

THE COMPANIES ORDINANCE (CHAPTER 622)  
Company Limited by Guarantee

ARTICLES OF ASSOCIATION  
of  
SPORT FOR ALL CONFEDERATION OF HONG KONG,  
CHINA LIMITED 中國香港群眾體育聯會有限公司

**1 Name, legal status and emblem**

(1) The name of the Company is "SPORT FOR ALL CONFEDERATION OF HONG KONG, CHINA LIMITED 中國香港群眾體育聯會有限公司" hereinafter called the "Confederation".

(2) The Confederation is a non-governmental and non-profit-making organization, of unlimited duration, which is duly registered as a legal entity and exercises its jurisdiction over the territory of Hong Kong Special Administrative Region, China. It operates in accordance with these Articles and the applicable laws in Hong Kong Special Administrative Region, China.

**2 Interpretation**

(1) In these Articles—

"*Articles*" means these articles of association of the Confederation;

"*associated company*" means a subsidiary of the Confederation, a holding company of the Confederation, or a subsidiary of such a holding company;

"*bankruptcy*" includes individual insolvency proceedings in a jurisdiction other than Hong Kong Special Administrative Region, China;

"*document*" includes, unless otherwise specified, any document sent or supplied in electronic form;

"*electronic form*" has the meaning as used in Electronic Transactions Ordinance (Cap 553);

"*International Federation*" or "*IF*" means an international non-government organization administering sport for all or a specific sport at world level;

"*Member*" means an organization or association who agrees to become a Member of the Confederation in accordance with Article 6;



**"mental incapacity"** has the meaning given by section 2(1) of the Mental Health Ordinance (Cap 136);

**"mentally incapacitated person"** means a person who is found under the Mental Health Ordinance (Cap 136) to be incapable, by reason of mental incapacity, of managing and administering his or her property and affairs; **"the Directors," "the Board" or "the Board of Directors"** means the Directors or any of them acting as the Board of Directors of the Confederation;

**"Ordinance"** means the Companies Ordinance, Chapter 622 of the Laws of Hong Kong including the related subsidiary legislation;

**"Ordinary Resolution"** has the meaning given by section 563 of the Companies Ordinance (Cap 622);

**"Special Resolution"** has the meaning given by section 564 of the Companies Ordinance (Cap 622).

- (2) Other words or expressions used in these Articles have the same meaning as in the Ordinance as in force on the date these Articles become binding on the Confederation.
- (3) The masculine includes the feminine and neuter as appropriate. Words of the plural number include the singular and vice versa.
- (4) 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.
- (5) The Articles of the Confederation shall, at all times, comply with the provisions of the Ordinance to which they must refer expressly. If there is any doubt as to the signification or interpretation of these Articles, they shall be interpreted in compliance with the provisions of the Ordinance.

### **3 Objects**

- (1) The objects of the Confederation are:-
  - (a) to create a better world through construction of a healthy and active society for all through sports;
  - (b) to promote "Sport for All" Movement in Hong Kong Special Administrative Region, China;

- (c) to form and stimulate public opinion in favour of the provision of proper and better facilities for “Sport for All” Movement in Hong Kong Special Administrative Region, China;
- (d) to coordinate all local sports organizations in the promotion of “Sport for All” Movement and to encourage every citizen to engage in daily participation in physical activities to promote public health;
- (e) to affiliate with any worldwide or regional organizations dedicated to the promotion of the “Sport for All” Movement;
- (f) to promote cultural and educational programmes relating to the “Sport for All” Movement in Hong Kong Special Administrative Region, China;
- (g) to promote the diffusion of “Sport for All” Movement in the teaching of physical education and sport in schools and universities;
- (h) to undertake the organization of international “Sport for All” competitions;
- (i) to participate in actions to promote peace and to promote gender equality in “Sport for All” Movement;
- (j) to support and encourage the promotion of sports ethics for educational purposes;
- (k) to undertake action against any form of discrimination on the grounds of race, religion, politics, sex or otherwise in “Sport for All” Movement;
- (l) to work to maintain harmonious and cooperative relations with appropriate governmental bodies;
- (m) to approve the selection and to control Hong Kong’s representation in all international, continental and regional “Sport for All” games or competitions;
- (n) to do all such other lawful things as are incidental or conducive to the attainment of the above objects, provided that:
  - i) In case the Confederation shall take or hold any property which may be subject to any trusts, the Confederation will only deal with or invest the same in such manner as allowed by law, having regard to such trusts; and

- ii) The objects of the Confederation shall not extend to the regulation of relations between workers and employers or organizations of workers and organizations of employers.
- (2) In the achievement of such objects, the Confederation may cooperate with the Government and governmental bodies but, must preserve its autonomy and resist all pressures of any kind whatsoever, including those of a political, religious or economic nature. In addition, the Confederation must resist any undue pressure, which would result in an undue interference with its governance, operations and autonomy.
  - (3) The Confederation must never conduct or associate itself with any activity which would be in contradiction with its objects. The Confederation must constitute, organize and lead its respective delegations at all regional, continental or world "Sport for All" competitions and shall be responsible for the behaviour of the members of its respective delegations.

#### **4 Application of income and property**

- (1) The income and property of the Confederation shall be applied solely towards the promotion of the objects as set out in these Articles.
- (2) Subject to Article 4(3) below, none of the income or property of the Confederation may be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever to any Member of the Confederation.
- (3) The requirement under Article 4(2) above does not prevent the payment by the Confederation –
  - (a) of reasonable and proper remuneration to the Members of the Confederation for any goods or services supplied by him to the Confederation;
  - (b) of reimbursement to the Members of the Confederation for out-of-pocket expenses properly incurred by him for the Confederation;
  - (c) of interest on money lent by the Members of the Confederation to the Confederation 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 Members of the Confederation for premises let by him to the Confederation: Provided that the amount of the rent and the other terms of the lease must be reasonable and proper;

## **5 Jurisdiction**

The Confederation claims

- (a) jurisdiction over the “Sport for All” Movement in Hong Kong Special Administrative Region, China; and
- (b) control over Hong Kong’s participation in all international, continental and regional competitions or activities as are compatible with these Articles and the objects herein.

## **6 Membership**

### **(1) Voting Members**

All serving Association Ordinary Members, Associate Members and Observers of Sports Federation & Olympic Committee of Hong Kong, China shall be invited to become the Voting Members of the Confederation, with voting rights in general meetings of the Confederation.

### **(2) Associate Members**

- (a) The Board of Directors may admit **Associate Membership** to such associations as are dedicated to advance the “Sport for All” Movement in Hong Kong Special Administrative Region, China.
- (b) Associate Members shall not have the right to vote in any capacity.

### **(3) Terms and conditions for Associate membership**

All Associate Members should meet the following conditions:-

- (a) No association shall be admitted unless it has satisfied the Confederation that it is properly constituted in accordance with the laws of Hong Kong Special Administrative Region, China and that its affairs are conducted in a satisfactory manner.
- (b) Recognition may be granted to more than one Associate Member for each sport in respect of which there is an IF governing such sport.

(c) The mechanism for admission of membership shall follow a set of guidelines determined by the Directors and is subject to review from time to time.

**(4) Governance and Sanctions**

(a) Members shall undertake to comply with the rules of the IF (as the case may be) to which they are affiliated, these Articles and to assist in enforcing all decisions of the Confederation.

(b) Members shall be subject to suspension or to forfeiture for failure to comply with any of the provisions of the rules of the IF to which it is affiliated, these Articles, or of any decision of the Board of Directors, subject to prior consultation and coordination with the relevant IF concerned. The Member concerned must also be given a fair opportunity to be heard before any decision is taken.

(c) If, in the opinion of the Confederation, any Member has infringed the rules of the IF to which it is affiliated, the objects and/ or regulations of the Confederation, the Confederation shall have power by a Special Resolution to cancel or suspend its membership, after having given one month's notice to the Member concerned who shall be requested to furnish an explanation, and subject to prior consultation and coordination with the relevant IF concerned. Such decision shall be final and conclusive subject to Article 51(4).

(d) Members shall undertake that all open games, contests, meetings or tournaments held under its auspices or within its jurisdiction, and the qualifications of all persons competing either as members of its own affiliated organizations or otherwise, shall conform to the prescribed rules and conditions of that organization.

**7 Liability of Members**

(1) The liability of the Members is limited.

(2) Every Member of the Confederation undertakes to contribute to the assets of the Confederation in the event of its being wound up while he is still a Member, or within one year afterwards, for the payment of debts and liabilities of the Confederation contracted before he ceases to be a Member, and the costs, charges and expenses of winding up and the adjustment of the rights of the contributories among themselves

such amount as may be required not exceeding Hong Kong Dollars \$100.

## **8 Subscriptions**

- (1) The annual due for each Associate Member shall be fixed by the Board of Directors from time to time and shall be paid before the annual general meeting. The first payment shall be made upon admission. Save and except the Voting Members, failure to pay dues as prescribed shall deprive the Member of the right of membership and, if continued for a period of three months after the annual general meeting, shall operate as a loss of membership.
- (2) Voting Members are not required to pay dues.

## **9 Termination of membership**

- (1) A Member may terminate his membership of the Confederation on his own motion by giving seven days' notice to the Confederation in writing.
- (2) Membership is not transferable.
- (3) The membership of a Member terminates when the organization ceases to exist or wound up (as the case may be).

## **Organization and Administration**

### **10 Directors**

- (1) The Directors of the Confederation shall comprise, inter alios,
  - (a) The President;
  - (b) Two Vice-Presidents;
  - (c) Honorary Secretary General;
  - (d) Honorary Treasurer; and
  - (e) Two Honorary Deputy Secretaries General.

- (2) Each Director of the Confederation shall hold office for a term of four years.
- (3) Subject to Article 10(8) herein below, Sports Federation & Olympic Committee of Hong Kong, China shall be entitled to nominate the President and three other Directors of the Confederation as ex-officio Directors every four years.
- (4) The remaining office of Directors of the Confederation shall be nominated and elected by the Voting Members every four years.
- (5) Any one of the Voting Members shall be entitled to nominate up to one candidate to stand for the election of the office of Directors. However, any such nomination should be made in writing by the Voting Member of which the nominated person is a member.
- (6) The detailed election mechanisms are set out in the By-laws of the Confederation.
- (7) The Board of Directors may appoint any individual as Director to fill any casual vacancy (as the case may be), but the Director(s) so appointed must retire from office at the next annual general meeting following the appointment, at which an election for that office shall take place. A Director thus elected shall hold office until the annual general meeting at which that office would next come up for election, and if eligible, may stand for re-election. If the Confederation has dispensed with the holding of annual general meetings or is not required to hold annual general meetings, its Directors must retire from office before the end of nine months after the end of the Confederation's accounting reference period by reference to which the financial year in which the Directors were appointed is to be determined.
- (8) The first Directors of the Confederation shall all be nominated by Sports Federation & Olympic Committee of Hong Kong, China. Such nomination shall be final, conclusive and confirmed by all Voting Members. The first Directors shall hold office until the first annual general meeting of the Confederation.

## **Directors' Powers and Responsibilities**

### **11 Directors' general authority**



- (1) Subject to the Ordinance and these Articles, the business and affairs of the Confederation are managed by the Directors, who may exercise all the powers of the Confederation.
- (2) An alteration of these Articles does not invalidate any prior act of the Directors that would have been valid if the alteration had not been made.
- (3) The powers given by this Article are not limited by any other power given to the Directors by these Articles.
- (4) A Directors' meeting at which a quorum is present may exercise all powers exercisable by the Directors.

## **12 No Voting Members' reserve power**

The Voting Members shall not direct the Directors to take, or refrain from taking, specified action.

## **13 Directors may delegate**

- (1) Subject to these Articles, the Directors may, if they think fit, delegate any of the powers that are conferred on them under these Articles—
  - (a) to any Director / employee of the Confederation or committee;
  - (b) by any means (including by power of attorney);
  - (c) to any extent and without territorial limit;
  - (d) in relation to any matter; and
  - (e) on any terms and conditions.
- (2) If the Directors so specify, the delegation may authorize further delegation of the Directors' powers by any person to whom they are delegated.
- (3) The Directors may—
  - (a) revoke the delegation wholly or in part; or
  - (b) revoke or alter its terms and conditions.
- (4) The Directors shall remain accountable for the decisions of the person / committee to whom they delegate powers.

#### **14 Committees**

- (1) The Directors may make rules providing for the conduct of business of the committees to which they have delegated any of their powers.
- (2) The committees must comply with the prescribed rules.

#### **Decision-taking by Directors**

#### **15 Directors to take decision collectively**

A decision of the Directors may be taken—

- (a) by a simple majority of the Directors at a meeting; or
- (b) by a written resolution in accordance with Article 16 as the Directors may deem fit and proper.

#### **16 Written resolution of the Directors**

- (1) A decision of the Directors is taken in accordance with this Article when all eligible Directors indicate to each other (either directly or indirectly) by any means that they share a common view on a matter.
- (2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible Directors or to which each eligible Directors has otherwise indicated agreement in writing.
- (3) A reference in this Article to eligible Directors is a reference to Directors who would have been entitled to vote on the matter if it had been proposed as a resolution at a Directors' meeting.

#### **17 Calling Directors' meetings**

- (1) Meetings of the Board of Directors shall take place at least once every three months and more often if necessary or if required.
- (2) Either the President or the Honorary Secretary General may call a Directors' meeting by giving not less than seven days' notice of the meeting to the Directors.
- (3) Notice of a Directors' meeting must indicate—

- (a) its proposed date and time; and
  - (b) where it is to take place.
- (4) Notice of a Directors' meeting must be given to each Director.
- (5) The President or the Honorary Secretary General shall call a Directors' meeting on the request of three Directors, save that no such request shall be made within seven days of a previous meeting.
- (6) The Directors' meeting called under Article 17(5) must be held on a date not more than 14 days after the date on which the President or the Honorary Secretary General become subject to the requirement to call a meeting.

### **18 Participation in Directors' meetings**

- (1) Subject to these Articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, when—
- (a) the meeting has been called and takes place in accordance with these Articles; and
  - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- (2) In determining whether Directors are participating in a Directors' meeting, it is irrelevant where a Director is and how they communicate with each other.
- (3) If all the Directors participating in a Directors' meeting are not in the same place, they may regard the meeting as taking place wherever any one of them is.

### **19 Quorum for Directors' meetings**

- (1) At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to adjourn the meeting.
- (2) The quorum for Directors' meetings may be fixed from time to time by a decision of the Directors, but it must be at least three, and unless otherwise fixed, it is three.

## **20 Meetings if total number of Directors less than quorum**

If the total number of Directors for the time being is less than the quorum required for Directors' meetings, the Directors must not take any decision other than a decision—

- (a) to appoint further Directors in accordance with other provisions of Article 10(6) of these Articles; or
- (b) to call a general meeting so as to enable the Voting Members to appoint further Directors.

## **21 Chairing of Directors' meetings**

- (1) The President shall chair all Directors' meetings.
- (2) If the President is not participating in a Directors' meeting within 15 minutes of the time at which it was to start or is unwilling to chair the meeting, the participating Directors may appoint one of them to chair it.

## **22 Chairperson's casting vote at Directors' meetings**

- (1) If the numbers of votes for and against a proposal are equal, the chairperson of the meeting has a casting vote.
- (2) Article 22(1) does not apply if, in accordance with these Articles, the chairperson is not to be counted as participating in the decision-making process for quorum or voting purposes.

## **23 Conflicts of interest**

- (1) A Director who is in any way, whether directly or indirectly, interested in any transaction, arrangement or contract (being a transaction arrangement or contract of significance in relation to the Confederation's operation) with the Confederation shall, if his interest in the transaction, arrangement or contract is material, declare the nature and extent of his interest at a Director meeting in accordance with Section 536 of the Ordinance and shall not vote or be counted for quorum purposes in respect of any such transaction, arrangement or contract, and if he does so vote his vote shall not be counted.

- (2) A reference in this Article to a transaction, arrangement or contract includes a proposed transaction, arrangement or contract.
- (3) A general notice given to the Confederation that a Director is to be regarded as having an interest of the nature and to the extent as specified in the notice, in any transaction, arrangement or contract which may, after the date of the notice be entered into or made by the Confederation, shall be deemed to be a disclosure that the Director of the Confederation has an interest in any transaction, arrangement or contract of the nature and to the extent so specified.

#### **24 Validity of acts of meeting of Directors**

The acts of any meeting of Directors or of a committee of Directors or the acts of any person acting as a Director are as valid as if the Directors or the person had been duly appointed as a Director and was qualified to be a Director, even if it is afterwards discovered that—

- (a) there was a defect in the appointment of any of the Directors or of the person acting as a Director;
- (b) any one or more of them were not qualified to be Directors or were disqualified from being a Director;
- (c) any one or more of them had ceased to hold office as a Director; or
- (d) any one or more of them were not entitled to vote on the matter in question.

#### **25 Record of decisions to be kept**

- (1) The Directors must ensure that the Confederation keeps a written record of every decision taken by the Directors under Article 15 for at least 10 years from the date of the decision.
- (2) A summary of all major, non-confidential decisions made by the Directors will be circulated to all Members within 30 days after the meeting at which the decisions were made.

#### **26 Directors' discretion to make rules or by-laws**

Subject to these Articles, the Directors may make any rule(s) or by-laws that they think fit about—

- (a) how they take decisions; and
- (b) how the rules are to be recorded or communicated to Directors.

### **Miscellaneous Provisions relating to Directors**

#### **27 Retiring Director eligible for reappointment**

A retiring Director is eligible for reappointment to the office.

#### **28 Termination of Director's appointment**

A person ceases to be a Director if the person—

- (a) becomes bankrupt or makes any arrangement or composition with the person's creditors generally;
- (b) becomes a mentally incapacitated person;
- (c) resigns the office of Director by notice in writing of the resignation in accordance with section 464(5) of the Ordinance;
- (d) for more than six months has been absent without the Directors' permission from Directors' meetings held during that period; or
- (e) is removed from the office of Directors by an Ordinary Resolution of the Confederation after having given a fair opportunity to the Director concerned to be heard before any decision is taken.

#### **29 Directors' expenses**

The Confederation may pay any bona fide travelling, accommodation and other expenses properly incurred by Directors in connection with their attendance at—

- (a) events and venues in the exercise of their powers and the discharge of their responsibilities in relation to the Confederation; or
- (b) otherwise where authorized at a general meeting.

## **Directors' Indemnity and Insurance**

### **30 Indemnity**

- (1) A Director or former Director of the Confederation may be indemnified out of the Confederation's assets against any liability incurred by the Director to a person other than the Confederation or an associated company of the Confederation in connection with any negligence, default, breach of duty or breach of trust in relation to the Confederation or associated company (as the case may be).
- (2) Article 30(1) only applies if the indemnity does not cover—
- (a) any liability of the Director to pay—
    - i) a fine imposed in criminal proceedings; or
    - ii) a sum payable by way of a penalty in respect of non-compliance with any requirement of a regulatory nature; or
  - (b) any liability incurred by the Director—
    - i) in defending criminal proceedings in which the Director is convicted;
    - ii) in defending civil proceedings brought by the Confederation, or an associated company of the Confederation, in which judgment is given against the Director;
    - iii) in defending civil proceedings brought on behalf of the Confederation by a Member of the Confederation or of an associated company of the Confederation, in which judgment is given against the Director;
    - iv) in defending civil proceedings brought on behalf of an associated company of the Confederation by a member of the associated company or by a member of an associated company of the associated company, in which judgment is given against the Director; or
    - v) in connection with an application for relief under section 903 or 904 of the Ordinance in which the Court refuses to grant the Director relief.

- (3) A reference in Article 30(2)(b) to a conviction, judgment or refusal of relief is a reference to the final decision in the proceedings.
- (4) For the purposes of Article 30(3), a conviction, judgment or refusal of relief:-
- (a) if not appealed against, becomes final at the end of the period for bringing an appeal; or
  - (b) if appealed against, becomes final when the appeal, or any further appeal, is disposed of.
- (5) For the purposes of Article 30(4)(b) an appeal is disposed of if—
- (a) it is determined, and the period for bringing any further appeal has ended; or
  - (b) it is abandoned or otherwise ceases to have effect.

### **31 Insurance**

The Directors may decide to purchase and maintain insurance, at the expense of the Confederation, for a Director of the Confederation, or a Director of an associated company of the Confederation, against:-

- (a) any liability to any person attaching to the Director in connection with any negligence, default, breach of duty or breach of trust (except for fraud) in relation to the Confederation or associated company (as the case may be); or
- (b) any liability incurred by the Director in defending any proceedings (whether civil or criminal) taken against the Director for any negligence, default, breach of duty or breach of trust (including fraud) in relation to the Confederation or associated company (as the case may be).

### **Organization of General Meetings**

### **32 Annual general meetings**



Subject to the provisions of the Ordinance, the Confederation shall, in respect of each financial year, hold a general meeting as its annual general meeting for the purpose of:-

- (a) adopting the Directors' Report and audited financial statements;
- (b) electing, as may be required, the Directors for the ensuing term;
- (c) appointing independent external auditors; and
- (d) transacting any other business on the agenda.

### **33 General meetings**

- (1) The Directors may, if they think fit, call a general meeting.
- (2) If the Directors are required to call a general meeting under section 566 of the Ordinance, they must call it in accordance with section 567 of the Ordinance.
- (3) If the Directors do not call a general meeting in accordance with section 567 of the Ordinance, the Voting Members who requested the meeting, or any 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..

### **34 Notice of general meetings**

- (1) Subject to sections 611, 612 and 613 of the Ordinance, annual general meetings of the Confederation must be called by notice of at least 21 days in writing.
- (2) A general meeting other than an annual general meeting must be called by notice of at least 14 days in writing.
- (3) The notice is exclusive of—
  - (a) the day on which it is served or deemed to be served; and
  - (b) the day for which it is given.
- (4) The notice must—
  - (a) specify the date and time of the meeting;
  - (b) specify the place of the meeting;

- (c) state the general nature of the business to be dealt with at the meeting;
  - (d) for a notice calling an annual general meeting, state that the meeting is an annual general meeting;
  - (e) if a resolution (whether or not a Special Resolution) is intended to be moved at the meeting
    - i) include notice of the resolution; and
    - ii) include or be accompanied by a statement containing any information or explanation that is reasonably necessary to indicate the purpose of the resolution;
  - (f) if a Special Resolution is intended to be moved at the meeting, the notice must:-
    - i) be given 21 clear days in advance of the meeting; and
    - ii) specify the intention and include the text of the Special Resolution.
- (5) Article 34(4)(e) does not apply in relation to a resolution of which
- (a) notice has been included in the notice of the meeting under section 567(3) or 568(2) of the Ordinance; or
  - (b) notice has been given under section 615 of the Ordinance.
- (6) Despite the fact that a general meeting is called by shorter notice than that specified in this Article, it is regarded as having been duly called if it is so agreed—
- (a) for an annual general meeting by all the Voting Members entitled to attend and vote at the meeting; and
  - (b) in any other case, by a majority in number of the Members entitled to attend and vote at the meeting, being a majority together representing at least 95% of the total voting rights of all Members.

### **35 Persons entitled to receive notice of general meetings**

- (1) Notice of a general meeting must be given to—
- (a) every Member; and

(b) every Director.

- (2) If notice of a general meeting or any other document relating to the meeting is required to be given to a Member, the Confederation 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.

### **36 Accidental omission to give notice of general meetings**

Any accidental omission to give notice of a general meeting to, or any non-receipt of notice of a general meeting by, any person entitled to receive notice does not invalidate the proceedings at the meeting.

### **37 Attendance and speaking at general meetings**

- (1) A person is able to exercise the right to speak at a general meeting when the person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions that the person has on the business of the meeting.
- (2) A person is able to exercise the right to vote at a general meeting when—
- (a) the person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
  - (b) the person's vote can be taken into account in determining whether or not those resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- (3) The chairperson may make whatever arrangements he considers appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

### **38 Quorum for general meetings**

- (1) Eight (8) Voting Members present by their duly authorized representative(s) constitute a quorum at a general meeting.

- (2) No business other than the appointment of the chairperson of the meeting is to be transacted at a general meeting if the person(s) attending it do not constitute a quorum.

### **39 Chairing general meetings**

- (1) If the President is present at a general meeting and is willing to preside as chairperson at the meeting, the meeting is to be presided over by him.
- (2) The Directors present at a general meeting must elect one of them to be the chairperson if:-
- (a) there is no President;
  - (b) the President is not present within 15 minutes after the time appointed for holding the meeting;
  - (c) the President is unwilling to act; or
  - (d) the President has given notice to the Confederation of the intention not to attend the meeting.
- (3) The representatives of Voting Members present at a general meeting must elect one of themselves to be the chairperson if—
- (a) no Director is willing to act as chairperson; or
  - (b) no Director is present within 15 minutes after the time appointed for holding the meeting.
- (4) One of the Directors may be elected to be the chairperson of a general meeting by a resolution of the Confederation passed at the meeting.

### **40 Attendance and speaking by non-members**

- (1) Directors may attend and speak at general meetings;
- (2) The chairperson of a general meeting may permit other persons to attend and speak at a general meeting even though they are not—
- (a) Members of the Confederation; or
  - (b) otherwise entitled to exercise the rights of Members in relation to general meetings.

## **41 Adjournment**

- (1) If a quorum is not present within half an hour from the time appointed for holding a general meeting, the meeting must—
  - (a) if called on the request of Voting Members, be dissolved; or
  - (b) in any other case, be 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 determines.
- (2) If at the adjourned meeting, a quorum is not present within half an hour from the time appointed for holding the meeting, the Voting Members present by representative constitute a quorum.
- (3) The chairperson may adjourn a general meeting at which a quorum is present if—
  - (a) the meeting consents to an adjournment; or
  - (b) it appears to the chairperson 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.
- (4) The chairperson must adjourn a general meeting if directed to do so by the meeting.
- (5) When adjourning a general meeting, the chairperson must specify the date, time and place to which it is adjourned.
- (6) Only the business left unfinished at the general meeting may be transacted at the adjourned meeting.
- (7) If a general meeting is adjourned for 30 days or more, a new notice of the adjourned meeting must be given as for an original meeting.
- (8) If a general meeting is adjourned for less than 30 days, it is not necessary to give any notice of the adjourned meeting.

## **Voting at All General Meetings**

### **42 General rules on voting**

- (1) Subject to the provisions of the Ordinance, voting on all motions shall be on a show of hands unless a poll is duly demanded in accordance

with these Articles and except for the elections of the Directors (and for a vote on any person) for which voting shall always be conducted on a poll.

- (2) Unless otherwise specified, voting on all motions of which notice had been given shall require only an Ordinary Resolution passed at the meetings.
- (3) Motions without due notice having been given shall not be discussed without the sanction of the chairperson of the meeting and a Special Resolution. Voting on such motions shall require another Special Resolution and any decision thus taken shall be binding on all Members whether represented or not at the meeting.
- (4) If there is an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, is entitled to a casting vote.
- (5) On a vote on a resolution on a show of hands at a general meeting, a declaration by the chairperson that the resolution—
  - (a) has or has not been passed; or
  - (b) has passed by a particular majority,is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (6) For a resolution at a general meeting, every Voting Member present by its duly authorized representative has one (1) vote.
- (7) An entry in respect of the declaration in the minutes of the meeting is also conclusive evidence of that fact without proof.

#### **43 Errors and disputes**

- (1) Any objection to the qualification of any person voting at a general meeting may only be raised at the meeting or adjourned meeting at which the vote objected to is tendered, and a vote not disallowed at the meeting is valid. Late objection will not be entertained.
- (2) Any objection must be referred to the chairperson of the meeting whose decision is final and conclusive.

#### **44 Demanding a poll**

- (1) A poll on a resolution may be demanded—
  - (a) in advance of the general meeting where it is to be put to the vote;  
or
  - (b) at a general meeting, either before or on the declaration of the result of a show of hands on that resolution.
- (2) A poll on a resolution may be demanded by—
  - (a) the chairperson of the meeting;
  - (b) at least two Voting Members present by representative; or
  - (c) any Member or Members present by representative and representing at least 5% of the total voting rights of all the Members having the right to vote at the meeting.
- (3) A demand for a poll on a resolution may be withdrawn.
- (4) The voting on a poll shall be kept confidential to the extent possible.

#### **45 Amendments to proposed resolutions**

- (1) An Ordinary Resolution to be proposed at a general meeting may be amended by Ordinary Resolution if—
  - (a) notice of the proposed amendment is given to the Honorary Secretary General in writing; and
  - (b) the proposed amendment does not, in the reasonable opinion of the chairperson of the meeting, materially alter the scope of the resolution.
- (2) The notice referred to in Article 45(1)(a) must be given by a person 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 a later time the chairperson of the meeting determines).
- (3) A Special Resolution to be proposed at a general meeting may be amended by Ordinary Resolution if—
  - (a) the chairperson of the meeting proposes the amendment at the meeting at which the Special Resolution is to be proposed; and

- (b) the amendment merely corrects a grammatical or other non-substantive error in the Special Resolution.
- (4) If the chairperson of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the vote on that resolution remains valid unless the Court orders otherwise.

### **Miscellaneous Provisions**

#### **46 Communications to and by the Confederation**

- (1) Subject to these Articles, anything sent or supplied by or to the Confederation under these Articles may be sent or supplied in any way in which Part 18 of the Ordinance provides for documents or information to be sent or supplied by or to the Confederation for the purposes of the Ordinance.
- (2) Subject to these Articles, any notice or document to be sent or supplied to a Director in connection with the taking of decisions by Directors 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.
- (3) A Director may agree with the Confederation 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.
- (4) A notice may be given by delivery, prepaid letter, facsimile message or electronic means. A notice delivered to the registered address shall be deemed served at the time of delivery. A notice sent by prepaid letter to an address in Hong Kong Special Administration Region, China shall be deemed served on the day following its posting. A notice sent by facsimile or electronic means shall be deemed served at the time of sending provided that the outgoing facsimile means shows receipt of the notice through the automatic response of the addressee's facsimile machine and in the case of electronic means no notice of non-delivery has been received.



#### **47 Finance and property**

- (1) (a) The Directors shall control all money and other property belonging to the Confederation. All moneys payable to the Confederation shall be deposited in a bank in the name of the Confederation. No sum shall be drawn from the account except by cheque signed by signatories duly authorized by the Directors. Any moneys not required for immediate use may be invested as the Directors in their discretion think fit.
  - (b) The moneys and other property of the Confederation shall be applied only in furtherance of the objects of the Confederation and no part thereof shall be paid by way of bonus, dividend or profit to any Members or Directors of the Confederation.
  - (c) The Directors in the exercise of their power of control over the moneys and other property of the Confederation shall decide the amount of money which shall be made available by the Confederation in respect of participation in the international and regional competitions or activities.
  - (d) The Directors shall also have the power from time to time to employ and/or engage persons to provide services to the Confederation and shall have the power out of moneys belonging to the Confederation to pay such employees and/or persons for services provided.
  - (e) The Honorary Treasurer shall cause true accounts to be kept of the financial transactions of the Confederation, and the matters in respect of which such financial transactions take place, and of the assets and liabilities of the Confederation.
- (2) Any Director of the Confederation who is in any way, whether directly or indirectly, interested in any contract or arrangement or proposed contract or proposed arrangement with the Confederation shall declare the nature of his interest at the earliest possible instance either at a meeting of the Directors or by written notice to the Directors and shall not take part in any discussion or vote on or concerning the contract or arrangement or proposed contract or proposed arrangement, and if he does so vote his vote shall not be counted. A general notice given to the Confederation that a Director is to be regarded as having an interest of the nature and to the extent as specified in the notice, in any transaction,

arrangement or contract which may, after the date of the notice be entered into or made by the Confederation, shall be deemed to be a disclosure that the Director of the Confederation has an interest in any transaction, arrangement or contract of the nature and to the extent so specified.

#### **48 Honorary positions**

(1) The Directors may:-

- (a) confer on such individuals as in the Board's opinion may re-enforce the effectiveness of the Confederation or as have rendered distinguished service to the cause of "Sport for All" Movement the position of Honorary President or Honorary Vice-President and may likewise cancel any such position; and
- (b) confer on the serving Honorary Vice-President or the just retired Directors who have re-enforced the effectiveness of the Confederation the position of Honorary President or Honorary Vice-President for a period as they deem fit.

(2) Any person being an Honorary Life President, Honorary President and Honorary Vice-President shall pay no dues to the Confederation and may attend all general meetings of the Confederation and speak thereat but shall not have the right to vote in such capacity.

#### **49 Winding up or dissolution**

The general meeting by Special Resolution may decide on the winding up or dissolution of the Confederation. In the event of the winding up or the dissolution of the Confederation there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same will not be paid to or distributed amongst the Members but will be given or transferred in such manner as the Voting Members may in writing direct and in the event that there is no such direction, such property will be given or transferred to some other institution or institutions having objects similar or in part similar to the objects of the Confederation and which will also prohibit the distribution of its or their property among its or their members, such institution or institutions to be determined by the Voting Members at or before the time of dissolution or in default thereof by the High Court of

Hong Kong Special Administrative Region, China as may have or acquire jurisdiction in the matter.

## **Administrative Arrangements**

### **50 Company seal**

There will be no common seal.

### **51 Penalties**

- (1) In all cases an association admitted to membership shall be held directly and fully responsible for the standing and conduct of its representatives in any contest, and for strict compliance with the provisions of the rules of the IF to which it is affiliated, these Articles and the acts and decisions of the Directors of the Confederation and members of committees under the Confederation.
- (2) Any penalty or sanction imposed for offences by any Member of the Confederation or its members shall be honoured by every Member of the Confederation, if so requested to do by the Member imposing the penalty.
- (3) Any violation of the rules of the IF to which a Member of the Confederation is affiliated, these Articles or of a decision of the general meeting or of the Board of Directors or of any committee, shall render that Member of the Confederation liable to such penalties as the general meeting or the Directors may impose under these Articles.
- (4) A Member may appeal against a decision made by the general meeting, the Board of Directors or any committee under these Articles by written notice delivered to the Confederation within 21 days from the date of the decision. The appeal shall be heard by an independent appeal panel appointed by the general meeting. A list of six members for the appeal panel shall be proposed by the Board of Directors and endorsed at a general meeting for a tenure of four years. When the Confederation receives an appeal, the Board of Directors shall nominate three persons from the approved list to hear the appeal, having regard to their

availability and conflict of interest and the decision of the appeal panel is final and conclusive. Its decision is not appealable.

## **52 Auditor's insurance**

- (1) The Directors may decide to purchase and maintain insurance, at the expense of the Confederation, for an auditor of the Confederation, or an auditor of an associated company of the Confederation, against:-
  - a. any liability to any person attaching to the auditor in connection with any negligence, default, breach of duty or breach of trust (except for fraud) occurring in the course of performance of the duties of auditor in relation to the Confederation or associated company of the Confederation (as the case may be); or
  - b. any liability incurred by the auditor in defending any proceedings (whether civil or criminal) taken against the auditor for any negligence, default, breach of duty or breach of trust (including fraud) occurring in the course of performance of the duties of auditor in relation to the Confederation or associated company of the Confederation (as the case may be).
- (2) In this Article, a reference to performance of the duties of auditor includes the performance of the duties specified in section 415(6)(a) and (b) of the Ordinance.

## **53 Conflicting claims**

Conflicting claims arising between rival groups in any particular sport as to local jurisdiction shall be referred to mediation; failing which the decision of the Directors shall be final and conclusive.

## **54 International affiliation**

All associations which are Members of the Confederation shall seek recognition from their respective international controlling bodies, if any.

We wish to form a company and adopt the above articles of association:

1. Victoria Recreation Club  
域多利遊樂會  
(Body Corporate)
  
2. South China Athletic Association  
南華體育會  
(Body Corporate)
  
3. Chinese Young Men's Christian Association of Hong Kong  
香港中華基督教青年會  
(Body Corporate)
  
4. Hong Kong Association of Athletics Affiliates Limited  
香港田徑總會有限公司  
(Body Corporate)
  
5. Hong Kong Fencing Association  
香港劍擊總會  
(Body Corporate)
  
6. The Gymnastics Association of Hong Kong, China  
中國香港體操總會  
(Body Corporate)
  
7. Handball Association of Hong Kong, China Limited  
中國香港手球總會有限公司  
(Body Corporate)
  
8. Hong Kong, China Rowing Association

(Body Corporate)

9. Hong Kong China Swimming Association  
中國香港游泳總會  
(Body Corporate)
  
10. The Hong Kong Weightlifting and Powerlifting Association Limited  
香港舉重健力總會有限公司  
(Body Corporate)
  
11. Hong Kong Archery Association  
香港射箭總會  
(Body Corporate)
  
12. Hong Kong Badminton Association Limited  
香港羽毛球總會有限公司  
(Body Corporate)
  
13. Hong Kong Basketball Association Limited  
香港籃球總會有限公司  
(Body Corporate)
  
14. Hong Kong Boxing Association Limited  
香港拳擊總會有限公司  
(Body Corporate)
  
15. The Hong Kong Canoe Union Limited  
香港獨木舟總會有限公司  
(Body Corporate)
  
16. The Cycling Association of Hong Kong, China Limited  
中國香港單車總會有限公司  
(Body Corporate)

17. The Hong Kong Football Association Limited  
香港足球總會有限公司  
(Body Corporate)
  
18. The Hong Kong Hockey Association  
香港曲棍球總會  
(Body Corporate)
  
19. Hong Kong Equestrian Federation  
香港馬術總會  
(Body Corporate)
  
20. The Judo Association of Hong Kong, China  
中國香港柔道總會  
(Body Corporate)
  
21. Volleyball Association of Hong Kong, China Limited  
香港排球總會有限公司  
(Body Corporate)
  
22. Hong Kong Miniature Football Association Limited  
香港小型足球總會有限公司  
(Body Corporate)
  
23. Hong Kong Shooting Association  
香港射擊聯合總會  
(Body Corporate)
  
24. Hong Kong Softball Association  
香港壘球總會  
(Body Corporate)

25. The Hong Kong Table Tennis Association Limited  
香港乒乓總會有限公司  
(Body Corporate)
  
26. The Hong Kong Tennis Association Limited  
香港網球總會有限公司  
(Body Corporate)
  
27. Hong Kong Sailing Federation  
香港帆船運動總會  
(Body Corporate)
  
28. Hong Kong Tenpin Bowling Congress Limited  
香港保齡球總會有限公司  
(Body Corporate)
  
29. Hong Kong Wushu Union Limited  
香港武術聯會有限公司  
(Body Corporate)
  
30. Hong Kong Rugby Union  
香港欖球總會  
(Body Corporate)
  
31. Hong Kong Squash  
香港壁球總會  
(Body Corporate)
  
32. Hong Kong Triathlon Association Limited  
香港三項鐵人總會有限公司  
(Body Corporate)



33. Windsurfing Association of Hong Kong  
香港滑浪風帆會  
(Body Corporate)
34. The Karatedo Federation of Hong Kong, China Limited  
中國香港空手道總會有限公司  
(Body Corporate)
35. Hong Kong Kendo Association Limited  
香港劍道協會有限公司  
(Body Corporate)
36. Hong Kong Little League Limited  
(Body Corporate)
37. Hong Kong Schools Sports Federation  
香港學界體育聯會  
(Body Corporate)
38. Hong Kong Paralympic Committee & Sports Association for the  
Physically Disabled  
香港殘疾人奧委會暨傷殘人士體育協會  
(Body Corporate)
39. Hong Kong Sports Association for Persons with Intellectual Disability  
香港智障人士體育協會  
(Body Corporate)
40. Hong Kong Chinese Martial Arts Dragon and Lion Dance Association  
Limited  
香港中國國術龍獅總會有限公司

(Body Corporate)

41. Hong Kong Taekwondo Association Limited  
香港跆拳道協會有限公司  
(Body Corporate)
  
42. Orienteering Association of Hong Kong Limited  
香港定向總會有限公司  
(Body Corporate)
  
43. Hong Kong Ice Hockey Association Limited  
香港冰球協會有限公司  
(Body Corporate)
  
44. Hong Kong Skating Union Limited  
香港滑冰聯盟有限公司  
(Body Corporate)
  
45. The University Sports Federation of Hong Kong, China Limited  
中國香港大專體育協會有限公司  
(Body Corporate)
  
46. Hong Kong Federation of Roller Sports Limited  
香港滾軸運動總會有限公司  
(Body Corporate)
  
47. Cricket Hong Kong Limited  
(Body Corporate)
  
48. Hong Kong DanceSport Association Limited  
香港體育舞蹈總會有限公司  
(Body Corporate)

49. Hong Kong Golf Association Limited  
香港高爾夫球總會有限公司  
(Body Corporate)
50. China Hong Kong Mountaineering and Climbing Union Limited  
中國香港攀山及攀登總會有限公司  
(Body Corporate)
51. Hong Kong China Dragon Boat Association  
中國香港龍舟總會  
(Body Corporate)
52. Hong Kong Chinese Chess Association  
香港象棋總會  
(Registered Society)
53. Hong Kong Netball Association Limited  
香港投球總會有限公司  
(Body Corporate)
54. Hong Kong Shuttlecock Association Limited  
香港足毬總會有限公司  
(Body Corporate)
55. Hong Kong Go Association Limited  
香港圍棋協會有限公司  
(Body Corporate)
56. Physical Fitness Association of Hong Kong, China Limited  
中國香港體適能總會有限公司  
(Body Corporate)

57. Hong Kong Underwater Association Limited  
香港潛水總會有限公司  
(Body Corporate)
58. Hong Kong Kart Club Limited  
香港小型賽車會有限公司  
(Body Corporate)
59. Hong Kong China Bodybuilding and Fitness Association  
中國香港健美總會  
(Body Corporate)
60. Hong Kong Association of Sports Medicine and Sports Science Limited  
香港運動醫學科學學會有限公司  
(Body Corporate)
61. Hong Kong Paragliding Association Limited  
香港滑翔傘協會有限公司  
(Body Corporate)
62. The Hong Kong Aviation Club Limited  
香港飛行總會有限公司  
(Body Corporate)
63. Hong Kong Billiard Sports Control Council Company Limited  
香港桌球總會有限公司  
(Body Corporate)
64. Hong Kong Flying Disc Federation Limited  
香港飛盤總會有限公司  
(Body Corporate)

65. The Hong Kong Life Saving Society  
香港拯溺總會  
(Body Corporate)
66. Hong Kong Water Ski Association Limited  
香港滑水總會有限公司  
(Body Corporate)
67. Ski Association of Hong Kong, China Limited  
中國，香港滑雪總會有限公司  
(Body Corporate)
68. Hong Kong Muay-Thai Association Limited  
香港泰拳理事會有限公司  
(Body Corporate)
69. Hong Kong China Korfball Association Limited  
中國香港合球總會有限公司  
(Body Corporate)
70. Hong Kong Woodball Association Limited  
香港活木球協會有限公司  
(Body Corporate)
71. Health Qigong Association of Hong Kong, China Limited  
中國香港健身氣功總會有限公司  
(Body Corporate)
72. Hong Kong Tug-of-War Association Limited  
香港拔河運動總會有限公司  
(Body Corporate)

73. Hong Kong Lacrosse Association Limited  
香港棍網球總會有限公司  
(Body Corporate)

74. Hong Kong Automobile Association  
香港汽車會  
(Body Corporate)

75. Cheerleading Federation of Hong Kong (China) Limited  
中國香港啦啦隊總會有限公司  
(Body Corporate)