

ARTICLES OF ASSOCIATION

(Adopted by Special Resolution passed on 2nd December, 2021)

OF

PHYSICAL FITNESS ASSOCIATION OF HONG KONG, CHINA LIMITED
中國香港體適能總會有限公司

Incorporated the 14th day of April, 2000

HONG KONG

THE COMPANIES ORDINANCE (CHAPTER 622)

Company Limited by Guarantee

ARTICLES OF ASSOCIATION

OF

PHYSICAL FITNESS ASSOCIATION OF HONG KONG, CHINA LIMITED

中國香港體適能總會有限公司

Part A Mandatory Articles

1. **Company Name** The name of the company is

“PHYSICAL FITNESS ASSOCIATION OF HONG KONG, CHINA LIMITED

中國香港體適能總會有限公司”

(hereinafter called “the Association”)

2. **Members' Liabilities**

The liability of the members is limited.

3. **Liabilities or Contributions of Members**

Every member of the Association undertakes to contribute to the assets of the Association in the event of its being wound up while he is a member, or within 1 year after he ceases to be a member for the payment of the debts and liabilities of the Association 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 the amount specified below:

Class of Members

ALL

Amount to be contributed by each of the members in this class

HKD100.00

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

Name(s) of Founder Members
(Sd.) Ngai Hoi Yee, Roy 魏開義
(Sd.) Lai Pui Wing 黎培榮
(Sd.) Kwan Woon Yuen, Marriane 關煥園

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**Part 1
Interpretation**

1. Interpretation

In these articles—

association means the company registered as “PHYSICAL FITNESS ASSOCIATION OF HONG KONG, CHINA LIMITED 中國香港體適能總會有限公司”;

Ordinance (《條例》) means the Companies Ordinance (Cap. 622);

Member means member of the above named Association;

The Office means the registered office for the time being of the Association;

Words importing masculine gender shall include feminine gender, unless the context otherwise requires.

Word importing the singular number includes the plural number and vice versa.

When any provision of the Ordinance is referred to, the reference is to such provision as modified by any Ordinance for the time being in force.

Unless the context otherwise requires, expressions defined in the Ordinance or any statutory modification thereof in force at the date at which these regulations become binding on the Association shall have the meanings so defined.

The regulation in Schedule 3 to the Companies (Model Articles) Notice, Cap 622H shall be excluded.

Part 2

Objectives

2. Objectives

The Objects for which the Association is established are: -

- (a) To promote and develop the concept of physical fitness for the promotion of health and advancement of education in Hong Kong and elsewhere in the world, on a non-profit making basis.
- (b) To organise activities such as courses, seminars, researches, community services and other activities, on a non-profit making basis, pertaining to human physical fitness for public benefits.
- (c) To co-operate with organisations, associations, societies and other individuals and authorities in Hong Kong and overseas having objects in whole or in part similar to the objects of the Association for public benefits.
- (d) To stimulate public interest in physical fitness.
- (e) To act as an organ of communication for and to represent members of the Association in all or any of their relationships with local government departments and other public authorities, the press, radio and television and any other bodies or organisations for public benefits.
- (f) To encourage, assist and arrange for members of the Association to travel abroad or come to Hong Kong for the purpose of research, training and teaching in physical fitness which are beneficial to the general public.
- (g) To disseminate information, data, statistics among members of the Association, as well as the general public, and to print, publish, issue and circulate papers, periodicals, books, circulars, and other literary matter and to advertise in any media of activities such as may seem to the Association conducive to the attainment of any of its objects.
- (h) To take any assignment of property whether subject to any special trust or not for any one or more of the objects of the Association.
- (i) Subject to the provisions of Section 115(2)(b) and (3) the Companies Ordinance (Cap. 622) to acquire by purchase or otherwise any lands, buildings, easements or property which may be requisite for the purposes of or capable of being conveniently used in connection with any of the objects of the Association.
- (j) To borrow and raise money for the purpose of the Association on such terms and on such security as may be thought fit and beneficial to the general public.
- (k) To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit and beneficial to the general public.
- (l) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association as may be thought expedient with a view to the promotion of its objects for public benefits.
- (m) To hold seminars from time to time to promote the public awareness and knowledge of physical fitness and other related disciplines for the advancement of education in Hong Kong and elsewhere in the world.
- (n) To establish, promote or assist in establishing or promoting, and to subscribe to or become a member of or affiliate with, any other bodies whose objects are similar to the objects of the Association or the establishment or promotion of which may be beneficial to the Association and the general public provided that none of the funds of the Association shall be paid to any institution, society, club or other body which pays or transfers, directly or indirectly any part of its income nor property by way of dividends, bonus or otherwise howsoever by way of profit to its members and the general public.
- (o) To open and operate a banking account or accounts with any bank or banks for the purposes of the Association, and for such purposes to make, give, accept, endorse, transfer, discount and negotiate bills of exchange, promissory notes, cheques or other similar instruments.
- (p) To do all such other things as are incidental or conducive to the attainment of all the above objects or any of them.

- (q) To hire and employ officers, clerks, servants and persons whose service may be deemed necessary or desirable for the purpose of the operation of the Association which are favorable to public interest.
- (r) To organise and hold lectures, discussions, debates, conferences, exhibitions and other meetings for the purposes of the Association which are beneficial to the general public and the advancement of education in Hong Kong and elsewhere in the world.
- (s) To take all necessary or proper steps with the authorities, national, local municipal or otherwise, of any place in which the Association may have interests, and to carry on any negotiations or operations for the purpose of directly or indirectly promoting the purposes of the Association or effecting any modifications in the constitution of the Association, and to oppose any steps taken by any other company, firm or person which may be considered likely, directly or indirectly, to prejudice the purposes of the Association.
- (t) To advance and lend money on the security of land, buildings, hereditaments, and premises of any tenure or description, shares, securities, merchandise and other property in Hong Kong and/or elsewhere, and generally to lend and advance money to such persons, firms or companies upon such terms and subject to such conditions as may seem expedient.
- (u) From time to time to make, rescind, add to or amend such by-laws or regulations not inconsistent with any ordinance or with the Articles of Association of the Association for the time being in force for the regulation or control of any of the property or affairs of the Association as deemed necessary or desirable by the Board of Directors.
- (v) To enter into any arrangements with any Government or authority, supreme, municipal, local, or otherwise, that may seem conducive to the Association's object, or any of them; and to obtain from any such Government or authority any rights, privileges, and concessions which the Association may think it desirable to obtain; and to carry out, exercise, and comply with any such arrangements, rights, privileges, and concessions for public benefits.
- (w) To procure the Association to be registered or recognized or affiliated with other compatible organisations in any country or place outside Hong Kong.

Part 3

Application of Income and Property

3. Application of Income and Property

- (a) The income and property of the Association, whensoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in the Articles of Association; and no income and property of the Association or no portion thereof shall be paid or transferred directly or indirectly, by way of salary, dividend, bonus, or otherwise howsoever by way of profit, to the members of the Association, including Officers or Members of the Board of Directors.
- (b) No member of the Board of Directors or governing body of the Association shall be appointed to any salaried office of the Association, or any office of the Association paid by fees and no remuneration or other benefit or money's worth shall be given by the Association to any member of the Board of Directors or governing body of the Association.
- (c) 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 being a member of the Board of Directors or governing body of the Association in return for any services actually rendered to the Association.
- (d) Nothing herein shall prevent the payment, in good faith, by the Association:
 - (i) to any member of its Board of Directors or governing body of the Association of out-of-pocket expenses;
 - (ii) of interest on money lent by any member of the Association or its Board of Directors or governing body of the Association at a rate not exceeding 2 percent per annum above the prime rate prescribed for the time being by the Hong Kong Association of Banks for Hong Kong dollars loans;
 - (iii) of reasonable and proper rent for premises demised or let by any member of the Association or its Board of Directors or governing body of the Association; and

- (iv) of remuneration or other benefit in money or money's worth to a body corporate in which a member of the Association or of its Board of Directors or governing body of the Association is interested solely by virtue of being a member of that body corporate by holding not more than one-hundredth part of its capital or controlling not more than a one-hundredth part of its votes.
- (e) No person shall be bound to account for any benefit he or she may receive in respect of any payment properly paid in accordance with clauses (c) and (d) above.

Part 4
Directors and Company Secretary
Division 1—Directors' Powers and Responsibilities

4. Directors' general authority

- (a) The business of the Association shall be managed by the Board of Directors, who may pay all expenses incurred in setting up and registering the Association and may exercise all such powers of the Association as are not by the Ordinance, or by these articles, required to be exercised by the Association in General Meeting, subject nevertheless to any regulation of these articles, to the provisions of the Ordinance, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting; no regulations made by the Association in General Meeting shall invalidate any prior act of the Board of Directors which would have been valid if that regulation had not been made. Whenever it is necessary, the Board of Directors may appoint and authorize committee(s) to manage the business of the Association. The formation of such committee(s) shall follow the guidelines and regulations endorsed by the Board of Directors.
- (b)
 - (i) The Board of Directors shall consist of: -
 - (1) The President
 - (2) The Vice-President(s)
 - (3) The Secretary General (The Chairperson of the Executive Committee)
 - (4) The Officer(s) of the Board of Directors
 - (ii) The President of the Board of Directors is authorised to represent the Association before third parties but may delegate that authority to any other officers of the Association. The President shall direct the various officers of the Board of Directors in their work and preside the Board of Directors meetings.
 - (iii) The Vice-Presidents of the Board of Directors shall assist the President in his or her job and may represent the Association before third parties in the absence of the President.
 - (iv) The Secretary General (the Chairperson of the Executive Committee) shall take overall charge of the work of the Association and preside the Executive Committee meetings, in conjunction with the Executive Committee, authorized by the Board of Directors. This position shall be an ex-officio member of the Board of Directors.
 - (v) The Officers of Board of Directors shall attend the Board of Directors meetings in developing the strategic plan(s) of the Association.
 - (vi) Upon nomination made by the Board of Directors, the Annual General Meeting may appoint a maximum of ten Honorary Presidents. The Honorary Presidents shall be entitled to attend all meetings or activities of the Association, without voting right.
- (c) The Board of Directors shall have the power to invite any person of distinction as Advisors of the Association.
- (d) The Board of Directors shall have the following authorities in addition to any power conferred elsewhere in these Articles: -
 - (i) To approve or disapprove applications for membership;
 - (ii) To enact regulations for the administration of the Association, provided that such regulations are submitted to the next Annual General Meeting for ratification;
 - (iii) To collect subscription fees and other income and authorise expenditure of Association fund;

- (iv) To define or interpret the provisions of these Articles or any regulations enacted by the Board of Directors;
- (v) To appoint representatives who may represent the Association before third parties;
- (vi) To impose and enforce disciplinary action upon members who have conducted themselves in a manner likely to bring the Association into disrepute, or who have contravened these Articles, or any regulations enacted by the Board of Directors.

Division 2—Decision-taking by Directors

5. Calling directors' meetings

- (a) The members of the Board of Directors may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings, as they think fit.
- (b) The Board of Directors Meeting shall be convened at least twice a year, but meetings may be called more or less frequent intervals as considered appropriate by the President of the Board of Directors.

6. Quorum for directors' meetings

The quorum necessary for the transaction of business may be fixed by the Board of Directors and unless so fixed shall be 2/5 of the number of the Members of Board of Directors in the current term of office.

7. Meetings if total number of directors less than quorum

The continuing member of the Board of Directors may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed pursuant to the regulations of the Association as the necessary quorum of the Board of Directors the continuing member of the Board of Directors may act for the purpose of increasing the number of the Officers of Board of Directors to that number, or of summoning a general meeting of the Association but for no other purpose.

8. Chairing of directors' meetings

The President of the Board of Directors shall preside as chairperson at every meeting of the Board of Directors but if at any meeting the President is not present within twenty minutes after the time appointed for holding the same, members may elect a one of the Vice-President(s) to act as chairperson of the meeting. If the Vice-President(s) is not present, the Members of Board of Directors present may choose one of their members to be chairperson of the meeting.

9. Chairperson's casting vote at directors' meetings

Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes, and in the case of an equality of votes the chairperson of the meeting shall have a second or casting vote.

10. Record of decisions to be kept

The Board of Directors shall cause minutes to be made in books provided for the purposes:-

- (a) of all appointments of officers made by the Board of Directors.
- (b) of the name of the Officers of Board of Directors present at each meeting of the Board of Directors and of any sub-committee of such board.
- (c) of all resolutions and proceeding at all meetings of the Association and of the Board of Directors, and of authorized committee(s).

and every member of the Association present at any meeting of the Association or authorized committee(s) shall sign his name on a book to be kept for that purpose.

Division 3—Appointment and Retirement of Directors

11. Appointment and retirement of directors

- (a) The number of members of the Board of Directors is unlimited.

- (b) The First Members of the Board of Directors shall be nominated by the subscribers of the Articles of Association. The members of the Board of Directors shall be elected at the Annual General Meeting and shall serve a term of office for THREE years. An officer shall be eligible for re-election following the termination of the three-year term of office.
- (c) The Association's officers and servants shall be employed on such terms and on such remuneration as the Board of Directors or its authorized committee(s) shall from time to time determine.
- (d) A person may not hold two officer posts simultaneously in the Board of Directors. However, an officer of the Association may be appointed by the Board of Directors as chairperson of authorized committee(s).
- (e) Nominations for any officer-post of the Association may be made by a Full Member, or by the Board of Directors. Nominations, which should provide a resume of the candidate's qualifications for the post, should be submitted to the Association four weeks prior to the Annual General Meeting in which an election is to be conducted. The nominations of all officers shall be circulated to all Full Members by the Association.
- (f) Election of the Board of Directors shall be opened to all Full Members of the Association.
- (g) A Full Member may nominate only one candidate for each individual post within the Board of Directors.
- (h) A candidate may only stand for election for not more than two officer posts of the Board of Directors.
- (i) In the event that an officer post becomes vacant, the Board of Directors shall have the authority to appoint a Full Member as they deem fit to fill the office so vacated until the next Annual General Meeting. In the case that the Annual General Meeting approves the appointment, or if another Full Member is appointed by the Annual General Meeting, the officer so appointed shall complete the term for which the original officer was so elected.

12. Termination of director's appointment

The office of a member of the Board of Directors shall be vacated, if such member of the Board of Directors:-

- (a) becomes bankrupt; or
- (b) becomes prohibited from being a member of the Board of Directors by reason of any disqualification order made under Section 740 of the Ordinance; or
- (c) is found lunatic or becomes of unsound mind; or
- (d) resigns his/her office by notice in writing to the Association; or
- (e) fails to attend three or more Board of Directors Meetings consecutively without excusable reasons.

Division 4—Executive Committee

13. Executive Committee

- (a) The daily operational matters of the Association shall be managed by the Secretary General (the Chairperson of the Executive Committee) and the Executive Committee. The Members of the Executive Committee shall be appointed by the Board of Directors every three years. No more than 21 members shall be appointed in each term.
- (b) All appointed Executive Committee members must be below 65 years old and should be either full members or associate member of the Association on the date when assuming duty.
- (c) The Executive Committee shall be composed of one Chairperson, one or more than one Vice-Chairperson(s), one Secretary, one Treasurer and more than one Executive Committee Members. The Executive Committee shall meet at least twice a year. The quorum shall consist of not less than 2/5 of members.
- (d) The responsibilities of the Executive Committee members are listed as follows: -

(i) Chairperson

The Chairperson of the Executive Committee shall take overall charge of the work of the Association and preside the Executive Committee meetings. The Chairperson shall coordinate all activities of the Association, act as the representative of the Association in all its external and internal matters, and carry out all decisions which are passed by the Board of Directors.

(ii) Vice-Chairperson(s)

The Vice-Chairperson shall assist the Chairperson in carrying out the duties and act as the delegate of the Association in the absence of the Chairperson.

(iii) Secretary

The Secretary shall attend to all the secretarial work, keep the seals and documents under safe custody, compile the agenda and record the minutes of meetings.

(iv) Treasurer

The Treasurer shall take charge of the financial matters of the Association, prepare a financial statement at the request of the Board of Directors and an annual statement of accounts for audit for presentation at the Annual General Meeting in which it shall be presented for adoption.

(v) Executive Committee Member(s)

The Executive Committee Member(s) shall attend Executive Committee meetings in planning of the activities held by the Association. They shall supervise and implement these activities. They shall be eligible for being appointed as chairperson or members of sub-committees by the Executive Committee.

(e) The Executive Committee shall appoint and authorize committee(s) and sub-committee(s) for advisory and implementation purpose for different activities of the Association. The formation of such committee(s) or sub-committee(s) shall follow the guidelines and regulations endorsed by the Executive Committee.

(f) The Executive Committee shall have authority to appoint chairperson for sub-committee to handle special projects or activities. The chairpersons of the sub-committees shall submit reports on the activities to the Executive Committee.

Division 5—Company Secretary

14. Company Secretary

The first secretary of the Association shall be Ford Secretaries Limited.

Part 5 Members

Division 1—Becoming and Ceasing to be Member

15. Application for membership

(a) The number of members of the Association is declared unlimited

(b) The members of the Association shall be divided into:

(i) Full Member

In applying for Full Membership, the applicant shall possess professional training in related field of health and physical fitness from recognized local or overseas institutions and may at the discretion of the Board of Directors be admitted as Full Member. The applicant shall have to pay the fee prescribed by the Board of Directors for Full Member. A Full Member shall have the right of one vote at General Meetings and could be nominated at the election of Officers of the Board of Directors.

(ii) Associate Member

In applying for Associate Membership, the applicant who has the interest in the field of physical fitness and may at the discretion of the Board of Directors or its authorized

committee(s) be admitted as Associate Member. The applicant shall have to pay half of the fees prescribed by the Board of Directors or its authorized committee(s) for Full Member. An Associate Member shall not have the right to vote at General Meetings and could not be nominated at the election of Officers of Board of Directors.

(iii) Corporate Member

Association, institution, firm, company or other registered corporate body which at the discretion of the Board of Directors or its authorized committee(s) may be admitted as Corporate Member. The applicant shall have to pay the fees prescribed by the Board of Directors or its authorized committee(s) for Corporate member. A Corporate Member shall submit to the Board of Directors or its authorized committee(s) the name of one representative from that Corporation. Corporate Member shall not have the right to vote at General Meetings and could not be nominated at the election of Officers of Board of Directors.

(iv) Honorary Member

The Board of Directors may appoint persons, who are in recognition of their distinguished contributions to the Association, as Honorary members. Honorary Members shall not require to pay any fee or subscription and shall not have the right to vote at General Meetings and could not be nominated at the election of Officers of Board of Directors.

(v) Founder Member

Founder Members are those persons responsible for promoting the Association, and by who's actions, the Association was established in the first instance. They shall hold memberships of the Association for life, unless they resign of their own volition. They shall not require to pay any fee or subscription and shall not have the right to vote at General Meetings and could not be nominated at the election of Officers of Board of Directors.

- (c) Membership is open to any person or corporation in Hong Kong or overseas and who has the interest in Physical Fitness. In applying for membership, an applicant shall submit a duly completed application form or a letter to the Association. The Applicant shall become a member when the application is approved by the Board of Directors or its authorized committee(s) and the prescribed fees are paid.
- (d) The Board of Directors or its authorized committee(s) shall have absolute discretion in accepting or refusing any membership. However, the Board of Directors or its authorized committee(s) shall not consider the race gender or creed of any applicant. In the event of a refusal, the Board of Directors or its authorized committee(s) shall not be required to give any reasons thereof.
- (e)
 - (i) The Board of Directors or its authorized committee(s) has the authority to set and to waive the appropriate fees for Full, Associate and Corporate memberships with effect from an appropriate date. The decision to set the fees at an appropriate level, or to vary the fees, shall be submitted to the coming Annual General Meeting for ratification.
 - (ii) Annual subscription shall become due on the date of issue of the membership card in the next year. Failure to pay annual subscriptions shall result in loss of membership.
 - (iii) Any members in arrears of annual subscription for a period of two consecutive months shall automatically lose membership. But his membership shall be reinstated upon the payment of all arrears.

16. Termination of membership

- (a) Any member, may withdraw from the Association by giving notice in writing to the Secretary of the Association.
- (b) When a member ceases to be a member of the Association either by resignation or otherwise, the Association shall not return any subscription paid by such member before he ceases to be a member.

- (c) If any member violates any of these Articles of the Association or his conduct is such as is likely to be injurious to the interests of the Association, he shall be liable to be expelled from the Association after due investigation by the Board of Directors or its authorized committee(s). Such expulsion shall be effected by a resolution passed by a 2/3 majority votes of all the members of the Board of Directors or its authorized committee(s) provided that at least 7 days before the meeting at which such resolution is to be passed, the member facing such expulsion shall have had notice thereof and of the intended resolution for his expulsion and shall be allowed to give a written or oral explanation in his defence for consideration by the Board of Directors or its authorized committee(s). Any decision is subject to appeal to the Association in general meeting.

Division 2—Organization of General Meetings

17. General meetings

- (a) The first General Meeting of the Association shall be held at such time not being more than 18 months after the incorporation of the Association, and at such place as the Board of Directors shall decide.
- (b) The Annual General Meeting of the Association shall be held once a year for the purpose of:-
- (i) Adopting officers' reports and accounts;
 - (ii) Electing officers for the ensuing term, as appropriate;
 - (iii) Appointing auditors; and
 - (iv) Transacting any other business on the agenda.
- (c) The above General Meeting shall be called "Ordinary General Meeting"; all other General Meetings shall be called "Extraordinary General Meetings".
- (d) The Board of Directors whenever they think fit, may convene an Extraordinary General Meeting; an Extraordinary General Meeting shall also be convened on the written requisition of not less than one-half of the total number of Full Members of the Association. In the event that the Board of Directors fails to call an Extraordinary General Meeting within two months from the date of receiving the requisition, the requisitionists may themselves convene a meeting. A requisition to hold an Extraordinary General Meeting submitted by members shall state the objects of the meeting and shall describe the motions to be placed before the meeting.
- (e) All business shall be deemed special that is transacted at an extraordinary general meeting, and all that is transacted at an ordinary meeting, with the exception of the consideration of the accounts, balance sheets and the ordinary report of the Board of Directors and Auditors and Legal Advisor, the election of the Board of Directors in the place of those retiring, and the fixing of the remuneration of the Auditors and Legal Advisors wherever applicable.

18. Notice of general meetings

- (a) In the case of Annual General Meeting and a meeting to pass a special resolution, 21 days' notice at the least (exclusive of the day on which the notice is served or deemed to be served, and of the day for which notice is given), specifying the place, the day, and the hour of meeting and, in case of special business, the general nature of that business shall be given in manner hereinafter mentioned, or in such other manner, if any, as may be prescribed by the Association in general meeting, to such persons as are, under the regulations of the Association, entitled to receive such notices from the Association; but, with the consent of all the members entitled to receive notice of some particular meeting, that meeting may be convened by such shorter notice and in such manner as those members may think fit. In the case of other general meetings, 14 days' notice shall be given
- (b) A notice may be given by the Association to any member either personally or by sending it by post or e-mail to his registered address, or (if he has no registered address with Hong Kong) to the address, if any, within Hong Kong supplied by him to the Association for the giving of

notices to him, or by advertisement in one daily newspaper published in Hong Kong in the English language and one in Chinese.

- (c) Where a notice is sent by post or e-mail, the notice shall be deemed to be effected by properly addressing prepaying and posting or e-mailing a letter containing the notice, and to have been effected at the expiration of five days after the letter containing the same was posted or e-mailed. A notice appearing in the press shall be deemed to have been effected on the day the advertisement appears.
- (d) Notice of every general meeting shall be given in the same manner hereinbefore authorized to every member except those members who (having no registered address within Hong Kong) have not supplied to the Association an address or e-mail address within Hong Kong for the giving of notices to them. No other persons shall be entitled to receive notices of general meetings.

19. Accidental omission to give notice of general meetings

The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any member shall not invalidate the proceedings at any meeting.

20. Quorum for general meeting

- (a) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business and continues to be present until the conclusion of the meeting; save as herein otherwise provided, 2/5 of the total number of Full Members of the Association personally present shall be a quorum.
- (b) If within fifteen minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; and in any other case it shall stand adjourned to the same day in the next week, at the same time and place, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.

21. Chairing general meetings

The President, or in his or her absence, a Vice-President, shall preside as chairperson at every general meeting of the Association. Should the President and Vice-Presidents all be absent, the meeting shall elect from their members a chairperson.

22. Adjournment

The President may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned, notice of the adjourned meeting shall be given as in the case of an original meeting.

Division 3—Voting at General Meetings

23. General rules on voting

- (a) At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a secret ballot is requested by three members, or where the chairperson shall direct that a secret ballot shall take place.
- (b) In the case of an equality of votes, the chairperson of the meeting, shall be entitled to a second or casting vote.
- (c) Save as hereinafter provided every full member shall have one vote. Unless otherwise stated, voting on all issues shall require only a simple majority of those present and voting. Motions without due notice having been given shall not be discussed without the sanction of the chairperson and two-thirds of those present and voting. Voting on such motion shall require a two-thirds majority of those present and voting.

- (d) Only Full Member may attend and vote at either the Ordinary General Meetings or Extraordinary General Meetings of the Association.

24. Proxy

- (a) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his or her attorney duly authorized in writing, or if the appointor is an organization or a corporation, either under the seal or under the hand of an officer or attorney so authorized. A proxy need not be a member of the Association.
- (b) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Association not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
- (c) An instrument appointing a proxy may be in the following form, or any other form which the Board of Directors shall approve:-

Physical Fitness Association of Hong Kong, China Limited 中國香港體適能總會有限公司

"I _____ of _____
being a Member of the above-named Association hereby appoint
as my proxy to vote for me and on my behalf at the (ordinary or extraordinary, as the case may be) general meeting of the Association to be held on the
day of _____ and at any adjournment thereof."

Signed this _____ day of _____

Part 6 Miscellaneous Provisions

Division 1—Administrative Arrangements

25. Company seals

- (a) The Board of Directors or its authorized committee(s) shall provide for the safe custody of the seal of the Association which shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors.
- (b) All deeds or instruments requiring the seal of the Association shall be signed by the President of Board of Directors, the Secretary General (the Chairperson of the Executive Committee), or by such other person or persons as the Board of Directors shall from time to time appoint.
- (c) All cheques drawn on the Association's banking account and all orders for payment, promissory notes, and other negotiable instruments made or issued by the Association shall be signed by any two of persons as the Board of Directors or its authorized committee(s) shall from time to time appoint and all other contracts and instruments entered into by the Association shall be signed by the persons as the Board of Directors or its authorized committee(s) shall from time to time appoint.

26. Audit

Auditors shall be appointed and their duties regulated in accordance with sections 415(6)(a) and (b) of the Ordinance.

27. Winding up and dissolution

- (a) If on the winding up of the Association there remains, after the satisfaction of all debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among 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 institution or

institutions shall prohibit the distribution of its or their income or property amongst its or their members to an extent at least as great as is imposed on the Association by virtue of Article 3 hereof, such institution or institutions to be determined by the members of the Association before the time of dissolution or in default thereof by such Judge of the High Court of Hong Kong Special Administrative Region as may have or may acquire jurisdiction in the matter, and in so far as effect cannot be given to the aforesaid provisions then to some charitable object.

- (b) The provisions of (a) relating to the winding up or dissolution of the Association shall have effect and be observed as if the same were repeated in these Articles. The Association shall not be dissolved except with the consent of eighty percent of all voting members of the Association were obtained in an Annual General Meeting or Extraordinary General Meeting.

28. Accounts

- (a) True accounts shall be kept of the sums of money received and expended by the Association, and the matter in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Association, and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being in force, shall be open to the inspection of the members. Once at least in every year the accounts of the Association shall be examined and the correctness of the balance sheet ascertained by one or more authorised Auditor or Auditors.
- (b) The books of account shall be kept by the Secretary General (the Chairperson of the Executive Committee) at the registered office of the Association or at such other place or places as the Board of Directors thinks fit, and shall always be open to the inspection of the members of the Board of Directors.
- (c) The Board of Directors shall from time to time determine at what times and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of full members not being members of Board of Directors, and no members (not being a member of Board of Directors) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or by the Articles of Association or authorized by the Board of Directors or by the Association in general meeting.
- (d) The Board of Directors shall from time to time in accordance with the Ordinance, cause to be prepared and to be laid before the Association in general meeting such income and expenditure accounts, balance sheets and reports as are referred to in that section.
- (e) A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in general meeting together with a copy of the auditor's report shall not less than twenty-one days before the date of the meeting be sent to all persons entitled to receive notices of general meetings of the Association.

