

THE COMPANIES ORDINANCE (CHAPTER 622)

Company Limited by Guarantee

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

Part 3

Members

Division 1—Membership

1. 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 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 objects of the International Paralympic Committee, the Asian Paralympic Committee and the Committee.

2. 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 21(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 21(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.

3. 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.

4. 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 otherwise

which 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 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

5. Application for Membership

- (1) Other than the First Members under Article 10(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 10(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.

6. 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.

7. 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.

8. 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 and which wishes to rejoin the Committee must apply for membership afresh, unless the Board shall otherwise decide.

9. 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.