

THE COMPANIES ORDINANCE (CHAPTER 622)

Company Limited by Guarantee

**ARTICLES OF ASSOCIATION
OF
HONG KONG PARALYMPIC COMMITTEE LIMITED
香港殘疾人奧委會有限公司**

Part 1

Preliminary

1. Preliminary

- (a) The name of the Company is Hong Kong Paralympic Committee Limited 香港殘疾人奧委會有限公司 ("the Committee").
- (b) The registered office of the Committee will be situated in Hong Kong.
- (c) The liability of the members of the Committee is limited.
- (d) Every member of the Committee undertakes to contribute to the assets of the Committee, in the event of its being wound up while being a Member, or within one year after ceasing to be a Member, for payment of the debts and liabilities of the Committee contracted before ceasing to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding HK\$100.00.

2. Interpretation

- (1) In these Articles, unless there is something in the subject or context inconsistent therewith:-

"Annual General Meeting"	means the yearly general meeting of the members of the Committee.
"Articles"	means the Articles of Association from time to time of the Committee.
"Committee"	means the above-named Hong Kong Paralympic Committee Limited 香港殘疾人奧委會有限公司
"Auditor"	means the person(s) or firm appointed auditor of the Committee for the time being.
"Board"	means the elected officers of the Committee for the time being and each of such officers shall be deemed a 'director' of the Committee for the purpose of the Ordinance.

"Extraordinary General Meeting"	means a general meeting of the Members as defined in Article 19(1).
"HKSAPD Representative"	means the person appointed by the Hong Kong Paralympic Committee & Sports Association for the Physically Disabled.
"HKSAPID Representative"	means the person appointed by the Hong Kong Sports Association for Persons with Intellectual Disability.
"Hong Kong"	means the Hong Kong Special Administrative Region of the People's Republic of China.
"Members"	means the members of the Committee for the time being entered on the Register of Members.
"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.
"month"	means calendar month.
"Ordinance"	means the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), including the related subsidiary legislation and all statutory modifications or amendments thereof for the time being in force.
"Para Athletes"	means persons engaging in Para Sports who have an impairment that leads to a permanent and verifiable activity limitation such that they encounter difficulties in executing activities.
"Para Sports"	means sports which are practiced within the ambit of the International Paralympic Committee and Asian Paralympic Committee.
"predecessor Ordinance"	means the predecessor Ordinance as defined in section 2(1) of the Ordinance.
"Proxy Notice"	see Article 28(1).
"Register of Members"	means the register of all Members of the Committee to be kept pursuant to the Ordinance.
"Representative"	means a Member's representative who has been duly registered in accordance with these Articles.
"Seal"	means the common seal of the Committee.
"Secretary"	means the honorary secretary of the Committee as appointed in accordance with these Articles.
"Subscriber"	means those persons whose names are listed as being the subscribers of the Committee in these Articles.
"territorial"	means as pertaining to the territory of Hong Kong with regards to Para Sports.

- (2) "In writing" and "writing" shall include printing, typing, Braille, facsimile transmission and other modes of reproduction and representation of words in a visible form.
- (3) Where appropriate words importing the singular number shall include the plural and words importing the feminine shall include the masculine and neuter and the converse shall also apply in each case, save where otherwise indicated by the sense of the Article. Hence, words importing one gender shall include all genders, and the singular includes the plural and vice versa.

- (4) These Articles shall be construed with reference to the provisions of the Ordinance and subject as aforesaid the terms used in these Articles shall be taken as having the same respective meanings as they have when used in the Ordinance PROVIDED THAT in the event of a conflict between the terms of the Ordinance in the interpretation of a term used in these Articles the former shall prevail.
- (5) The Articles of Association shall govern the internal affairs of the Committee and its relationship with Members.
- (6) The regulations in Schedule 3 to the Companies (Model Articles) Notice (Cap.622H of the Laws of Hong Kong) shall form part of these Articles save insofar as they are hereby excluded or modified or are inconsistent with the articles contained herein.

Part 2

Objects and Charitable Status of the Committee

3. Objects of the Committee

The objectives for which the Committee is established is to support the pursuit of sports by people with physical, visual and intellectual impairment in Hong Kong in accordance with the jurisdiction of the International Paralympic Committee and the Asian Paralympic Committee by encouraging, motivating and facilitating their participation in sporting activities and events and assisting in the provision of training, facilities and equipment for this purpose. To further the above objectives, the Committee shall carry out the following activities:-

- (a) To promote and organise sports and physical recreation for persons with physical, visual and intellectual impairment.
- (b) To provide and facilitate proper sporting and ancillary facilities for Para Athletes to foster their development and preparation for local and international competitions and the practice of all sports for persons with physical, visual and intellectual impairment.
- (c) To organise and encourage participation in local and international sports competitions for persons with physical, visual and intellectual impairment.
- (d) To coordinate and advise on the selection of Hong Kong Para Athletes to represent the Hong Kong Special Administrative Region in international competitions including but not limited to, the Paralympic Games, the Asian Paralympic Games, National Games for Persons with Disabilities, and relevant Youth or Junior Games.
- (e) To raise the standard of sports for persons with physical, visual and intellectual impairment.
- (f) To ensure that rules of sports competition are observed.
- (g) To foster the spirit of sportsmanship in Hong Kong.
- (h) To condemn the use of performance enhancing drugs and doping practices in sport; and to support the latest Anti-Doping Rules of the World Anti Doping Agency and Hong Kong Anti Doping Committee, and any international federations that the Committee is affiliated to; and to adopt them wholly as the Committee's Anti Doping Policy.

4. Powers of the Committee

In order to facilitate the above objectives, the powers for which the Committee is adopted are:-

- (a) To purchase, take on lease or in exchange, to hire or otherwise acquire in Hong Kong or elsewhere any real or personal property or any rights or interests therein which the Committee considers necessary for effectuating any of its objectives.
- (b) To work, use, maintain, improve, sell, allot, surrender, mortgage, charge, lease, dispose of or otherwise deal with all or any part of the property of the Committee.
- (c) To purchase, take on lease or in exchange, hire or otherwise acquire any equipment, plant, machinery, furniture, fixtures, fittings, chattels and goods of any nature or description which is necessary for fulfilling the objectives of the Committee, and to sell or otherwise dispose of the same.
- (d) To accept any gift of property, whether subject to any special trust or not, for any one or more of the objectives of the Committee.
- (e) To take such steps by personal or written appeals, public meetings or otherwise as is expedient for the purpose of procuring contributions to the funds of the Committee, in the form of donations, subscriptions or otherwise.
- (f) To promote, give, support or hold either alone or in conjunction with any other corporation, committee, club, organisation or person any dinner, meeting, competition, exhibition, sporting activities, concerts, entertainments and performance of any kind for furthering the Committee's objectives and the raising of money for the objectives of the Committee and to authorize, give, contribute to and distribute prizes, awards and bonuses in connection therewith.
- (g) To borrow, raise and give security for money for furthering and conducting to any of the Committee's objectives in such manner as the Committee considers fit, and for that purpose to mortgage, charge or lien upon all or any of the property or assets of the Committee (both present and future), and to purchase, redeem or pay off any such securities.
- (h) To invest and deal with the monies of the Committee not immediately required for its objectives in a proper and prudent manner as is from time to time determined by the Committee.
- (i) On a non-profit making basis, to print, publish and distribute any newsletters, periodicals, books, circulars, leaflets or other means of communication which the Committee considers desirable for the promotion of its objectives.
- (j) To make known by way of advertisement or in any other way the objectives of the Committee or any analogous activities, courses or projects which the Committee desires to sponsor or support.
- (k) To enter into any arrangements or contracts with any governments or authorities, municipal, local or otherwise or any person or company that are conducive to the objectives of the Committee or any of them, and to obtain from any such government, authority, person or company any rights, privileges and concessions which the Committee considers desirable to obtain and to carry out, exercise and comply with any such arrangements, contracts,

rights, privileges and concessions.

- (l) To obtain any Order in Council, enactment or Ordinance for enabling the Committee to carry out any of its objectives and to oppose any proceedings or applications which is considered calculated directly or indirectly to prejudice the Committee's interests.
- (m) To establish relationship with, to support, to promote or assist in establishing or promoting, to subscribe to or become a member of, to support, to amalgamate with or to enter into any partnership with, any charitable committee, club, organisation or company whose objects are similar or in any part similar to the objectives of the Committee and having the restrictions on distribution of income and dividends to Members to an extent as imposed in Article 5 and 7 hereof or the establishment or the promotion of which may be beneficial to the Committee.
- (n) To co-operate with any committees or organisations having objects similar to the objectives of the Committee in any way which the Committee shall think proper and to enter into or adopt any agreement or arrangement with such organisations, Committees or clubs.
- (o) To purchase or otherwise acquire and undertake all or any part of the property, liabilities and engagements of any charitable organization, club, organisation, or company having objects altogether or in part similar to those of the Committee and having the restrictions on distribution of income and dividends to Members to an extent as imposed in Article 5 hereof.
- (p) To undertake and execute any trusts or any agency activity which may lawfully be undertaken by the Committee and are conducive to any of the objectives of the Committee.
- (q) To support and subscribe to any local or other charities and to grant donations for any charitable purposes, provided that the recipients which are organizations shall prohibit the distribution of their income and property amongst their members to an extent at least as great as is imposed on the Committee by virtue of Article 5 hereof and subject to Article 5 hereof to give gratuity, pension or allowance on retirement to any employee or the dependants of any employee of the Committee and to make payments or contributions to any fund or insurance for the purchase or provision of any such gratuity, pension or allowance.
- (r) To act as a national or affiliate member of local and international sports federations which are pertinent to the mission and visions of the International Paralympic Committee and the Asian Paralympic Committee.
- (s) To do all such other lawful things as are incidental or conducive to the attainment of the above objectives or any of them.

Provided that :

- (i) In case the Committee shall take or hold any property which may be subject to any trusts, the Committee will only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

- (ii) The objectives of the Committee shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
- (iii) The powers set forth in the Seventh Schedule of the predecessor Ordinance as defined in section 2(1) of the Companies Ordinance (Cap. 622) are hereby excluded.

5. Application of Income and Property

- (1) The income and property of the Committee shall be applied solely towards the promotion of the objectives of the Committee as set out in these Articles.
- (2) Subject to paragraph (3) below, no portion of the income and property of the Committee shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise howsoever to any Member.
- (3) The requirement under paragraph (2) above does not prevent the payment by the Committee:
 - (a) of reasonable and proper remuneration to a Member for any goods or services supplied by it to the Committee, properly incurred by it for the Committee;
 - (b) of reimbursement to a Member for out-of-pocket expenses properly incurred by it for the Committee;
 - (c) of interest on money lent by a Member to the Committee 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 for premises let by it or by any member of the Board or governing body of the Committee to the Committee: 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 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 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.
- (4) No person shall be bound to account for any benefit he or it may receive in respect of any payment properly made in accordance with paragraph (3) above.

6. No subsidiary or controlling interest

The Committee 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 controlling interest has previously been approved by a special resolution of the members at general meeting.

7. Disposal of assets after winding up

If upon the winding up or dissolution of the Committee there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members, but shall be given or transferred to some other institution or institutions having objects similar to the objectives of the Committee, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Committee under or by virtue of Article 5 above, such institution or institutions to be determined by the Members at or before the time of dissolution and in default thereof by a Judge of the High Court of Hong Kong having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to the aforesaid provision then to some charitable object as directed by a Judge of the High Court of Hong Kong having jurisdiction in regard to charitable funds.

8. No amendment of Articles

No addition, alteration or amendment shall be made to or in these Articles for the time being in force, unless such addition, alternation or amendment has previously been submitted to and approved by a special resolution of the members at general meeting.

Part 3

Members

Division 1—Membership

9. General Membership

- (1) The number of Members with which the Committee proposes to be registered is 50 but the Board may from time to time register an increase of Members.
- (2) Subject to the endorsement of the Committee in general meeting, the Board may, when they think fit, create any class or classes of Members and determine the rights and benefits of any new class of Members.
- (3) The Subscribers to these Articles and such other persons as the Board shall admit to membership shall be Members of the Committee.
- (4) Membership is open to organizations which promote the objectives of the International Paralympic Committee, the Asian Paralympic Committee and the Committee.

10. Classes of Members

- (1) The first Members of the Committee shall be the Founder Members whose names and class of Membership are listed in these Articles.
- (2) There shall be two classes of Members of the Committee, namely:-
 - (a) Ordinary Members; and
 - (b) Associate Members.
- (3) An organization which is a territorial governing body for Para Sports shall be eligible to join the Committee as an Ordinary Member. Subject to Article 20(6), an Ordinary Member has the right to attend and vote at all general meetings and its Representative has the right to stand and be elected as a member of the Board.
- (4) An organisation which is not a territorial governing body of Para Sports but is engaged in promoting and development of sports for the disabled shall be eligible to join the Committee as an Associate Member. Subject to Article 20(6), an Associate Member may attend meetings of the Committee but shall not have the right to vote therein, and may not nominate any candidates for election.

11. Subscription fee

- (1) Without prejudice to paragraph (2) below, Ordinary Members shall pay an annual subscription fee of two hundred (200) Hong Kong Dollars and Associate Members shall pay an annual subscription fee of one hundred (100)

Hong Kong Dollars, which may be revised from time to time to such amount proposed by the Board and approved by the Committee in general meeting. Annual subscription fees are non-refundable.

- (2) All annual subscription fees shall become due and payable in advance on a date to be set by the Board from time to time, but failing which, such date shall be the first day of April in each and every year. Members joining the Committee after the first day of April in any year shall nevertheless be liable to pay the full annual subscription fee for that year.

12. Rights and responsibilities of Members

- (1) Each Member shall, at all times, fulfil:-
 - (a) all the requirements and criteria as to eligibility for membership and otherwise; and
 - (b) all obligations as to conduct and otherwisewhich are provided for in the by-laws for the regulation of the Committee made by the Board from time to time.
- (2) Every Member shall observe and be bound by all the provisions of these Articles, regulations and by-laws of the Committee for the time being in force.
- (3) A Member's Representative shall be entitled to exercise the same powers on behalf of the Member as the Member could exercise if it were present at a general meeting of the Committee.
- (4) The rights and benefits of each Member shall be personal to itself. They shall not be transferable by the Member's own act or by operation of law.

Division 2—Becoming and Ceasing to be a Member

13. Application for Membership

- (1) Other than the First Members under Article 9(3), each person applying for Membership shall submit an application in writing to the Committee in such form as the Board may from time to time prescribe.
- (2) Without prejudice to the First Members under Article 9(3), admission to Membership of the Committee shall be considered by the Board or its authorized party.
- (3) The Board or its authorized party shall, at their discretion, decide whether a candidate for Membership has satisfied all the eligibility criteria for admission.
- (4) On the admission of a Member, the fact shall be notified to him in writing and a debit note for the appropriate subscription fee shall be forwarded to him.

- (5) If at any time after the admission of a candidate, a majority of the Board shall be of the opinion that the Member has been accepted under any misrepresentation, or if any material information as to the Member's antecedents or character has been withheld, they shall, after inquiry and notice to the person so admitted, have power to delete the Member's name from the Register of Members and the Member shall thereupon cease to be a Member.

14. Resignation from Membership

Any Member may resign its membership by giving to the Secretary 7 days' notice in writing to that effect. Notwithstanding any Member's resignation, the Member shall pay all moneys it has agreed to pay to the Committee prior to the date of such resignation.

15. Expulsion and Suspension of Members

(1) A Member's membership shall be ipso facto terminated and vacated:-

- (a) when the Member ceases to exist; or
- (b) when the Member enters into liquidation or receivership, or makes any composition or arrangement with creditors.

(2) The Board may resolve to

- (i) suspend a Member from membership; or
- (ii) call upon a Member to change its Representative;

if such Member or such Representative:-

- (a) violates any provision of the Articles;
- (b) violates any by-laws of the Committee;
- (c) acts in an unbecoming manner;
- (d) acts in a manner injurious to the character of the Committee; or
- (e) acts in a manner prejudicial to the interests of the Committee,

subject to the right of such Member to appeal to the Committee in general meeting.

16. Termination of Membership

(1) If any Member fails to pay the subscription fee by 30th June each and every year, the Board may terminate such Member's membership without any prior notice.

(2) A Member whose Membership has terminated for whatever cause wishes to rejoin the Committee must apply for membership afresh, unless the Board shall otherwise decide.

17. Loss of Rights

Any Member expelled in accordance with these Articles, or otherwise ceasing to be a Member of the Committee, shall forfeit all right to and claim upon the Committee or its property or funds but shall remain liable for any outstanding fees or charges due from him at the date of expulsion or cessation.

Division 3—Organization of General Meetings

18. Annual General Meetings

- (1) Subject to section 107 of Schedule 11 and sections 611, 612 and 613 of the Ordinance, the Committee must, in respect of each financial year of the Committee, hold a general meeting as its annual general meeting in accordance with section 610 of the Ordinance and shall specify the meeting as such in the notices calling it. The following businesses shall be conducted and transacted at any Annual General Meeting:
 - (a) to receive the reporting documents of the Committee;
 - (b) to elect the President, the Vice President and other members of the Board;
 - (c) to appoint the Auditors;
 - (d) to appoint an Honorary Treasurer; and
 - (e) to appoint an Honorary Secretary.

19. Extraordinary General Meetings

- (1) All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also that is transacted at an Annual General Meeting with the exception of the consideration of the reporting documents, the election of the President the Vice Presidents and other members of the Board and the appointment of the Auditors and the fixing of remuneration of the Auditors and the appointment of the Honorary Treasurer and the Honorary Secretary.
- (2) The members of the Board may, if they think fit, convene an Extraordinary General Meeting. Notwithstanding the above provision, if the members of the Board 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. If they 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.

20. Notice of General Meetings

- (1) An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at least, and a meeting of the Committee other than (1) an Annual General Meeting; and (2) a meeting

called for the passing of a special resolution shall be called by 14 days' notice in writing at least.

- (2) The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given.
- (3) The notice shall :-
 - (a) specify the date and time of the meeting;
 - (b) specify the place of the meeting (and if the meeting is to be held in 2 or more places, the principal place of the meeting and the other place or places of the meeting);
 - (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, 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.
- (4) Paragraph (3)(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.
- (5) A general meeting of the Committee shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed :-
 - (a) in the case of a meeting called as the Annual General Meeting, by all the Members entitled to attend and vote thereat; and
 - (b) in case of any other general meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than 95 percent (95%) of the total voting rights of all the Members entitled to attend and vote at the meeting.
- (6) Upon receiving notice of a general meeting of the Committee, an attending Member shall send written notice to the Committee at least 10 days before the

date of the said general meeting stating the identity of the individual appointed to be the said Member's Representative at the general meeting. A Member shall only exercise the right to attend a general meeting of the Committee through a Representative notified to the Committee in the manner stated in this paragraph.

21. Persons entitled to receive notice of general meetings

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

22. Accidental omission to give notice of general meetings

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

Division 4—Proceedings at General Meetings

23. Attendance and speaking at general meetings

- (1) A person is able to exercise the right to speak at a general meeting of the Committee 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 Board may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- (4) In determining attendance at a general meeting, it is immaterial whether any 2 or more Members attending it are in the same place as each other.
- (5) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have rights to speak and vote at the meeting, they are able to exercise them.
- (6) 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 Committee; or
- (b) otherwise entitled to exercise the rights of Members in relation to general meetings.

24. Quorum for general meetings and adjournment

- (1) 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 continue to be present until the conclusion of the meeting; save as herein otherwise provided, thirty percent (30%) of all Ordinary Members present by Representative or by proxy shall be a quorum.
- (2) If within half an hour from the time appointed for the meeting a quorum is not present the meeting, if convened upon the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the chairman of the meeting may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting twenty percent (20%) of all Ordinary Members present shall be a quorum, and may transact the business for which the meeting was called.

25. Chairing general meetings

- (1) The President, or in his absence one of the Vice-Presidents in accordance of seniority in the position, shall preside as chairman at every general meeting of the Committee.
- (2) If at any general meeting the President shall not be present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act or is absent from Hong Kong or has given notice to the Committee of his intention not to attend the meeting, one of the Vice-Presidents shall take the chair in his place, and if no Vice-President is present or willing to act, a member of the Board present shall be elected to be the chairman of the meeting.

Division 5—Voting at General Meetings

26. General rules on voting

- (1) At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
 - (a) by the chairman of the meeting; or

- (b) by at least 2 Members present by Representative or by proxy.

Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Committee shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

- (2) The demand for a poll may be withdrawn.
- (3) Except as provided in paragraph (4) below, if a poll is duly demanded it shall be taken in such manner as the chairman of the meeting directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- (4) In case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
- (5) A poll demanded on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

27. Number of votes of Members

- (1) Every Ordinary Member present at the meeting shall have one vote. A Member on joining the Committee shall not be entitled to vote at any general meeting of the Committee within the first 90 days of joining the Committee.
- (2) No Member shall be entitled to vote at any general meeting unless all moneys payable by it to the Committee in its capacity as Member has been paid.
- (3) Associate Members are not entitled to vote at any general meeting.

28. 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) appoints another Member as the proxy;
 - (d) is authenticated, or is signed on behalf of the Member appointing the

proxy; and

- (e) is delivered to the Committee 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 Committee may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (3) If the Committee 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.

29. 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.

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

- (1) A proxy notice does not take effect unless it is received by the Committee—
 - (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 Committee 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 Committee—
 - (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.

31. Effect of Member’s voting by Representative 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 by a Representative 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 Committee by or on behalf of the Member.

32. 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) Paragraph (1) does not apply if notice in writing of the death, mental incapacity or revocation is received by the Committee—
 - (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.

33. 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 Secretary 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 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.

Part 4

Board

Division 1—Patrons, Honorary President and Others

34. Honorary President of the Committee

The Honorary President shall be invited by the Board from among the Members at the Annual General Meeting and serve until the conclusion of his term of service subject to that Dr. Chow Yat Ngok, York shall be the Honorary President before the first Annual General Meeting, and the Honorary President appointed by virtue of this Article shall hold office until conclusion of the first Annual General Meeting.

35. Patrons, Honorary President and others

- (1) The Board may set such honorary offices of the Committee as it may determine from time to time and invite persons to assume said offices upon such terms and conditions as they may decide from time to time.
- (2) Subject to Article 34 regarding the first Honorary President, the terms of service of the Honorary President and any office appointed in accordance with paragraph (1) above shall be 4 years beginning at the Annual General Meeting in which he or she is invited and ending at the Annual General Meeting taking place in the 4th year of his or her term.

Division 2—the Board

36. First members of the Board

- (1) The first members of the Board shall be the following persons:
 - (a) President: Ms. Ma Kit Han Jenny
 - (b) Vice-Presidents: Dr. Lam James Joseph, Dr. Luk Tze Chung
 - (c) Honorary Treasurer: Mr. Lam Sai Ying
 - (d) Honorary Secretary: Mr. Lam Chun Ying
 - (e) HKSAPD Representatives: Mr. Ng Chak Lin, Mr. Lui Kar Kei Keith
 - (f) HKSAPID Representative: Mr. Pang Cheong Kau Morry
 - (g) Board Members at Large: Dr. Mak Yiu Kwong Gary, Mr. McKinley Jonathan Michael David, Mr. Cheung Wai Leung
- (2) At the first Annual General Meeting of the Committee, all the members of the Board shall retire but shall be eligible for re-appointment or election, and the Committee shall hold elections to elect members of the Board in accordance with Article 38.
- (3) The period served by any such member of the Board prior to the first annual general meeting shall not be counted as a term for the purposes of Article 38.

37. Composition of the Board

- (1) After the first Annual General Meeting of the Committee, the Board shall consist of the following:-
 - (a) the President;
 - (b) two (2) Vice Presidents;
 - (c) the Honorary Treasurer;
 - (d) the Honorary Secretary;
 - (e) two (2) HKSAPD Representatives;
 - (f) one (1) HKSAPID Representative; and
 - (g) three (3) Board Members at Large.

38. Appointment and election of Board members

- (1) Save for the Honorary Secretary, the Honorary Treasurer, the HKSAPD Representatives and the HKSAPID Representative, membership of the Board shall be confined to Representatives of Ordinary Members who have paid their subscription fee due and payable by them to the Committee.
- (2) Nominations for an election of Board members shall be opened 21 days and closed by 10 days before the date of the Annual General Meeting in which the said election will take place. Only Ordinary Members are entitled to nominate candidates for election.
- (3) Subject to Article 36(1), the President, the Vice Presidents and Board Members at Large shall be elected by the Members in an Annual General Meeting. The term of office of the President, the Vice Presidents and the Board Members at Large shall be 4 years beginning at the Annual General Meeting in which they were elected and ending at the Annual General Meeting taking place in the 4th year of their term. Subject to paragraph (8) below, a retiring President, Vice President or Board Member at Large shall be eligible for re-election, provided that he has attended at least two-thirds of the Board Meetings held during his period of office.
- (4) The Board may nominate a willing person to be the Honorary Treasurer, provided that said person must be a qualified accountant under the relevant laws and regulations of Hong Kong. The said person shall become Honorary Treasurer if his or her nomination is approved by an ordinary resolution of the Members at an Annual General Meeting. If no nomination is approved at the Annual General Meeting, the office of Honorary Treasurer shall be considered vacant for the purposes of paragraph (9) below. The Honorary Treasurer shall serve for a term of 4 years beginning at the Annual General Meeting in which he or she takes office and ending at the Annual General Meeting taking place in the 4th year of his or her term.
- (5) The Board may nominate a willing person to be the Honorary Secretary. The said person shall become Honorary Secretary if his or her nomination is

approved by an ordinary resolution of the Members at an Annual General Meeting. If no nomination is approved at the Annual General Meeting, the office of Honorary Secretary shall be considered vacant for the purposes of paragraph (9) below. The Honorary Secretary shall serve for a term of 4 years beginning at the Annual General Meeting in which he or she takes office and ending at the Annual General Meeting taking place in the 4th year of his or her term.

- (6) The HKSAPD Representatives shall be persons appointed by the Hong Kong Paralympic Committee & Sports Association for the Physically Disabled and it shall notify the Committee of such appointment in writing at least 21 days before the date of the Annual General Meeting in which the other Board members are elected. Their term of office shall be 4 years beginning and ending at the same time as the other members of the Board being elected at the Annual General Meeting.
- (7) The HKSAPID Representative shall be a person appointed by the Hong Kong Sports Association for Persons with Intellectual Disability and it shall notify the Committee of such appointment in writing at least 21 days before the date of the Annual General Meeting in which the other Board members are elected. His term of office shall be 4 years beginning and ending at the same time as the other members of the Board being elected at the Annual General Meeting.
- (8) The President, the Vice Presidents and the Board Members at Large shall not serve more than 2 consecutive terms, given that within these 2 consecutive terms, he or she remains in the same position.
- (9) Without prejudice to paragraph (1) above, the members of the Board shall have power at any time, and from time to time, to appoint any person to be a member of the Board to fill a casual vacancy. Any member of the Board so appointed shall hold office only until the next Board election, and shall then be eligible for election provided that he meets the requirements in paragraph (1) and has attended at least two-thirds of the Board Meetings held during his period of office. A period served by a person so appointed shall count as a term of office for the purpose of paragraph (8) above.
- (10) The Board shall have the power at any time, and from time to time, to invite any person to attend and speak at Board meetings to advise and assist the Board in its affairs. For the avoidance of doubt, such persons shall not have the same powers and rights as provided in these Articles for the members of the Board.
- (11) The members of the Board for the time being shall continue to act in spite of the expiration of their term of office, until their successors shall have been appointed.

39. Disqualification of members of the Board

- (1) The office of a member of the Board shall be vacated if the member of the Board:-
 - (a) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (b) ceases to be a member of the Board under the Ordinance or under the Companies (Winding up and Miscellaneous Provisions) Ordinance (Cap. 32 of the Laws of Hong Kong) or is prohibited from being a director by law; or
 - (c) is convicted of an indictable offence; or
 - (d) becomes a mentally incapacitated person; or
 - (e) resigns his office by notice in writing to the Committee given in accordance with section 464(5) of the Ordinance; or
 - (f) is directly or indirectly interested in any transaction, arrangement or contract (being a transaction, arrangement or contract of significance in relation to the Committee's operations) with the Committee and, if his interest in such transaction, arrangement or contract is material, fails to declare the nature of his interest in manner required by section 162 of the predecessor Ordinance or section 536 of the Ordinance (as the case may be); or
 - (g) is removed by an ordinary resolution of Members in a general meeting; or
 - (h) ceases to be a Representative for any reason; or
 - (i) is a Representative of a Member and such Member ceases to be a Member for any reason.
- (2) The member of the Board referred to in sub-paragraph (f) above shall not vote in respect of any transaction, arrangement or contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted. A reference in this Article to a transaction, arrangement or contract includes a proposed transaction, arrangement or contract.

Division 3—Powers and responsibilities of the Board

40. Role and responsibilities of the Board

- (1) The management of the affairs, administration and operations of the Committee shall be vested in the Board who may pay all the expenses incurred in the formation and registration of the Committee and may exercise all such powers and do all such lawful acts and things as the Committee is by its Articles and these presents or otherwise authorised to exercise or do and

are not hereby or by Ordinance required to be exercised or done by the Committee in general meeting but subject nevertheless to the provision of the Ordinance and of these presents and to any regulations (not being inconsistent with these presents) from time to time made by the Committee in general meeting; provided that no such regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

- (2) The Board shall cause to be drawn up an annual report and a statement of accounts each year.
- (3) The Honorary Treasurer, or any party authorized by the Board, shall be responsible for:-
 - (a) the collection of all subscriptions, donations, or other monies due to the Committee and the payment of the same into the Committee's bank account or accounts;
 - (b) the making of any disbursements approved by the Board;
 - (c) the preparation of the statement of accounts and balance sheet for submission to the Annual General Meeting; and
 - (d) the keeping of accounts and vouchers.

41. Sub-committees

- (1) The Board may delegate any of its power to sub-committees to be appointed by it consisting of such persons as the Board considers fit, and may from time to time revoke such delegation or revoke the appointment of and discharge of any such sub-committee either wholly or in part and either as to persons or purposes, but every sub-committee so appointed shall, in exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on it by the Board.
- (2) Any person so appointed may be reimbursed for out-of-pocket expenses incurred for the business of any such sub-committee.

42. Board members' remuneration

The members of the Board shall not be entitled to remuneration for their services to the Committee as members of the Board but may be entitled to reimbursement for out-of-pocket expenses incurred for the operations of the Committee.

43. Spokesmen of the Committee

The President and the Honorary Secretary are designated to be the spokesmen for the Committee. The Board may also designate this duty to the head of the secretariat.

Division 4—Proceedings of the Board

44. Board meetings

- (1) The members of the Board may meet together for the despatch of business,

adjourn, and otherwise regulate their meetings as they think fit, provided that they must meet at least 4 times every year. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman of the meeting, if not barred from voting or counting for quorum in accordance with these Articles, shall have a second or casting vote.

- (2) Any Board member may call a Board meeting by giving notice of the meeting to the Board or by authorizing the Secretary to give such notice, save it shall not be necessary to give notice of a meeting of the Board to any member of the Board for the time being absent from Hong Kong.
- (3) The quorum necessary for the transaction of the business of the members of the Board shall be 50 percent (50%) of the total members of the Board for the time being.
- (4) A meeting of the Board for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under these Articles for the time being vested in or exercisable by the Board generally.
- (5) The continuing members of the Board may act notwithstanding any vacancy in their body but if and so long as the number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum of members of the Board, the continuing members of the Board may act for the purpose of filling up vacancies in their body; or calling a general meeting of the Committee, but for no other purpose.
- (6) The President of the Board shall take the chair at every meeting. If at any meeting the President is not present within 15 minutes after the time appointed for holding the same or is unwilling to act or is absent from Hong Kong or has given notice to the Board of the Committee of his intention not to attend the meeting, either Vice President present shall take the chair, or failing them, the members of the Board present shall choose one of their number to be chairman of the meeting.
- (7) A member of the Board shall not vote in respect of any transaction, arrangement or contract in which he is interested pursuant to Article 39(1)(f) or any matter arising in relation thereout nor he shall be counted in the quorum present for the meeting at which any such contract or arrangement is to be considered.

45. Written resolutions of the Board

The Board may, if it thinks fit, transact any of its business by the circulation of papers, and a resolution in writing approved by all the members of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may be contained in one document or

separate copies prepared and/or circulated for the purpose and signed by one or more of the members of the Board. A fax message, Braille and other modes of reproduction of words in a visible form sent by a member of the Board shall be deemed to be a document signed by him for the purpose of this Article.

46. Conflicts of interests

- (1) This Article applies if—
 - (a) a Board member is in any way (directly or indirectly) interested in a transaction, arrangement or contract with the Committee that is significant in relation to the Committee’s operations; and
 - (b) the Board member’s interest is material.
- (2) The Board member must declare the nature and extent of the Board member’s interest to the other Board members in accordance with section 536 of the Ordinance.
- (3) The Board member must neither—
 - (a) vote in respect of the transaction, arrangement or contract in which the Board member is so interested; nor
 - (b) be counted for quorum purposes in respect of the transaction, arrangement or contract.
- (4) If the Board member contravenes paragraph (3)(a), the vote must not be counted.
- (5) Paragraph (3) does not apply to—
 - (a) an arrangement for giving a Board member any security or indemnity in respect of money lent by the Board member to or obligations undertaken by the Board member for the benefit of the Committee;
 - (b) an arrangement for the Committee to give any security to a third party in respect of a debt or obligation of the Committee for which the Board member has assumed responsibility wholly or in part under a guarantee or indemnity or by the deposit of a security; or
 - (c) subject to Article 5, an arrangement under which benefits are made available to employees and Board members or former employees and Board members of the Committee, which do not provide special benefits for Board members or former Board members.
- (6) A reference in this Article to a transaction, arrangement or contract includes a proposed transaction, arrangement or contract.

47. Supplementary provisions as to conflicts of interests

- (1) Subject to Article 5 and the provisions of this Article, a Board member may hold any other office under the Committee (other than the office of auditor) in conjunction with the office of Board member for a period and on terms that the Board determines.
- (2) A Board member or intending Board member is not disqualified by the office

of Board member from contracting with the Committee—

- (a) with regard to the tenure of the other office mentioned in paragraph (1);
or
 - (b) as vendor, purchaser or otherwise.
- (3) The contract mentioned in paragraph (2) or any transaction, arrangement or contract entered into by or on behalf of the Committee in which any Board member is in any way interested is not liable to be avoided.
- (4) A Board member who has entered into a contract mentioned in paragraph (2) or is interested in a transaction, arrangement or contract mentioned in paragraph (3) is not liable to account to the Committee for any profit realized by the transaction, arrangement or contract by reason of—
- (a) the Board member holding the office; or
 - (b) the fiduciary relation established by the office.
- (5) Paragraph (1), (2), (3) or (4) only applies if the Board member has declared the nature and extent of the Board member's interest under the paragraph to the other Board members in accordance with section 536 of the Ordinance.
- (6) A Board member of the Committee may be a director or other officer of, or be otherwise interested in—
- (a) any company promoted by the Committee; or
 - (b) any company in which the Committee may be interested as shareholder or otherwise.
- (7) Subject to the Ordinance, the Board member is not accountable to the Committee for any remuneration or other benefits received by the Board member as a director or officer of, or from the Board member's interest in, the other company unless the Committee otherwise directs.

48. Validity of acts of meeting of Board members

All acts bona fide done by any meeting of the Board or of any sub-committee or by any person acting as a member of the Board, shall notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member of the Board or sub-committee or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and in the case of a member of the Board was qualified so to act.

49. Record of decisions to be kept

- (1) The Board shall cause proper records to be made and kept of the decisions made by the Members, Board and any Sub-Committees.
- (2) Any and of all resolutions and proceedings of general meeting of the Members and of the meetings of the Board or of any Sub-Committee, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be receivable as prima facie evidence of the matter

stated therein.

50. Board's discretion to make further rules

Subject to these Articles, the Board may make any rule that they think fit about—

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

Division 5—Board Members' Indemnity and Insurance

51. Indemnity

- (1) A Board member or former Board member of the Committee may be indemnified out of the Committee's assets against any liability incurred by the Board member to a person other than the Committee or an associated company of the Committee in connection with any negligence, default, breach of duty or breach of trust in relation to the Committee (as the case may be).
- (2) Paragraph (1) only applies if the indemnity does not cover—
 - (a) any liability of the Board member 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 Board member—
 - (i) in defending criminal proceedings in which the Board member is convicted;
 - (ii) in defending civil proceedings brought by the Committee, or an associated company of the Committee, in which judgment is given against the Board member;
 - (iii) in defending civil proceedings brought on behalf of the Committee by a member of the Committee or of an associated company of the Committee, in which judgment is given against the Board member;
 - (iv) in defending civil proceedings brought on behalf of an associated company of the Committee by a member of the associated company or by a member of an associated company of the associated company, in which judgment is given against the Board member; 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 Board member relief.
- (3) A reference in paragraph (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 paragraph (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 paragraph (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.

52. Insurance

The Board may decide to purchase and maintain insurance, at the expense of the Committee, for a Board member of the Committee against—

- (a) any liability to any person attaching to the Board member in connection with any negligence, default, breach of duty or breach of trust (except for fraud) in relation to the Committee; or
- (b) any liability incurred by the Board member in defending any proceedings (whether civil or criminal) taken against the Board member for any negligence, default, breach of duty or breach of trust (including fraud) in relation to the Committee.

Division 6—Secretary

53. Secretary of the Committee

- (1) The Honorary Secretary of the Committee shall also be the Secretary of the Committee and such officer shall be deemed to be the ‘company secretary’ of the Committee for the purpose of the Ordinance.
- (2) The Secretary shall be responsible for the general conduct of the correspondence and operations of the Committee.

Part 5

Miscellaneous Provisions

Division 1—Administrative Arrangements

54. The Seal of the Committee

- (1) The Board shall procure a common seal to be made for the Committee, and shall provide for the safe custody thereof. The Seal shall not be affixed to any instrument except by the authority of a resolution of the Board or a sub-committee authorized by the Board in that behalf, and every instrument to which the Seal shall be affixed shall be signed by the President and the Secretary or by other members of the Board as the Board shall from time to time appoint.
- (2) The Committee may exercise all the powers of having official seals conferred by the Ordinance and such powers shall be vested in the Board.

55. Cheques and documents

- (1) All cheques, promissory notes, drafts, bills of exchange, and other negotiable or transferable instruments, and all receipts for moneys paid to the Committee, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by at least 2 members of the Board in such manner as the Board shall from time to time by resolution determine. If at any time of 2 members of the Board are not available, then 1 member of the Board and the head of the Secretariat shall be the authorized signatories. The head of the Secretariat shall be authorized to be one of the signatories under emergency circumstance.
- (2) Without prejudice to Articles 55(1) and 56(1) hereto, all contracts and instruments entered into by the Committee in the ordinary course of business shall be signed by the President and/or the Secretary, or by such other person or persons as the Board shall from time to time appoint.

56. Accounts

- (1) The Board must keep proper accounting records that:
 - (i) comply with Subdivision 2 of Division 4 of Part 9 of the Ordinance;
and
 - (ii) enable the members of the Board to prepare financial statements for each financial year in accordance with Subdivision 3 of Division 4 of Part 9 of the Ordinance.
- (2) The accounting records shall be kept at the registered office of the Committee or subject to the provisions of the Ordinance at such other place or places as

the Board shall from time to time think fit, and shall always be open to the inspection of the members of the Board.

- (3) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records of the Committee or any of them shall be open to the inspection of Members not being members of the Board, and no Member (not being a member of the Board) shall have any right of inspecting any of the accounting records of the Committee except as conferred by statute or authorised by the Board or by the Committee in general meeting.
- (4) The Board shall from time to time in accordance with the provisions of the Ordinance, cause to be prepared and to be laid before the Committee in annual general meeting the reporting documents as are required by the Ordinance.
- (5) A copy of the reporting documents which is to be laid before the Committee in annual general meeting shall not less than 21 days before the date of the meeting be sent to every Member entitled to receive notices of general meetings of the Committee.

57. No right to inspect accounts and other records

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

- (a) an enactment;
- (b) an order under section 740 of the Ordinance;
- (c) the Board; or
- (d) an ordinary resolution of the Committee.

58. Audit

Auditors shall be appointed and their duties be regulated in accordance with the provisions of the Ordinance.

59. Auditor's insurance

- (1) The Board may decide to purchase and maintain insurance, at the expense of the Committee, for an auditor of the Committee, 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 Committee; 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 Committee.

- (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.

60. By-laws

- (1) The Board may subject to the terms of these Articles from time to time make, add to, alter and/or repeal by-laws for the regulation of the Committee, its Members, employees and agents.
- (2) Where a resolution was passed pursuant to paragraph (1) above, Members may within 3 months after the date on which the resolution was passed or came to effect (whichever is the later), to set aside such resolution in general meeting.

Division 2—Communications to and by Committee

61. Means of communication to be used

- (1) Subject to these Articles, anything sent or supplied by or to the Committee 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 Committee for the purposes of the Ordinance.
- (2) Subject to these Articles, any notice or document to be sent or supplied to a Board member in connection with the taking of decisions by the Board may also be sent or supplied by the means by which that Board member has asked to be sent or supplied with such a notice or document for the time being.
- (3) A Board member may agree with the Committee that notices or documents sent to that Board member in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.
- (4) A notice may be given by the Committee to any Member either personally or by post to it to its registered or contact address within Hong Kong as supplied by it to the Committee. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected at the expiration of 24 hours after the letter containing the same was posted.
- (5) As regards those Members who have no registered or contact address in Hong Kong, a notice addressed to it and posted up in the office of the Committee

shall be deemed to be well served on them at the expiration of 24 hours after it is so posted up.

We, the undersigned, hereby agree to form a company as its Founder Members and to adopt the foregoing Articles of Association.

As Ordinary Members
On behalf of Hong Kong Paralympic Committee & Sports Association for the Physically Disabled:
On behalf of Hong Kong Sports Association for Persons with Intellectual Disability:

ARTICLES OF ASSOCIATION
OF
HONG KONG PARALYMPIC COMMITTEE LIMITED
香港殘疾人奧委會有限公司