

THE COMPANIES ORDINANCE (CHAPTER 622)

Company Limited by Guarantee

ARTICLES OF ASSOCIATION

OF

**THE HONG KONG WEIGHTLIFTING AND
POWER LIFTING ASSOCIATION LIMITED**

香港舉重健力總會有限公司

PART A

1. **Company Name**

The name of the company is “**THE HONG KONG WEIGHTLIFTING AND POWERLIFTING ASSOCIATION LIMITED** 香港舉重健力總會有限公司” hereinafter referred to as “the Association”.

2. **Members’ Liabilities**

The liability of the members is limited.

3. **Liabilities or Contributions of Members**

Every member of the company undertakes to contribute to the assets of the company in the event of its being wound up while he is a member, or within 1 year afterwards, for the payment of the debts and liabilities of the company contracted before he ceases to be a member, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding HK\$100.00.

4. **Objects**

The objects of the Association should be:-

- (a) to promote weightlifting and powerlifting for the public benefit;
- (b) to control and organize competitions, championships and displays in weightlifting and powerlifting, and to award diplomas for World, Asia, National, Hong Kong and such other special records as may from time to time be determined;
- (c) to foster and participate in international competitions, and to select teams and/or individuals to represent Hong Kong for the public benefit;
- (d) to affiliate with any international or regional body, and with the Sports Federation and Olympic Committee of Hong Kong, China;
- (e) to organize, to assist its affiliated members in organizing, and to co-sponsor with other legal organizations in organizing training classes and course for athletes, instructors, coaches and referees in weightlifting, powerlifting and physical fitness;

- (f) to examine, grade and award certificates and/or permits to instructors, coaches and referees;
- (g) to receive donations and subsidies from any individual or any legal organization for the attainment of the objects of the Association;
- (h) to do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them; and
- (i) the Association claims jurisdiction over all amateur weightlifting and power lifting competitions and activities in Hong Kong. The Association shall adopt the prevailing definition of amateurism by the International Federations for their respective sports.

5. **Use of Income and Property**

- (a) The income and property of the Association, shall be applied solely towards the promotion of the objects of the Association as set forth in this Articles of Association.
- (b) Subject to (d) and (e) below, no portion of the income and property of the Association shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever, to the members of the Association.
- (c) No member of the Executive Committee 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 (d) and (e) below) shall be given by the Association to any member of the Executive Committees.
- (d) Nothing herein shall prevent the payment, in good faith, by the Association of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association not including a member of the Executive Committee or governing body of the Association in return for any services actually rendered to the Association.
- (e) Nothing herein shall prevent the payment, in good faith, by the Association to any member of its Executive Committee of out-of-pocket expenses.

6. **Application of Excess Property**

If upon the winding up or dissolution of the Association 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 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 among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 5 hereof.

We, the undersigned, wish to form a company and wish to adopt the articles of association as attached.

| Name(s) and address(es) of Founder Members |
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| [English name] Pok Kim Won [Chinese name] 卜錦文 I/D No. E729798(3) Address: Flat A, 6/F, Capital Building, 175 Lockhart Road, Wan Chai, Hong Kong |
| [English name] Ip Wing Yuk [Chinese name] 葉永玉 I/D No.: E782896(2) Address: Flat E, 17/F, Block 20, Laguna City, Lam Tin, Kowloon, Hong Kong |

Dated the 25th day of February, 2016.

PART B OTHER ARTICLES

I. INTERPRETATION

1. In these Articles, except where the context otherwise requires:

- “Association” means the **“THE HONG KONG WEIGHTLIFTING AND POWERLIFTING ASSOCIATION LIMITED (香港舉重健力總會有限公司)”**.
- “The Executive Committee” means the Executive Committee for the time being of the Association, whose members shall be deemed to be directors for the purpose of the Ordinance.
- “Chairman” means the person for the time being holding the office of the Chairman of the Executive Committee of the Association.
- “Vice-Chairman” means the person(s) for the time being holding the office of the 1st and 2nd vice-chairman of the Executive Committee of the Association.
- “Honorary Secretary” means the person for the time being holding the office of Honorary Secretary of the Executive Committee of the Association.
- “Assistant Honorary Secretary” means the person for the time being holding the office of Honorary Secretary.
- “Honorary Treasurer” mean the person for the time being holding the office of Honorary Treasurer.
- “Committee Member” means the committee member of the Executive Committee.
- “member” mean a person admitted to membership of the Association by the Executive Committee.
- “Ordinance” means the Companies Ordinance, Chapter 622 of the laws of Hong Kong, and any modifications thereto.
- “President” means the person, for the time being elected by the members to hold the office of President of the Association.

“Seal” means the common seal of the Association.

“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.

II. MANAGEMENT OF THE ASSOCIATION

OFFICERS

2. There shall be 7 Officers of the Association, consisting of the President, the Chairman, the 1st Vice-Chairman, the 2nd Vice-Chairman, the Honorary Secretary, Assistant Honorary Secretary and the Honorary Treasurer.
3. The President shall preside at all meetings of the Association. To supervise the activities and to make suggestion concerning the welfare of the Association to the Executive Committee.
4. The Chairman, shall deputies for the President on all occasions when the President is absent.
5. The Honorary Secretary shall:-
 - (a) attend all meetings of the Association, and of all committees appointed by the Executive Committee and of their sub-committees.
 - (b) keep minutes of all meetings of the Association and to circulate minutes of all meeting to the affiliated Members of the Association.
 - (c) summon all meetings of the Association.
 - (d) conduct the correspondence of the Association except correspondence connected with the President or the Chairman of the Association.
6. The Assistant Honorary Secretary shall assist the Honorary Secretary in his work and shall perform the duties of the Honorary Secretary when the Honorary Secretary is absent, on leave or has vacated his office.
7. The Honorary Treasurer shall take charge of the financial matters of the Association including but not limited to collect all monies due to the Association and shall be the custodian thereof. He shall inform each member when his subscription for the forthcoming year is due. He shall compile the statement of accounts and present the accounts to the Association at the Annual General Meeting.
8. The Management of the Association shall be vested in the Executive Committee. The members of the Executive Committee shall be elected by the delegates of the members at the Annual General Meeting, and shall serve gratis and hold office until the conclusion of the Annual General Meeting next following their

election.

9. The Executive Committee shall consist of:-

(a) Office-bearers:-

- (i) the President;
- (ii) the Chairman;
- (iii) 1st Vice-chairmen;
- (iv) 2nd Vice-Chairman;
- (v) the Honorary Secretary;
- (vi) the Assistant Honorary Secretary; and
- (vii) the Honorary Treasurer.

(b) Committee Members:-

Six (6) committee members of the Association to be elected and appointed by the Executive Committee. For the avoidance of doubts:-

- (i) only permanent member can be elected and appointed by Executive Committee members during Executive Committee meeting.
- (ii) the committee member shall be nominated by any permanent member and seconded by another permanent member.

10. Nominations for any particular post for the office-bearers shall be duly proposed, seconded and consented.

11. No person shall be elected Chairman of the Executive Committee unless he has served for a minimum total period of three (3) years as Vice-Chairman of the Executive Committee. It is not required that such service as a Vice-Chairman of the Executive Committee shall be continuous.

12. No person shall be elected Vice-Chairman of the Executive Committee unless he has served for a period of two (2) year as Executive Committee Member.

13. All members of the Executive Committee are eligible for re-election.

14. The power of the Executive Committee are as follows:-

- (a) to make all arrangement for the Annual General meeting and other meetings of the association;
- (b) to conduct ordinary affairs of the Association;

- (c) to elect one President of the Association;
- (d) to confer Patronage and/or Honorary Membership;
- (e) to appoint auditor;
- (f) to appoint sub-committees and to determine the powers, functions and duties of such sub-committees;
- (g) to pass all local records created under official condition;
- (h) to select team or teams to represent the Association or Hong Kong in Weightlifting and Powerlifting;
- (i) to suspend any member, or to suspend or disqualify any individual for any infringement of the rules or By-laws of the Association, or for conduct prejudicial to the reputation of the Association;
- (j) to frame By-laws of the Association; and
- (k) the decision of the Executive Committee in all cases shall be final.

15. **The duties of the Chairman shall be:-**

- (a) to assist the President to preside all Executive Committee Meetings and preside all Executive Committee meetings if the President is not available; and
- (b) to manage the affairs of the Association.

The Chairman shall be a member ex-officio of all committees of the Association and all their sub-committees.

16. The Vice-Chairman shall assist the Chairman in his work and shall be appointed by the Executive Committee to perform the duties of the Chairman when the Chairman is absent, on leave or has vacated his office.

17. **Sub-Committees**

- (a) The members of Executive Committee may delegate any of their powers to sub-committees of such member or members as they think fit and proper, and to make rules providing for the conduct of business of the sub-committees to which they have delegated any of their powers.
- (b) The sub-committees must comply with the rules.

18. **Committee Members to take decision collectively**

A decision of the Committee Members may only be taken:-

- (a) by a majority of the Committee Members at a meeting; or

- (b) in accordance with article 19.

19. **Unanimous decision**

- (a) A decision of the Committee Members is taken in accordance with this article when all Committee Members indicate to each other (either directly or indirectly) 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 Committee member or to which each Committee member has otherwise indicated agreement in writing.
- (c) A reference in this article to Committee member is a reference to member of the Executive Committee who would have been entitled to vote on the matter if it had been proposed as a resolution at an Executive Committee meeting.
- (d) A decision may not be taken in accordance with this article if the Committee members would not have formed a quorum at an Executive Committee's meeting.

20. **Calling of Executive Committee meetings**

- (a) Any Committee Member may call an Executive Committee Meeting by giving notice of the meeting to the Committee Members or by authorizing the Honorary Secretary to give such notice.
- (b) Notice of an Executive Committee meeting must indicate:
 - (i) its proposed date and time; and
 - (ii) where it is to take place.
- (c) Notice of an Executive Committee meeting must be given to each Committee Member, but need not be in writing.

An Executive Committee meeting shall be held at least once every six months or whenever necessary as the Committee Members think fit, the objects of which are:-

- (i) to adopt the minutes of previous meeting.
- (ii) to confirm the statement of accounts.
- (iii) to receive the reports of all sub-committees.
- (iv) to discuss any fresh proposal that may be put forward.

All meetings of the Association should be convened by the Chairman or the President. Any sub-committee meetings shall be convened by the Convenor of that sub-committee.

21. **Participation in an Executive Committee meetings**

- (a) Subject to these articles, Committee Members participate in an Executive Committee meeting, or part of an Executive Committee meeting, when:-
 - (i) the meeting has been called and takes place in accordance with these articles; and
 - (ii) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- (b) In determining whether Committee members are participating in an Executive Committee meeting, it is irrelevant where a Committee member is and how they communicate with each other.
- (c) If all the Committee members participating in an Executive Committee meeting are not in the same place, they may regard the meeting as taking place wherever any one of them is.

22. **Quorum for Executive Committee meetings**

- (a) At an Committee meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- (b) The quorum for Executive Committee meetings is 5.

23. **Meetings if total number of Committee Members less than quorum**

If the total number of Committee members for the time being is less than the quorum required for Executive Committee meetings, the Committee Members must not take any decision other than a decision:-

- (a) to appoint further Committee members; or
- (b) to call a general meeting so as to enable the members to appoint further Committee Members.

24. **Chairing of Executive Committee meetings**

- (a) The President shall chair all Executive Committee meetings.
- (b) If the President is not participating in an Executive Committee meeting within 30 minutes of the time at which it was to start or is unwilling to chair the meeting, the Chairman shall chair it.

25. **Chairperson's casting vote at Executive Committee meetings**

If the numbers of votes for and against a proposal are equal, the President or other person chairing the Executive Committee meeting has a casting vote.

26. **Conflicts of interest**

(a) This article applies if:-

(i) an Committee Member is in any way (directly or indirectly) interested in a transaction, arrangement or contract with the Association that is significant in relation to the Association's business; and

(ii) the Committee Member's interest is material.

(b) The Committee Member must declare the nature and extent of the Committee Members interest to the other Committee Members in accordance with section 536 of the Ordinance.

(c) The Committee Member must neither:-

(i) vote in respect of the transaction, arrangement or contract in which the Committee Member is so interested; nor

(ii) be counted for quorum purposes in respect of the transaction, arrangement or contract.

27. **Record of decisions to be kept**

The Committee Members must ensure that the Association keeps a written record of every decision taken by the Committee Members under article 18 for at least 10 years from the date of the decision.

28. **Committee Members' discretion to make further rules**

Subject to these articles, the Committee Members may make any rule that they think fit about:-

(a) how they take decisions; and

(b) how the rules are to be recorded or communicated to Committee Members.

29. **Appointment and retirement of Committee members**

(a) Each permanent member of the Association is entitled to be elected Committee Member of the Executive Committee.

(b) Unless otherwise specified in the appointment, Committee Members elected under paragraph (a) holds office until the conclusion of the Annual General Meeting next following their election.

30. **Retiring Committee Member eligible for reappointment**
A retiring Committee Member is eligible for reappointment to the office.
31. **Termination of Committee Member's appointment**
A person ceases to be a Committee Member if the person:-
- (a) ceases to be a director under the Ordinance or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap 32) or is prohibited from being a director by law;
 - (b) becomes bankrupt or makes any arrangement or composition with the person's creditors generally;
 - (c) becomes a mentally incapacitated person;
 - (d) resigns the office of Committee Member by notice in writing of the resignation in accordance with section 464(5) of the Ordinance;
 - (e) for more than 12 months has been absent without the Executive Committee's permission from Executive Committee's meetings held during that period; or
 - (f) is removed from the office of Committee Member by an ordinary resolution of the Association.

III MEMBERSHIP

32. Application for membership is open to all legal organizations promoting weightlifting, powerlifting and physical fitness in Hong Kong. Application for membership shall be made in writing and submitted to the Honorary Secretary together with copies of supporting documents, which shall consist of:-
- (a) for a registered society – constitution, and copies of Certificate of Registration of Society and Hong Kong Identity Card or Passport of the President or Chairman;
 - (b) for a business establishment – memorandum or rules, and copies of certificate of Business Registration and Hong Kong Identity Card or Passport of Proprietor or Chief Executive.

The applicant shall be notified if any of the items of the supporting documents is lacking and if the applicant fails to submit the same within 30 days of such notification then the application shall be deemed to have been abandoned.

33. Every application for membership shall be proposed, seconded and passed at any Committee Meeting and upon acceptance, the applicant shall be officially notified by the Honorary Secretary in writing. In the event of any application not being passed, notice shall be given in writing to the applicant by the Honorary Secretary without stating specifically the reasons for rejection.

34. An applicant whose application for membership has been rejected may not apply again not until the expiration of twelve months.
35. **Classes of membership:-**
- (a) Ordinary Individual Members;
 - (b) Ordinary Institution Members; and
 - (c) Permanent Individual Members;
36. (a) Any new individual and individual institution applicant being accepted shall be elected an Ordinary individual and individual institution Member.
- (b) Any Ordinary Individual Member may apply to the Executive Committee for transfer to a Permanent Individual Member after being an Ordinary Member of the Association for more than twelve consecutive months, and he shall pay a sum in accordance with Article 39(c).
37. **Right of the Members:-**
- (a) Ordinary Institution Members
 - (i) to elect, be elected, nominate, propose, vote and recall; and
 - (ii) to enjoy the privileges and benefits stipulated under clause 4 of the Articles of Association.
 - (b) Permanent Members
the same rights as Ordinary Institution Members.
38. **Obligations of the Members:-**
- (a) to abide by the Articles and By-laws of the Association and the resolutions passed by the General and Extra-ordinary General Meetings.
 - (b) to obey and follow the instructions of the Executive Committee.
 - (c) to pay the prescribed fees under Entrance Fee and Subscription stipulates under Articles 39 to 42.

ENTRANCE FEE AND SUBSCRIPTION

39. (a) Each Ordinary Individual Member shall pay a subscription of HK\$100.00 annually in accordance with Article 41 or such amount as determined by the Association from time to time.
- (b) Each Ordinary Institution Member shall pay a subscription of HK\$200.00 annually in accordance with Article 41 or such amount as determined by the Association from time to time.

- (c) Each Ordinary Member shall pay a sum of HK\$1,000.00, or such amount as determined by the Association from time to time, within one month upon approval by the Executive Committee to be transferred to Permanent Member. All fees and subscriptions paid previously shall not be deducted from the said sum.
 - (d) Permanent Members are exempted from paying the annual subscription.
 - (e) All fee and subscriptions paid are not refundable.
40. An Ordinary Member shall pay the entrance fee and subscription as prescribed under Article 39(b) after being notified by the Honorary Secretary of his acceptance. If the amount due whether the entrance fee or the subscription has not been paid within one month his acceptance shall be absolutely null and void.
41. All annual subscriptions shall be paid on or before the date of Annual General Meeting. Members whose subscriptions are not so paid shall be suspended from all rights until the amount due is paid, and if the amount remains unpaid for more than six months, then the Members shall be deemed to have ceased to be Members of the Association.

PATRON AND HONORARY MEMBERSHIP

42. The Executive Committee shall have the power to invite without payment of entrance fee or subscription a person of distinction resident in Hong Kong as Patron of the Association and also to elect on similar terms distinguished persons who have rendered especially valuable service to the Association as Honorary Members without any of the liability of Members.
43. **Termination of membership**
- (a) A member may withdraw from membership of the Association by giving 7 days' notice to the Association in writing.
 - (b) Membership is not transferable.
 - (c) The membership terminates when that organization ceases to exist.
 - (d) A member shall be liable to suspension or expulsion for breach of any clause of these Articles or the By-laws of the Association and from the Association altogether for conduct which rendered his membership undesirable.
 - (e) A member whose position is being considered by the Executive Committee shall be regarded as suspended.
 - (f) If the Executive Committee deem it necessary in the interest of the Association, they shall be empowered by a two-thirds majority of those present and voting at a meeting of which due notice shall have been given to all officers and Members entitled to attend, to require any affiliation

organization to resign from the Association. Should they fail to do so or to give written notice to the Honorary Secretary of their intention to appeal against the decision within three weeks, then their membership shall be cancelled. Should they file a written appeal, the Chairman shall convene an Extra-General Meeting, within one month of the date or receipt of the appeal, expressly for the purpose of considering it when a simple majority of those present and voting will be sufficient to sustain the appeal.

44. A member who has resigned is re-eligible to apply for membership after a month provided that his conduct conforms to the constitution or the Articles of the Association.
45. Any open weightlifting or powerlifting competition or display conducted by the affiliated organization shall be approved by the Executive Committee. Such application shall be forwarded to the Honorary Secretary seven days before the competition or display.
46. No weightlifting or powerlifting team or individual shall be sent outside of Hong Kong to take part in any competition or display by any affiliated organization unless the followings are complied with:-
 - (a) a list of the names of the team together with the date and place of competition/display shall be forwarded to the Honorary Secretary at least 60 days before the departure.
 - (b) a full report of the trip and the competition/display shall be forwarded to the Honorary Secretary within 30 days after the team is back to Hong Kong.
47. Unless approved by the Executive Committee:-
 - (a) No member of the affiliated organization shall be permitted to participate any competition or display organized by organizations not affiliated to the Association;
 - (b) No official of the H.K.W.P.A shall be permitted to adjudicate or assist at competitions or displays not organized by the Association or by the affiliated Members of the Association, or to instruct at organizations not affiliated to the Association.
48. Any athlete knowingly compete against one who is under sentence of suspension shall be suspended for any period the Executive Committee shall determine.
49. All complaints and appeals shall be filed in writing and submitted to the Honorary Secretary. Complaints and appeals from any individual shall be filed through the intermediary of an affiliated organization to which he belongs. Such complaints or appeals shall be discussed immediately at the next Executive Committee Meeting.
50. In the case of an emergency, the Executive Committee shall have the power to summon a meeting of the Association without special regard to notice.

51. In case of disagreement on the interpretation of these rules the English text will be authoritative. The Association's decision shall be final.

52. **General meetings**

The Association's year shall end on 31st March.

(a) Subject to sections 611, 612 and 613 of the Ordinance, the Association must, in respect of each financial year of the company, hold a general meeting as its annual general meeting in accordance with section 610 of the Ordinance.

(b) The Committee Members may, if they think fit, call a general meeting.

(c) If the Committee Members 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.

(d) If the Committee Members do not call a general meeting in accordance with section 567 of the Ordinance, the 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.

53. (i) **Business to be transacted**

(a) to adopt the Honorary Secretary's report;

(b) to adopt the Statement of Accounts;

(c) to elect office-bearers of the current year;

(d) to discuss any other subject which may be brought forward.

(ii) **Right of Attendance**

(a) the President.

(b) the Honorary Members.

(c) the members of the Executive Committee.

(d) the delegates from all affiliated organization at the General Meeting.

54. **Notice of general meetings**

(a) An annual general meeting must be called by notice of at least 21 days in writing.

- (b) A general meeting other than an annual general meeting must be called by notice of at least 14 days in writing.
- (c) The notice is exclusive of:-
 - (i) the day on which it is served or deemed to be served; and
 - (ii) the day for which it is given.
- (d) The notice must:-
 - (i) specify the date and time of the meeting.
 - (ii) specify the place of the meeting (and if the meeting is to be held in 2 or more places, the principal place of the meeting and the other place or places of the meeting).
 - (iii) state the general nature of the business to be dealt with at the meeting.
 - (iv) for a notice calling an annual general meeting, state that the meeting is an annual general meeting.
 - (v) if a resolution (whether or not a special resolution) is intended to be moved at the meeting.
 - (a) include notice of the resolution; and
 - (b) include or be accompanied by a statement containing any information or explanation that is reasonably necessary to indicate the purpose of the resolution; and
 - (vi) if a special resolution is intended to be moved at the meeting, specify the intention and include the text of the special resolution; and
 - (vii) contain a statement specifying a member's right to appoint a proxy under section 596(1) of the Ordinance.
- (e) Paragraph (d)(v) does not apply in relation to a resolution of which:-
 - (i) notice has been included in the notice of the meeting under section 567(3) or 568(2) of the Ordinance; or
 - (ii) notice has been given under section 615 of the Ordinance.
- (f) 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:-
 - (i) for an annual general meeting, by all the members entitled to attend and vote at the meeting; and

- (ii) 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 at the meeting of all the members.

55. Persons entitled to receive notice of general meetings

- (a) Notice of a general meeting must be given to:-
 - (i) every member (including Honorary Members);
 - (ii) every Committee Member; and
 - (iii) all affiliated organizations.
- (b) If notice of a general meeting or any other document relating to the meeting is required to be given to a member, the Association 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.

56. 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.

57. Attendance and speaking at general meetings

- (a) 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.
- (b) A person is able to exercise the right to vote at a general meeting when:-
 - (i) the person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
 - (ii) 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.
- (c) The Committee members may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- (d) In determining attendance at a general meeting, it is immaterial whether any 2 or more members attending it are in the same place as each other.

- (e) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have rights to speak and vote at the meeting, they are able to exercise them.

58. Quorum for general meetings

- (a) 50% of the total number of the members (inclusive of the Ordinary Individual Members, the Ordinary Institution Members and the Permanent Individual Members) present in person or by proxy constitute a quorum at a general meeting.
- (b) No business is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

59. Chairing general meetings

- (a) If the President or failing him the Chairman 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 or her.
- (b) The Committee Members present at a general meeting must elect one of themselves to be the chairperson if:-
 - (i) there is no chairperson of the Executive Committee;
 - (ii) the chairperson is not present within 15 minutes after the time appointed for holding the meeting;
 - (iii) the chairperson is unwilling to act; or
 - (iv) the chairperson has given notice to the Association of the intention not to attend the meeting.
- (c) The members present at a general meeting must elect one of themselves to be the chairperson if
 - (i) no Committee Member is willing to act as chairperson; or
 - (ii) no Committee Member is present within 15 minutes after the time appointed for holding the meeting.

60. Adjournment

- (a) If a quorum is not present within half an hour from the time appointed for holding a general meeting, the meeting must:-
 - (i) if called on the request of members, be dissolved; or

- (ii) 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 Committee Members determine.
- (b) If at the adjourned meeting, a quorum is not present within half an hour from the time appointed for holding the meeting, the member or members present in person or by proxy constitute a quorum.
- (c) The chairperson may adjourn a general meeting at which a quorum is present if:-
 - (i) the meeting consents to an adjournment; or
 - (ii) 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.
- (d) The chairperson must adjourn a general meeting if directed to do so by the meeting.
- (e) When adjourning a general meeting, the chairperson must specify the date, time and place to which it is adjourned.
- (f) Only the business left unfinished at the general meeting may be transacted at the adjourned meeting.
- (g) If a general meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for an original meeting.
- (h) If a general meeting is adjourned for less than 30 days, it is not necessary to give any notice of the adjourned meeting.

61. General rules on voting

- (a) A resolution put to the vote of a general meeting must be decided on a show of hands or ballot unless a poll is duly demanded in accordance with these articles.
- (b) 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 second or casting vote.
- (c) On a vote on a resolution on a show of hands at a general meeting, a declaration by the chairperson that the resolution:-
 - (i) has or has not been passed; or
 - (ii) 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.

- (d) An entry in respect of the declaration in the minutes of the meeting is also conclusive evidence of that fact without the proof.

62. **Demanding a poll**

- (a) A poll on a resolution may be demanded:-
 - (i) in advance of the general meeting where it is to be put to the vote; or
 - (ii) at a general meeting, either before or on the declaration of the result of a show of hands on that resolution.
- (b) A poll on a resolution may be demanded by:-
 - (i) the chairperson of the meeting;
 - (ii) at least 2 members present in person or by proxy; or
 - (iii) any member or members present in person or by proxy and representing at least 5% of the total voting rights of all the members having the right to vote at the meeting.
- (c) The instrument appointing a proxy is regarded as conferring authority to demand or join in demanding a poll on a resolution.
- (d) A demand for a poll on a resolution may be withdrawn.

63. **Number of votes a member has**

On a vote on a resolution, whether on a show of hands at a general meeting or on a poll taken at a general meeting:-

- (a) every member and one delegate from each of the affiliated organization present in person has 1 vote; and
- (b) every proxy present who has been duly appointed by a member entitled to vote on the resolution has 1 vote.

64. **Content of proxy notices**

- (a) 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 person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - (iii) is authenticated, or is signed on behalf of the member appointing the proxy; and

- (iv) is delivered to the Association in accordance with these articles and any instructions contained in the notice of the general meeting in relation to which the proxy is appointed.
- (b) The Association may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (c) If the Association requires or allows a proxy notice to be delivered to it in electronic form, it may require the delivery to be properly protected by a security arrangement it specifies.
- (d) A proxy notice may specify how the proxy appointed under it is to vote (or that the proxy is to abstain from voting) on one or more resolutions dealing with any business to be transacted at a general meeting.
- (e) Unless a proxy notice indicates otherwise, it must be regarded as:-
 - (i) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the general meeting; and
 - (ii) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

65. Delivery of proxy notice and notice revoking appointment of proxy

- (a) A proxy notice does not take effect unless it is received by the Association:-
 - (i) for a general meeting or adjourned general meeting, at least 48 hours before the time appointed for holding the meeting or adjourned meeting; and
 - (ii) for a poll taken more than 48 hours after it was demanded, at least 24 hours before the time appointed for taking the poll.
- (b) An appointment under a proxy notice may be revoked by delivering to the Association a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- (c) A notice revoking the appointment only takes effect if it is received by the Association:-
 - (i) for a general meeting or adjourned general meeting, at least 48 hours before the time appointed for holding the meeting or adjourned meeting; and
 - (ii) for a poll taken more than 48 hours after it was demanded, at least 24 hours before the time appointed for taking the poll.

66. Effect of member's voting in person on proxy's authority

- (a) A proxy's authority in relation to a resolution is to be regarded as revoked if the member who has appointed the proxy:-
 - (i) attends in person the general meeting at which the resolution is to be decided; and
 - (ii) exercises, in relation to the resolution, the voting right that the member is entitled to exercise.
- (b) A member who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of the meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Association by or on behalf of the member.

67. 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 Honorary Secretary in writing; and
 - (ii) the proposed amendment does not, in the reasonable opinion of the chairperson of the meeting, materially alter the scope of the resolution.
- (b) The notice 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).
- (c) A special resolution to be proposed at a general meeting may be amended by ordinary resolution if:-
 - (i) the chairperson of the 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.
- (d) 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.

68. Means of communication to be used

- (a) Subject to these articles, anything sent or supplied by or to the Association 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 Association for the purposes of the Ordinance.

- (b) Subject to these articles, any notice or document to be sent or supplied to a Committee Member in connection with the taking of decisions by Committee Member may also be sent or supplied by the means by which that Committee Member has asked to be sent or supplied with such a notice or document for the time being.
- (c) A Committee Member may agree with the Association that notices or documents sent to that Committee Member 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.

69. **Company seals**

- (a) A common seal may only be used by the authority of the Committee Members.
- (b) A common seal must be a metallic seal having the Association's name engraved on it in legible form.
- (c) Subject to paragraph (b), the Committee Members may decide by what means and in what form a common seal is to be used.
- (d) Unless otherwise decided by the Committee Members if the Association has a common seal and it is affixed to a document, the document must also be signed by at least 1 Committee Member of the Association and 1 authorized person.
- (e) For the purposes of this article, an authorized person is:-
 - (i) any Committee Member of the Association;
 - (ii) the Honorary Secretary; or
 - (iii) any person authorized by the Committee Members for signing documents to which the common seal is applied.

70. **No right to inspect accounts and other records**

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

- (a) an enactment;
- (b) an order under section 740 of the Ordinance;
- (c) the Committee Member; or

- (d) an ordinary resolution of the Association.

71. Auditor's insurance

- (a) The Committee Members may decide to purchase and maintain insurance, at the expense of the Association, for an auditor of the Association, against:-
 - (i) 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 Association; or
 - (ii) 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 Association.
- (b) 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.

72. Amendments

No addition, alteration or amendment shall be made to or in the Articles of Association or these Articles of the Association for the time being in force, unless passed at the Annual General Meeting or at an Extra-Ordinary General Meeting convened for the purpose by a majority of at least 75% of the members vote in person or by proxy.

73. Indemnity

The Association, its Officers or Committees shall not be liable for any accident causing death, disability or injury to:-

- (a) an official or competitor taking part here or abroad in any sports competitions under its name or direct sponsorship;
- (b) an official, participant or spectator at any event, competition or display organized by it or held under its auspices here or abroad; and
- (c) a delegate, lecturer, official or any other person attending the meetings, courses, seminars and conferences held here in its name or in which it participates abroad.