money's worth (except as provided in para. 4 below) shall be given by the Association to any member of its Executive Committee or governing body.
- (4) The requirement under para. 3 above does not prevent the payment by the Association:
- (a) of reasonable and proper remuneration to the member of the Association not being a member of the Executive Committee or governing body of the Association for any goods or services actually supplied by him or her to the Association;
 - (b) of reimbursement to the member of the Association for out-of-pocket expenses properly incurred by him or her for the Association;
 - (c) of interest on money lent by the member of the Association to the Association at a reasonable and proper rate which must not exceed 2% per annum above the prime rate prescribed for the time being by The Hongkong and Shanghai Banking Corporation Limited for Hong Kong dollar loans;
 - (d) of rent to the member of the Association for premises let by him or her to the Association: Provided that the amount of the rent and the other terms of the lease must be reasonable and proper; and such member of the

Association must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion; and

- (e) of remuneration or other benefit in money or money's worth to a body corporate in which the member of the Association is interested solely by virtue of being a member of that body corporate by holding not more than one-hundredth part of its capital or controlling not more than a one-hundredth part of its votes.

11. Books, Accounts & Audit

The Executive Committee shall cause to be kept:-

- (1) Proper books of accounts of all receipts and payments of the Association and shall prepare the accounts and balance sheet for each financial year ending on 31st March. The balance sheet and accounts shall be audited by an auditor or auditors appointed by the Association.
- (2) A list of members of the Association.

12. Conflict of Interest of a Member of the Executive Committee or Governing Body of the Association

- (1) If a member of the Executive Committee or governing body of the Association is in any way (directly or indirectly) interested in a transaction, arrangement or contract or proposed transaction, arrangement or contract with the Association that is significant in relation to the Association's operations and if his interest is material, he must declare the nature and extent of his interest to the other members of the Executive Committee or governing body of the Association.
- (2) A member of the Executive Committee or governing body of the Association must neither vote nor be counted for quorum purposes in respect of the transaction, arrangement or contract or proposed transaction, arrangement or contract in which he is so interested, and if he does so vote his vote shall not be counted.

13. Net Assets on Dissolution

If upon the dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever ('the net assets'), the net assets shall not be paid to or distributed among the member of the Association but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Association under or by virtue of clause 10 above and this clause, such institution or institutions to be determined by the members of the Association at a general meeting of the members of the Association at or before the time of dissolution and in default thereof

by a Judge of the High Court of the Hong Kong Special Administrative Region having jurisdiction in the matter. If and so far as effect cannot be given to the aforesaid provisions, the net assets shall be applied for charitable purposes as directed by a Judge of the High Court of the Hong Kong Special Administrative Region having jurisdiction in the matter.