

ARTICLES OF ASSOCIATION
(as altered by Special Resolution passed on 17 December 2020)

OF

SPORTS FEDERATION & OLYMPIC COMMITTEE
OF HONG KONG, CHINA

Incorporated on 30 March 2017

COMPANIES ORDINANCE (CHAPTER 622)

SPECIAL RESOLUTION

OF

SPORTS FEDERATION & OLYMPIC COMMITTEE OF HONG
KONG, CHINA

PASSED ON 17 DECEMBER 2020

At an Annual General Meeting of the above-named Company held at Jockey Club Lecture Theatre, 2/F, Olympic House, 1 Stadium Path, So Kon Po, Causeway Bay, Hong Kong, the following special resolution was duly passed:-

“THAT the Articles of Association of the Federation be hereby amended in the following manner and that these amendments shall take effect immediately after the conclusion of this AGM:

(1) Article 2(1)

By inserting, after the definition of “document”, a new definition as follows:

“***Election Committee***” means the committee established by the Board of Officers for the election of Officers in the forthcoming annual general meeting to oversee the nomination and election process;”

(2) Article 3(1)(n)

By amending the original Article 3(1)(n) as follows:

“to encourage and support measures relating to the medical care, ~~and~~ health, career and education development of athletes;”

(3) Article 3(1)(w)

By inserting a hyphen “-” after the colon “:”.

- (4) Article 4(3)
By replacing the dash after the words “payment by the Federation” with a longer dash “—”.
- (5) Article 4(3)(d)
By amending the original Article 4(3)(d) as follows:

“...of rent to a Member of the Federation for premises let by him to the Federation:~~P~~ provided that...”
- (6) Article 6
By inserting a dash “—” after the word “claims”.
- (7) Header before Article 7
By inserting the header “Members” before Article 7.
- (8) Article 7(1)(a)
By inserting a hyphen “-” after the colon “:”.
- (9) Article 7(4)(c)
By replacing the word “member” with “Member”.
- (10) Article 7(4)(e)
By replacing the word “organisation” with “organization”.
- (11) Article 7(4)(g)
By replacing the word “organisations” with “organizations”.
- (12) Article 7(4)(g)(iii)
By inserting a full stop “.” at the end of Article 7(4)(g)(iii).
- (13) Article 7(4)(i)
By inserting the words “determined by the Officers” after the word “guidelines”.
- (14) Article 10(3)
By replacing the word “member” with “Member”.
- (15) Article 11(2)
By inserting a colon and a hyphen “:-” after the word “comprise”.

(16) Article 11(7)(a)

By replacing the word “organisation” with “organization”.

(17) Article 11(7)(b)

By amending the original Article 11(7)(b) as follows:

“Other Officers who do not fall within the provisions of Article 11(7)(a) above are required to be from the age of 18 to the age below 65 at the time of the election in which he is first elected and shall, subject to Article 11(7)(c) retire at the first annual general meeting after they have attained the age of 70.”

(18) Article 11(8)

By inserting a comma “,” after the word “Further”.

(19) Article 11(9)

By amending the original Article 11(9) as follows:

“...If the Federation has dispensed with the holding of annual general meetings or is not required to hold annual general meetings, ~~its~~ the Officers appointed under this Article 11(9) must retire from office before the end of nine months after the end of the Federation’s accounting reference period by reference to which the financial year in which ~~the~~ such Officers were appointed is to be determined.”

(20) Article 15(3)

By replacing the words “one of its” with “one of these two”.

(21) Article 21(a)

By replacing the word “other” with “the”.

(22) New Article 24(2)

By inserting a new Article 24(2) after the current Article 24(1) in the following terms:

“The Officer must neither—

- (a) vote in respect of the transaction, arrangement or contract in which the Officer is so interested; nor
- (b) be counted for quorum purposes in respect of the transaction, arrangement or contract.”

(23) Article 31(1)

By replacing the words “an associated company” with “a subsidiary” and the words “or associated company” with “or subsidiary”.

(24) Article 31(2)(b)(ii)

By replacing the words “an associated company” with “a subsidiary”.

(25) Article 31(2)(b)(iii)

By replacing the words “an associated company” with “a subsidiary”.

(26) Article 31(2)(b)(iv)

By amending the original Article 31(2)(b)(iv) as follows:

“in defending civil proceedings brought on behalf of ~~an associated company~~ a subsidiary of the Federation by a member of the ~~associated company or by a member of an associated company of the associated company~~ subsidiary, in which judgment is given against the Officer; or”

(27) Article 32

By replacing the words “an associated company” with “a subsidiary” and the words “associated company” in Articles 32(a) and 32(b) with “subsidiary”.

(28) Article 35(4)(e)

By inserting a dash “—” after the word “meeting”.

(29) Article 35(4)(f)

By inserting a dash “—” after the word “must”, inserting the word “and” at the end of 35(4)(f)(i), and by relabeling the current Article 35(4)(f)(iii) as 35(4)(g).

(30) Article 35(5)

By inserting a dash “—” after the word “which”.

(31) Article 43(8)

By replacing the words “without the proof” with “without further proof”.

(32) Article 47(1)

By inserting a dash “—” after the words “in writing (proxy notice) that”.

(33) Article 47(5)

By inserting a dash “—” after the words “regarded as”.

(34) Article 50(1)

By inserting a dash “—” after the words “the proxy”.

(35) Article 51(1)

By inserting a dash “—” after the word “despite”.

(36) Article 52(1)

By inserting a dash “—” after the word “if”.

(37) Article 52(3)

By inserting a dash “—” after the word “if”.

(38) Header before Article 53

By moving Article 53 under the header “Miscellaneous Provisions”.

(39) Article 53(5)

By amending the original Article 53(5) as follows:

“Any dispute on the formation of the delegation shall be considered by the International Multi-Sports Games Appeal Panel consisting of:-

(a) ~~The President as Chair;~~

(b) ~~Two~~ three members; and

(c) ~~The highest ranking staff of the Federation as Secretary (with no voting rights).”~~

(40) Article 53(6)

By amending the original Article 53(6) as follows:

“A list of four to six members for the International Multi-Sports Games Appeal Panel shall be proposed by the Board of Officers and endorsed at ~~an annual~~ general meeting for a tenure of four years. When the ~~Panel has to be convened~~ Federation receives an appeal, the ~~Chair~~ Board of Officers shall nominate ~~two~~ three persons from the approved list to hear the appeal, having regard to their availability and conflict of interest. The three members shall elect one of themselves to be the convenor.”

(41) Article 53(7)

By replacing the word “Members” with “members”.

(42) Article 55(1)(a)

By replacing the words “Federation in general meeting” with “Board of Officers”.

(43) Article 55(1)(d)

By deleting the superfluous blank space between “employ” and “and/or”.

(44) Article 59(4)

By amending the original Article 59(4) as follows:

“...A list of six members for the appeal panel shall be proposed by the Board of Officers and endorsed at an ~~annual~~ general meeting for a tenure of four years. When the Federation receives an appeal, the Board of Officers shall nominate three persons from the approved list to hear the appeal, having regard to their availability and conflict of interest. The three members shall elect one of themselves to be the convenor.”

(45) Article 64(1)

By replacing the words “an associated company” with “a subsidiary” and the words “associated company” in Articles 64(1)(a) and 64(1)(b) with “subsidiary”.

(Sd.) FOK Timothy Tsun Ting

FOK Timothy Tsun Ting
Chairperson

編號 2516023

No.



公司註冊處
COMPANIES REGISTRY

公司註冊證明書
CERTIFICATE OF INCORPORATION

本人謹此證明
I hereby certify that

SPORTS FEDERATION & OLYMPIC COMMITTEE OF HONG KONG, CHINA

(已獲發特許證可無須加入「有限公司」一詞)
(the word 'Limited' is dispensed with by licence granted by me) is this day
於本日根據香港法例第622章《公司條例》在香港
incorporated in Hong Kong under the Companies Ordinance (Chapter 622
成立為法團，此公司是一間有限公司。
of the Laws of Hong Kong), and that this company is a limited company.

本證明書於二〇一七年三月三十日發出。

Issued on 30 March 2017.

A handwritten signature in black ink, appearing to read 'A.L.L. Chung', written over a horizontal line.

香港特別行政區公司註冊處處長鍾麗玲

Ms Ada L L CHUNG

Registrar of Companies
Hong Kong Special Administrative Region

註 Note :

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

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

THE COMPANIES ORDINANCE (CHAPTER 622)
Company Limited by Guarantee

ARTICLES OF ASSOCIATION
of
SPORTS FEDERATION & OLYMPIC COMMITTEE
OF HONG KONG, CHINA

1 Name, legal status and emblem

- (1) The name of the Company is the “SPORTS FEDERATION & OLYMPIC COMMITTEE OF HONG KONG, CHINA” hereinafter called the “Federation”.
- (2) The Federation 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, China. It operates in accordance with the Olympic Charter, these Articles and the applicable laws in Hong Kong, China.
- (3) The Federation has its own emblem, including the Olympic rings and the bauhinia flower pattern, as approved by the IOC and registered at the Trade Marks Registry in Hong Kong, China.

2 Interpretation

- (1) In these Articles—

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

"*Athletes Committee*" means the committee established by the Board of Officers under Article 15(3);

"*bankruptcy*" includes individual insolvency proceedings in a jurisdiction other than Hong Kong;

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

"*Election Committee*" means the committee established by the Board of Officers for the election of Officers in the forthcoming annual general meeting to oversee the nomination and election process;

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

"*International Federation*" or "*IF*" means an international non-government organization administering one or several sport(s) at world level;

"*IOC*" means the International Olympic Committee;

"*Member*" means a person or body who agrees to become a Member of the Federation and whose name is entered, as a Member, in the Federation's register of Members in accordance with Article 7;

"*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;

"*National Olympic Committee*" or "*NOC*" means the Members acting collectively in accordance with the Olympic Charter;

"*Officer*" means an Officer of the Federation and shall be deemed to be a "director" of the Federation for the purpose of the Ordinance, and "*the Officers*," "*the Board*" or "*the Board of Officers*" means the Officers or any of them acting as the Board of Officers of the Federation;

"*Olympic Charter*" means the codification of the fundamental principles, rules and by-laws of the Olympic Movement adopted from time to time by the IOC;

"*Olympic Games*" has the meaning given in the Olympic Charter, consisting of the Games of the Olympiad and the Olympic Winter Games, and any other event so designated by the IOC including but not limited to the Youth Olympic Games;

"*Olympic Sport*" means a sport for the time being included in the programme of the Olympic Games by the IOC;

"*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);

"*proxy notice*" has the same meaning as in Article 47(1) below;

"*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 Federation.
- (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 Federation shall, at all times, comply with the Olympic Charter and 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 Olympic Charter and the provisions of the Ordinance. The Articles of the Federation and any further amendments to the latter are subject to the approval of the IOC and the Registrar of Companies in accordance with Article 5 of these Articles.

3 Objects

- (1) The objects of the Federation are:-
 - (a) to promote the interests of sport in Hong Kong;
 - (b) to form and stimulate public opinion in favour of the provision of proper and better facilities for the practice for all sports in Hong Kong;
 - (c) to reconcile or arbitrate in any differences which may arise between National Sports Associations or groups therein;
 - (d) to coordinate all local sports organizations in the promotion of “Sport for All” 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 international competitions;

- (f) to foster the spirit of the Olympic Games, which is friendship between peoples by means of sport;
- (g) to promote cultural and educational programmes relating to the Olympic Movement in Hong Kong through the establishment of an Olympic Academy and an Olympic Museum;
- (h) to develop, promote and protect the Olympic Movement in Hong Kong in accordance with the Olympic Charter, and to ensure the observance of the Olympic Charter in Hong Kong, China;
- (i) to promote the diffusion of Olympism in the teaching of physical education and sport in schools and universities;
- (j) to undertake the organization of international multi-sports competitions;
- (k) to promote Hong Kong's participation in all multi-sports Games patronized by the IOC;
- (l) to participate in actions to promote peace and to promote gender equality in sport;
- (m) to support and encourage the promotion of sports ethics for educational purposes;
- (n) to encourage and support measures relating to the medical care, health, career and education development of athletes;
- (o) to fight against the use in sports of substances and procedures prohibited by the IOC and IFs governing sports and to adopt and implement the World Anti-Doping Code, thereby ensuring that the Federation's anti-doping policies and rules, membership and/or funding requirements and results management procedures conform with the World Anti-Doping Code and respect all the roles and responsibilities for National Olympic Committees that are listed within the World Anti-Doping Code;
- (p) to demonstrate a responsible concern for environmental issues;
- (q) to undertake action against any form of discrimination on the grounds of race, religion, politics, sex or otherwise in sport;
- (r) to undertake action against any form of violence in sport;

- (s) to work to maintain harmonious and cooperative relations with appropriate governmental bodies;
 - (t) to help train sports administrators;
 - (u) to approve the selection and to control Hong Kong's representation in all Olympic Games, Asian Games and all other international, continental and regional multi-sports Games patronized by the IOC;
 - (v) to acquire and take over all or any part of the assets and liabilities of the unincorporated body known as "Sports Federation & Olympic Committee of Hong Kong, China"; and
 - (w) 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 Federation shall take or hold any property which may be subject to any trusts, the Federation 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 Federation 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 Federation 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 that may prevent it from complying with the Olympic Charter. In addition, the Federation must resist any undue pressure, which would result in an undue interference with its governance, operations and autonomy.
- (3) The Federation must never conduct or associate itself with any activity which would be in contradiction with the Olympic Charter. The Federation has the exclusive power and must constitute, organize and lead its respective delegations at the Olympic Games, Asian Games and at all regional, continental or world multi-sports competitions patronized by the IOC and shall be responsible for the behaviour of the members of its respective delegations.

- (4) The Federation may only use the Olympic symbol, flag, motto and anthem (which are the exclusive property of the IOC) within the framework of its non-profit-making activities provided such use contributes to the development of the Olympic Movement and does not detract from its dignity, and provided that it has obtained the prior approval of the IOC, in accordance with the Olympic Charter. All Olympic properties including but not limited to the Olympic symbol, flag, motto, anthem, identifications (including but not limited to “Olympic Games” and “Games of the Olympiad”), designations, emblems, flame and torches, and all rights to any and all Olympic properties, as well as all rights to the use thereof, belong exclusively to the IOC. The Federation is responsible to the IOC for the observance, in Hong Kong, China, of Rules 7-14 and Bye-law to Rules 7-14 of the Olympic Charter. It shall take steps to prohibit any use of any Olympic properties which would be contrary to such Rules or their Bye-laws. It shall also endeavour to obtain, for the benefit of the IOC, protection of the Olympic properties of the IOC.

4 Application of income and property

- (1) The income and property of the Federation 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 Federation may be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever to any Member of the Federation.
- (3) The requirement under Article 4(2) above does not prevent the payment by the Federation—
- (a) of reasonable and proper remuneration to a Member of the Federation for any goods or services supplied by him to the Federation;
 - (b) of reimbursement to a Member of the Federation for out-of-pocket expenses properly incurred by him for the Federation;
 - (c) of interest on money lent by a Member of the Federation to the Federation 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 a Member of the Federation for premises let by him to the Federation provided that the amount of the rent and the other terms of the lease must be reasonable and proper; and such Member must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion; and
- (e) of remuneration or other benefit in money or money's worth to a body corporate in which a Member of the Federation is interested solely by virtue of being a Member of that body corporate by holding not more than 100th part of its capital or controlling not more than a 100th part of its votes.

5 Amendments to Articles of Association

No addition, alteration or amendment shall be made to or in these Articles for the time being in force, unless the same shall have been previously submitted to and approved by the Registrar of Companies in writing or is made under a direction given under section 104(2)(b) or 105 of the Ordinance and unless the same has been adopted by Special Resolution of the general meeting of the Federation. All amendments shall be communicated to the IOC for review and approval.

6 Jurisdiction

The Federation claims—

- (a) jurisdiction over the Olympic Movement in Hong Kong, China; and
- (b) control over Hong Kong's participation in all Olympic Games, Asian Games and such other international, continental and regional multi-sports Games as are compatible with these Articles and the objects herein.

Members

7 Membership

(1) Ordinary Members

- (a) Subject to the proviso hereinafter appearing, the Ordinary Members of the Federation shall consist of the following:-
 - (i) Individual Ordinary Members; and
 - (ii) Association Ordinary Members.
- (b) All Ordinary Members of the Sports Federation & Olympic Committee of Hong Kong, China (body unincorporate) at the date of incorporation of this Federation shall be deemed to be Association Ordinary Members.
- (c) **Individual Ordinary Members**, with voting rights, include any member of the IOC (including Honorary Member) who is born or domiciled in Hong Kong, and two athletes' representatives elected from the Athletes Committee from among athletes who have taken part in at least one of the last three editions of the Olympic Games.
- (d) **Association Ordinary Members**, with voting rights, include associations which are duly recognized by the Federation and by the IFs concerned to be the governing bodies of their respective branches of sports in Hong Kong, and whose applications have been approved by a Special Resolution of the Federation. The associations governing sports on the programme of the Olympic Games must always constitute the voting majority of the Federation.

(2) Associate Members

- (a) The Federation may by a Special Resolution confer **Associate Membership** to such associations as are dedicated to advance the cause of sports in Hong Kong.
- (b) Associate Members shall not have the right to vote in any capacity.

- (c) All Associate Members of the Sports Federation & Olympic Committee of Hong Kong, China (body unincorporate) at the date of incorporation of this Federation shall be deemed to be Associate Members.

(3) Observers

- (a) The Federation may by a Special Resolution confer **Observer** status to such associations as may reinforce the effectiveness of the Federation.
- (b) Observers shall not have the right to vote in any capacity.
- (c) All Observers of the Sports Federation & Olympic Committee of Hong Kong, China (body unincorporate) at the date of incorporation of this Federation shall be deemed to be Observers.

(4) Terms and conditions for membership

All Individual Ordinary Members (where applicable), Association Ordinary Members, Associate Members and Observers should meet the following conditions, provided that no association which is already a Member shall cease being a Member or cease to have recognition merely by reason of its sports not having an IF or there being more than one association corresponding to a specific event of such sports in respect of which there is an IF governing such sports.

- (a) No association shall be admitted unless it has satisfied the Federation that it is properly constituted in accordance with the laws of Hong Kong and that its affairs are conducted in a satisfactory manner.
- (b) Members shall agree to abide by all provisions of the Olympic Charter, the IOC's Code of Ethics, the rules of the IF to which they are affiliated, these Articles and to assist in enforcing all decisions of the Federation.
- (c) Members shall be subject to suspension or to forfeiture for failure to comply with any of the provisions of the Olympic Charter, the IOC's Code of Ethics, the rules of the IF to which it is affiliated, these Articles, or of any decision of the Federation, 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. It is expressly stipulated that any decrees of suspension or of forfeiture, when confirmed by a Special Resolution of the Federation, shall be final and conclusive subject to Article 59(4).

- (d) If, in the opinion of the Federation, any Member has infringed the Olympic Charter, the IOC's Code of Ethics, the rules of the IF to which it is affiliated, the objects and/ or regulations of the Federation, the Federation 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 59(4).
- (e) Members shall agree 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. In addition, Association Ordinary Members must adduce proof that it exercises a specific and real sports activity in Hong Kong and internationally, in particular by organizing and participating in competitions and implementing training programmes for athletes.
- (f) Recognition shall not be granted to more than one Association Ordinary Member for each sport in respect of which there is an IF governing such sport.
- (g) The following three organizations shall notwithstanding the provisions of Articles 7(4)(e) and (f) be considered Association Ordinary Members in recognition of their outstanding services in the promotion of sports in Hong Kong:-
 - (i) Victoria Recreation Club;
 - (ii) South China Athletic Association; and
 - (iii) Chinese Young Men's Christian Association of Hong Kong.

- (h) Notwithstanding what is stated herein, neither the Government nor any governmental body may designate any association or individual to be a Member of the Federation save at the request and the consent of the Federation nor shall any association or individual expelled as a Member or Honorary Member from the IOC be appointed or be allowed to remain an Ordinary Member, Associate Member, Observer, or Officer of the Federation or the representative of an association which is an Association Ordinary Member, Associate Member or Observer of the Federation, or be allowed to hold any Honorary Position.
- (i) The mechanism for admission and upgrading of Members shall follow a set of guidelines determined by the Officers and is subject to review from time to time.

8 Liability of Members

- (1) The liability of the Members is limited.
- (2) Every Member of the Federation undertakes to contribute to the assets of the Federation 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 Federation 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 \$100.

9 Subscriptions

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

10 Termination of membership

- (1) A Member may terminate his membership of the Federation on his own motion by giving seven days' notice to the Federation in writing.
- (2) Membership is not transferable.
- (3) The membership of a Member terminates when that person dies or ceases to exist.

Organization and Administration

11 Directors

- (1) The Officers shall be the Directors of the Federation.
- (2) The Officers of the Federation shall comprise:-
 - (a) The President;
 - (b) Not more than eight Vice-Presidents;
 - (c) Honorary Secretary General;
 - (d) Not more than three Honorary Deputy Secretaries General;
 - (e) Honorary Treasurer;
 - (f) Members of the IOC who are Members of the Federation; and
 - (g) One representative of the Athletes Committee, elected by the Athletes Committee and subject to approval by the general meeting of the Federation.

The Officers of the Federation shall be elected every four years, except for (f) and (g), who will hold office whilst and for so long as they satisfy the conditions attaching to their appointments.

- (3) The representatives of Members affiliated to the IFs governing sports included in the programme of the Olympic Games must always constitute the voting majority of the Board of Officers.

- (4) All Officers of the Sports Federation & Olympic Committee of Hong Kong, China (body unincorporate) at the date of incorporation of this Federation shall be deemed to be Officers of the Federation.
- (5) The structure of the Board, the term limits applicable to the Officers and the cycle of election for Officers are in transition. The transitional arrangements are set out in the Annex to these Articles and the provisions in Article 11(6) below apply subject to them.
- (6) The following Officers shall come up for election on a four-year cycle starting with the elections at the Annual General Meeting in 2022 as follows:-
 - (a) Year One:
 - (i) The President;
 - (ii) Four Vice-Presidents;
 - (iii) Honorary Secretary General;
 - (iv) One Honorary Deputy Secretary General; and
 - (v) Honorary Treasurer.
 - (b) Year Three:
 - (i) The other four Vice-Presidents; and
 - (ii) The other two Honorary Deputy Secretaries General.
- (7) The age and the period of service of the Officers shall be governed by the following rules:-
 - (a) Officers who had been elected to an office in the Sports Federation & Olympic Committee of Hong Kong, China (body unincorporate) in service before the annual general meeting of that organization held in 2014, shall retire at the first annual general meeting after they have attained the age of 80.
 - (b) Other Officers who do not fall within the provisions of Article 11(7)(a) above are required to be from the age of 18 to the age below 65 at the time of the election in which he is first elected and shall, subject to Article 11(7)(c) retire at the first annual general meeting after they have attained the age of 70.

- (c) The President and the Honorary Secretary General shall hold office until the expiry of their term of office notwithstanding during which they have attained the age of 70 (or 80 if applicable).
 - (d) Starting from the annual general meeting of the Sports Federation & Olympic Committee of Hong Kong, China (body unincorporate) held in 2014, no Officers may hold office for the same post for more than three consecutive terms or 12 years, whichever is the longer period, except for any Officers not appointed by election, who may serve for as long as they satisfy the conditions attaching to their appointment.
- (8) Nomination for any office in the Federation must be made in writing by an Association Ordinary Member whose subscription has been paid for the current year. Further, any nomination must be supported in writing by the Association Ordinary Member of which the nominated person is a member. Such nominations supported by the candidates' written consent must reach the Election Committee 14 clear days before the annual or other general meeting is due to take place and shall be circulated by the Election Committee to Members at least seven clear days before the annual or other general meeting at which the election is to take place.
- (9) The Board of Officers may appoint any individual who is eligible for election as Officer to fill any casual vacancy (as the case may be), but the Officer(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. In order to preserve the four-year election cycle, an Officer thus elected shall hold office until the annual general meeting at which that office would next come up for election in accordance with Article 11(6), and, if eligible, may stand for re-election. If the Federation has dispensed with the holding of annual general meetings or is not required to hold annual general meetings, the Officers appointed under this Article 11(9) must retire from office before the end of nine months after the end of the Federation's accounting reference period by reference to which the financial year in which such Officers were appointed is to be determined.

- (10) The detailed election mechanisms are set out in the Election By-laws of the Federation.

Officers' Powers and Responsibilities

12 Officers' general authority

- (1) Subject to the Ordinance and these Articles, the business and affairs of the Federation are managed by the Board of Officers, who may exercise all the powers of the Federation.
- (2) An alteration of these Articles does not invalidate any prior act of the Officers 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 Officers by these Articles.
- (4) An Officers' meeting at which a quorum is present may exercise all powers exercisable by the Officers.

13 No Members' reserve power

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

14 Officers may delegate

- (1) Subject to these Articles, the Officers may, if they think fit, delegate any of the powers that are conferred on them under these Articles—
 - (a) to any Officer / employee of the Federation 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 Officers so specify, the delegation may authorize further delegation of the Officers' powers by any person to whom they are delegated.
- (3) The Officers may—
 - (a) revoke the delegation wholly or in part; or
 - (b) revoke or alter its terms and conditions.
- (4) The Officers shall remain accountable for the decisions of the person / committee to whom they delegate powers.

15 Committees

- (1) The Officers 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.
- (3) The Federation shall establish an Athletes Committee which shall serve as a consultative body and provide a link between Hong Kong athletes and the Federation. Its composition and formation method shall be consistent with the guidelines of the IOC and determined by the specific rules governing this committee as established by the Board of Officers. It may elect two of its athlete members as Individual Ordinary Members of the Federation with voting powers and one of these two athlete members as an Officer of the Federation with the right to vote on the Board.

Decision-taking by Officers

16 Officers to take decision collectively

A decision of the Officers may be taken—

- (a) by a simple majority of the Officers at a meeting; or
- (b) by a written resolution in accordance with Article 17 as the Officers may deem fit and proper.

17 Written resolution of the Officers

- (1) A decision of the Officers is taken in accordance with this Article when all eligible Officers 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 Officer or to which each eligible Officer has otherwise indicated agreement in writing.
- (3) A reference in this Article to eligible Officers is a reference to Officers who would have been entitled to vote on the matter if it had been proposed as a resolution at an Officers' meeting.

18 Calling Officers' meetings

- (1) Meetings of the Board of Officers 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 an Officers' meeting by giving not less than seven days' notice of the meeting to the Officers.
- (3) Notice of an Officers' meeting must indicate—
 - (a) its proposed date and time; and
 - (b) where it is to take place.
- (4) Notice of an Officers' meeting must be given to each Officer.
- (5) The President or the Honorary Secretary General shall call an Officers' meeting on the request of three Officers, save that no such request shall be made within seven days of a previous meeting.
- (6) The Officers' meeting called under Article 18(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.

19 Participation in Officers' meetings

- (1) Subject to these Articles, Officers participate in an Officers' meeting, or part of an Officers' 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 Officers are participating in an Officers' meeting, it is irrelevant where an Officer is and how they communicate with each other.
- (3) If all the Officers participating in an Officers' meeting are not in the same place, they may regard the meeting as taking place wherever any one of them is.

20 Quorum for Officers' meetings

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

21 Meetings if total number of Officers less than quorum

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

- (a) to appoint further Officers in accordance with the provisions of Article 11(9) of these Articles; or
- (b) to call a general meeting so as to enable the Members to appoint further Officers.

22 Chairing of Officers' meetings

- (1) The President, and in his absence a Vice-President, shall chair all Officers' meetings.
- (2) If the President is not participating in an Officers' meeting within ten minutes of the time at which it was to start or is unwilling to chair the meeting and the Vice-Presidents present are unwilling to chair the meeting, the participating Officers may appoint one of themselves to chair it.

23 Chairperson's casting vote at Officers' 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 23(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.

24 Conflicts of interest

- (1) An Officer must not in any way (directly or indirectly) be interested in a transaction, arrangement or contract with the Federation that is significant in relation to the Federation's business. The Officers must declare the nature and extent of the Officer's interest to the other Officers in accordance with section 536 of the Ordinance.
- (2) The Officer must neither—
 - (a) vote in respect of the transaction, arrangement or contract in which the Officer is so interested; nor
 - (b) be counted for quorum purposes in respect of the transaction, arrangement or contract.
- (3) Article 24(1) does not apply to—
 - (a) an arrangement for giving an Officer any security or indemnity in respect of money lent by the Officer to or obligations undertaken by the Officer for the benefit of the Federation; or

- (b) an arrangement for the Federation to give any security to a third party in respect of a debt or obligation of the Federation for which the Officer has assumed responsibility wholly or in part under a guarantee or indemnity or by the deposit of a security.
- (4) A reference in this Article to a transaction, arrangement or contract includes a proposed transaction, arrangement or contract.

25 Validity of acts of meeting of Officers

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

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

26 Record of decisions to be kept

- (1) The Officers must ensure that the Federation keeps a written record of every decision taken by the Officers under Article 16 for at least ten years from the date of the decision.
- (2) A summary of all major, non-confidential decisions made by the Officers will be circulated to all Members within 30 days after the meeting at which the decisions were made.

27 Officers' discretion to make rules or by-laws

Subject to these Articles, the Officers 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 Officers.

Miscellaneous Provisions relating to Officers

28 Retiring Officer eligible for reappointment

A retiring Officer is eligible for reappointment to the office subject to Article 11(7).

29 Termination of Officer's appointment

A person ceases to be an Officer if the person—

- (a) ceases to be an Officer under the Ordinance or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap 32) or is prohibited from being an Officer 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 Officer by notice in writing of the resignation in accordance with section 464(5) of the Ordinance;
- (e) for more than six months has been absent without the Officers' permission from Officers' meetings held during that period; or
- (f) is removed from the office of Officer by an Ordinary Resolution of the Federation after having given a fair opportunity to the Officer concerned to be heard before any decision is taken.

30 Officers' expenses

The Federation may pay any bona fide travelling, accommodation and other expenses properly incurred by Officers 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 Federation; or
- (b) otherwise where authorized at a general meeting.

Officers' Indemnity and Insurance

31 Indemnity

- (1) An Officer or former Officer of the Federation may be indemnified out of the Federation's assets against any liability incurred by the Officer to a person other than the Federation or a subsidiary of the Federation in connection with any negligence, default, breach of duty or breach of trust in relation to the Federation or subsidiary (as the case may be).
- (2) Article 31(1) only applies if the indemnity does not cover—
 - (a) any liability of the Officer 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 Officer—
 - (i) in defending criminal proceedings in which the Officer is convicted;
 - (ii) in defending civil proceedings brought by the Federation, or a subsidiary of the Federation, in which judgment is given against the Officer;
 - (iii) in defending civil proceedings brought on behalf of the Federation by a Member of the Federation or of a subsidiary

- of the Federation, in which judgment is given against the Officer;
- (iv) in defending civil proceedings brought on behalf of a subsidiary of the Federation by a member of the subsidiary, in which judgment is given against the Officer; 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 Officer relief.
- (3) A reference in Article 31(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 31(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 31(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.

32 Insurance

The Officers may decide to purchase and maintain insurance, at the expense of the Federation, for an Officer of the Federation, or an Officer of a subsidiary of the Federation, against—

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

(including fraud) in relation to the Federation or subsidiary (as the case may be).

Organization of General Meetings

33 Annual general meetings

The Federation 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 Officers for the ensuing term;
- (c) appointing independent external auditors; and
- (d) transacting any other business on the agenda.

34 General meetings

- (1) The Officers may, if they think fit, call a general meeting.
- (2) If the Officers 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 Officers 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.

35 Notice of general meetings

- (1) Subject to sections 611, 612 and 613 of the Ordinance, annual general meetings of the Federation 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; and
 - (g) contain a statement specifying a Member's right to appoint a proxy under section 596(1) of the Ordinance.
- (5) Article 35(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 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.

36 Persons entitled to receive notice of general meetings

- (1) Notice of a general meeting must be given to—
 - (a) every Member; and
 - (b) every Officer.
- (2) If notice of a general meeting or any other document relating to the meeting is required to be given to a Member, the Federation 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.

37 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.

38 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.

39 Quorum for general meetings

- (1) Ten Association Ordinary Members present by representative 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 persons attending it do not constitute a quorum.

40 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 Officers present at a general meeting must elect one of themselves 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 Federation of the intention not to attend the meeting.
- (3) The representatives of Association Ordinary Members present at a general meeting must elect one of themselves to be the chairperson if—
 - (a) no Officer is willing to act as chairperson; or

- (b) no Officer is present within 15 minutes after the time appointed for holding the meeting.
- (4) A proxy may be elected to be the chairperson of a general meeting by a resolution of the Federation passed at the meeting.

41 Attendance and speaking by non-members

- (1) Officers may attend and speak at general meetings, whether or not they are Members of the Federation.
- (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 Federation; or
 - (b) otherwise entitled to exercise the rights of Members in relation to general meetings.

42 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 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 Officers determine.
- (2) If at the adjourned meeting, a quorum is not present within half an hour from the time appointed for holding the meeting, the Association Ordinary 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, 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

43 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 Officers (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) On a vote on a resolution on a show of hands at a general meeting, every Association Ordinary Member and Individual Ordinary Member present by representative or in person has one (1) vote and every proxy present who has been duly appointed by a Member entitled to vote on the resolution has one (1) vote.
- (7) On a poll all Association Ordinary Members shall through their respective nominated representatives be entitled to two (2) votes each and all Individual Ordinary Members shall be entitled to one (1) vote each. Every proxy present who has been duly appointed by a Member shall exercise the voting rights that the Member is entitled.
- (8) An entry in respect of the declaration in the minutes of the meeting is also conclusive evidence of that fact without further proof.
- (9) The voting majority of the annual or other general meetings of the Federation shall always consist of the votes cast by the representatives of Members affiliated to the IFs governing sports included in the programme of the Olympic Games.
- (10) When dealing with questions relating to the Olympic Games, only the votes cast by the representatives of Members governing sports included in the programme of the Olympic Games shall be taken into consideration.

44 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.

- (2) Any objection must be referred to the chairperson of the meeting whose decision is final.

45 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 Association Ordinary Members present by representative; or
 - (c) any Member or Members present in person, by representative 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.
- (3) The instrument appointing a proxy is regarded as conferring authority to demand or join in demanding a poll on a resolution.
- (4) A demand for a poll on a resolution may be withdrawn.
- (5) The voting on a poll shall be kept confidential to the extent possible.

46 Votes of mentally incapacitated Members

- (1) A Member who is a mentally incapacitated person may vote, whether on a show of hands or on a poll, by the Member's committee, receiver, guardian or other person in the nature of a committee, receiver or guardian appointed by the Court.
- (2) The committee, receiver, guardian or other person may vote by proxy on a show of hands or on a poll.

47 Content of proxy notices

- (1) A proxy may only validly be appointed by a notice in writing (proxy notice) that—
 - (a) states the name and address of the Member appointing the proxy;
 - (b) identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;
 - (c) is authenticated, or is signed on behalf of the Member appointing the proxy; and
 - (d) is delivered to the Federation in accordance with these Articles and any instructions contained in the notice of the general meeting in relation to which the proxy is appointed.
- (2) The Federation may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (3) If the Federation 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.
- (4) 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.
- (5) Unless a proxy notice indicates otherwise, it must be regarded as—
 - (a) 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
 - (b) 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.
- (6) A person may only serve as a proxy for a maximum of three Members.

48 Execution of appointment of proxy on behalf of Member appointing the proxy

If a proxy notice is not authenticated, it must be accompanied by written evidence of the authority of the person who executed the appointment to execute it on behalf of the Member appointing the proxy.

49 Delivery of proxy notice and notice revoking appointment of proxy

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

50 Effect of Member's voting in person on proxy's authority

- (1) A proxy's authority in relation to a resolution is to be regarded as revoked if the Member who has appointed the proxy—
 - (a) attends in person the general meeting at which the resolution is to be decided; and

- (b) exercises, in relation to the resolution, the voting right that the Member is entitled to exercise.
- (2) 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 Federation by or on behalf of the Member.

51 Effect of proxy votes in case of death, mental incapacity, etc. of Member appointing the proxy

- (1) A vote given in accordance with the terms of a proxy notice is valid despite—
 - (a) the previous death or mental incapacity of the Member appointing the proxy; or
 - (b) the revocation of the appointment of the proxy or of the authority under which the appointment of the proxy is executed.
- (2) Article 51(1) does not apply if notice in writing of the death, mental incapacity or revocation is received by the Federation—
 - (a) for a general meeting or adjourned general meeting, at least 48 hours before the time appointed for holding the meeting or adjourned meeting; and
 - (b) for a poll taken more than 48 hours after it was demanded, at least 24 hours before the time appointed for taking the poll.

52 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 52(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

53 Participation at international multi-sports Games

- (1) In accordance with the Olympic Charter, the Federation as National Olympic Committee of Hong Kong, China has the exclusive authority for the representation of Hong Kong, China in international multi-sports Games (e.g. Olympic Games, Asian Games, Olympic Winter Games, Asian Winter Games, Youth Olympic Games and East Asian Youth Games).
- (2) The Federation acknowledges that it has an obligation to participate at each Olympic Games by sending athletes and undertakes to respect all rules of the Olympic Charter in relation to the selection and participation in the Olympic Games and, in particular, to ensure that its delegation and all athletes entered in the Olympic Games meet all criteria and eligibility requirements mentioned in the Olympic Charter.
- (3) Formation of the delegation to participate in each international multi-sports Games shall be governed by the International Multi-

Sports Games Selection Committee for the respective Games with composition as follows:-

- (a) Honorary Secretary General as Chair;
 - (b) Representatives of appropriate National Sports Associations nominated by the Chair; and
 - (c) Manager of the Federation Secretariat as Secretary (with no voting rights).
- (4) The International Multi-Sports Games Selection Committee for the respective Games shall be constituted upon receiving invitation from the Organizing Committee to participate in the Games, or half a year before the Games is due to take place, until the Games has been held.
- (5) Any dispute on the formation of the delegation shall be considered by the International Multi-Sports Games Appeal Panel consisting of three members and the highest ranking staff of the Federation as Secretary (with no voting rights).
- (6) A list of four to six members for the International Multi-Sports Games Appeal Panel shall be proposed by the Board of Officers and endorsed at a general meeting for a tenure of four years. When the Federation receives an appeal, the Board of Officers shall nominate three persons from the approved list to hear the appeal, having regard to their availability and conflict of interest. The three members shall elect one of themselves to be the convenor.
- (7) Members of the International Multi-Sports Games Appeal Panel of the Sports Federation & Olympic Committee of Hong Kong, China (body unincorporate) at the date of incorporation of this Federation shall be deemed to be members of the International Multi-Sports Games Appeal Panel of the Federation. Their tenure shall expire at the first annual general meeting after the incorporation of the Federation and they shall hereafter be appointed in accordance with Article 53(6) above.

54 Communications to and by the Federation

- (1) Subject to these Articles, anything sent or supplied by or to the Federation 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 Federation for the purposes of the Ordinance.
- (2) Subject to these Articles, any notice or document to be sent or supplied to an Officer in connection with the taking of decisions by Officers may also be sent or supplied by the means by which that Officer has asked to be sent or supplied with such a notice or document for the time being.
- (3) An Officer may agree with the Federation that notices or documents sent to that Officer 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 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.

55 Finance and property

- (1)(a) The Officers shall control all money and other property belonging to the Federation. All moneys payable to the Federation shall be received by the Honorary Treasurer and deposited in a bank in the name of the Federation. No sum shall be drawn from the account except by cheque signed by signatories authorized by the Board of Officers for such purpose. Any moneys not required for immediate use may be invested as the Officers in their discretion think fit.

- (b) The moneys and other property of the Federation shall be applied only in furtherance of the objects of the Federation and no part thereof shall be paid by way of bonus, dividend or profit to any Members or Officers of the Federation.
 - (c) The Officers in the exercise of their power of control over the moneys and other property of the Federation shall decide the amount of money which shall be made available by the Federation in respect of participation in any Olympic Games, Asian Games and any other international and regional multi-sports Games.
 - (d) The Officers shall also have the power from time to time to employ and/or engage persons to provide services to the Federation and shall have the power out of moneys belonging to the Federation 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 Federation, and the matters in respect of which such financial transactions take place, and of the assets and liabilities of the Federation.
- (2) Any Officer of the Federation who is in any way, whether directly or indirectly, interested in any contract or arrangement or proposed contract or proposed arrangement with the Federation shall declare the nature of his interest at the earliest possible instance either at a meeting of the Officers or by written notice to the Officers 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 Federation that an Officer 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 Federation, shall be deemed to be a disclosure that the Officer of the Federation has an interest in any transaction, arrangement or contract of the nature and to the extent so specified.

56 Honorary positions

- (1) All Presidents of the Federation on completion of at least two full terms (not necessarily consecutive) in office as President of the Federation shall upon ceasing to be President of the Federation forthwith become an Honorary Life President of the Federation.
- (2) The Board may by a two-thirds majority, present and voting:-
 - (a) confer on such individuals as in the Board's opinion may re-enforce the effectiveness of the Federation or as have rendered distinguished service to the cause of sports and Olympism 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 Officers who have re-enforced the effectiveness of the Federation the position of Honorary President or Honorary Vice-President for a period expiring on the fourth annual general meeting after the conferment.
- (3) Any person being an Honorary Life President, Honorary President and Honorary Vice-President shall pay no dues to the Federation and may attend all general meetings of the Federation and speak thereat but shall not have the right to vote in such capacity.

57 Winding up or dissolution

The general meeting by Special Resolution may decide on the winding up or dissolution of the Federation. In the event of the winding up or the dissolution of the Federation 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 IOC 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 Federation 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 Members at or before the time of

dissolution or in default thereof by the High Court of Hong Kong as may have or acquire jurisdiction in the matter.

Administrative Arrangements

58 Company seal

There will be no common seal.

59 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 Olympic Charter, the IOC's Code of Ethics, the rules of the IF to which it is affiliated, these Articles and the acts and decisions of the Officers of the Federation and members of committees under the Federation.
- (2) Any penalty or sanction imposed for offences by any association which is a Member of the Federation or its members shall be honoured by every other association in the Federation, if so requested to do by the association imposing the penalty.
- (3) Any violation of the Olympic Charter, the IOC's Code of Ethics, the rules of the IF to which a Member of the Federation is affiliated, these Articles or of a decision of the general meeting or of the Board of Officers or of any committee, shall render that Member of the Federation liable to such penalties as the general meeting or the Officers may impose under these Articles, subject to prior consultation and coordination with the relevant IF concerned.
- (4) A Member may appeal against a decision made by the general meeting, the Board of Officers or any committee under these Articles by written notice delivered to the Federation 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 Officers and

endorsed at a general meeting for a tenure of four years. When the Federation receives an appeal, the Board of Officers shall nominate three persons from the approved list to hear the appeal, having regard to their availability and conflict of interest. The three members shall elect one of themselves to be the convenor.

- (5) Further appeal may be submitted exclusively to the Court of Arbitration for Sport in Lausanne, Switzerland which will resolve the dispute definitively in accordance with the Code of Sports-related Arbitration. The time limit for further appeal is 21 days from the date of the appeal panel's decision.

60 Registration

Registration of individuals to participate in competitions is the function of the association to which they belong.

61 Records

The Federation shall maintain a register of Hong Kong records as compiled and duly acknowledged by associations which are Members of the Federation. Such information shall be made available by the associations periodically or whenever called upon to do so by the Officers.

62 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 Officers shall be final.

63 International affiliation

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

64 Auditor's insurance

- (1) The Officers may decide to purchase and maintain insurance, at the expense of the Federation, for an auditor of the Federation, or an auditor of a subsidiary of the Federation, 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 Federation or subsidiary of the Federation (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 Federation or subsidiary of the Federation (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.

65 Restriction on formation of subsidiary

The Federation shall not form a subsidiary or hold a controlling interest in another body corporate, unless the formation of such a subsidiary or the holding of such a controlling interest has previously been approved by the Registrar of Companies in writing.

Date of adoption: 30 March 2017

Signatures:

(Sd.) FOK Timothy Tsun Ting

President

(Sd.) WONG Man Chiu Ronnie

Honorary Secretary General

Annex – Officers Transitional Arrangements

- (1) Officers of the Sports Federation & Olympic Committee of Hong Kong, China (body unincorporate) at the date of incorporation of this Federation shall be deemed to be Officers of the Federation and they shall serve the remainder of their term until the annual general meeting in 2018.
- (2) During the transitional period, the following elections will take place at the following annual general meetings and for the following terms:-
 - (a) At the annual general meeting in 2018, the President, eight Vice-Presidents, the Honorary Secretary General, three Honorary Deputy Secretaries General, and the Honorary Treasurer shall be elected.
 - (b) The eight Vice-Presidents and three Honorary Deputy Secretaries General elected in 2018 would determine their terms of office immediately after the election by either mutual agreement or drawing lots. Four of the Vice-Presidents and one of the Honorary Deputy Secretaries General shall have a term of four years while the other four Vice-Presidents and two Honorary Deputy Secretaries General shall have a term of two years.
 - (c) The President, the four Vice-Presidents with the longer term, the Honorary Secretary General, the one Honorary Deputy Secretary General with the longer term, and the Honorary Treasurer elected at the annual general meeting in 2018 shall have a term of four years until the annual general meeting in 2022, at which these offices shall come up for election for a term of four years.
 - (d) The four Vice-Presidents and the two Honorary Deputy Secretaries General with the shorter term elected at the annual general meeting in 2018 shall have a term of two years until the annual general meeting in 2020, at which these offices shall come up for election for a term of four years.