

THE COMPANIES ORDINANCE (CHAPTER 622)

Certified correct



Wu Wan Lau Stanley
Chairperson (Director)

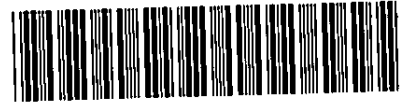
Company Limited by Guarantee
and not having a Share Capital

MEMORANDUM OF ASSOCIATION

OF

HONG KONG CHINA BODYBUILDING AND FITNESS ASSOCIATION

(中國香港健美總會)



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1. The name of the company is "HONG KONG CHINA BODYBUILDING AND FITNESS ASSOCIATION (中國香港健美總會) ("the Association").
2. The registered office of the Association will be situated in Hong Kong Special Administrative Region.
3. The objects for which the Association is established are: -
 - (a) to promote and maintain interest in the sport of bodybuilding in Hong

Kong Special Administrative Region;

- (b) to organize and co-ordinate bodybuilding competitions in or outside Hong Kong Special Administrative Region and to participate or manage for its members or other persons to participate in bodybuilding competitions or functions organized by other bodies interested in bodybuilding both in or outside Hong Kong Special Administrative Region;
- (c) to organize and co-ordinate bodybuilding functions including coaching schemes, courses, demonstrations and the compilation and dissemination of bodybuilding news; and
- (d) to acquire and take over all or any part of the assets and liabilities of the unincorporated body known as "Hong Kong China Bodybuilding and Fitness Association (中國香港健美總會)" which was exempted from registration under the Societies Ordinance.

The Association shall have the following powers exercisable in furtherance of the said objects but not otherwise: -

- (i) to take initiative, to give directives, to define programmes, to promulgate rules and regulations, to distribute information and technical data, in order to develop bodybuilding in Hong Kong Special

Administrative Region with the best spirit of collaboration;

- (ii) to promote, arrange, organise and conduct conferences, meetings, discussions, seminars, lectures, and any other type of bodybuilding activities thought appropriate by the Executive Committee to deal with all aspects of bodybuilding;
- (iii) to print, publish or otherwise disseminate or procure the printing, publishing or other dissemination gratuitously or otherwise of any reports, periodicals, books, newspapers, pamphlets, leaflets, or other documents and to broadcast, televise or to make and issue or otherwise show films and videotapes or to procure the broadcasting, television or the making, issuing and showing of films;
- (iv) to seek and maintain membership with local or international organizations of like nature to that of the Association;
- (v) subject to Section 115 of the Companies Ordinance (Cap. 622), to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary or convenient for the promotion of the object, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Association;

- (vi) to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association as the Association may think expedient with a view to the promotion of the objects;
- (vii) to undertake and execute any trusts which may lawfully be undertaken by the Association and may be conducive to the objects;
- (viii) to raise funds and to obtain financial assistance through patronship, donations, sponsorship or otherwise for the attainment of any or all of the objects of the Association with the intent that the funds of the Association, however derived or obtained, shall be applied solely towards the costs and expenses incurred in the attainment of any or all of the objects of the Association;
- (ix) to borrow money for the purpose of the Association on such terms and on such security as the Association may think fit;
- (x) to invest the moneys of the Association, not immediately required for its purposes, in or upon such investments, securities of property as the Association may think fit;
- (xi) to establish and support or aid in the establishment and support of any Bodybuilding associations or institutions with similar objects of the Association and to subscribe or guarantee money for any charitable purpose in any way connected with the purposes of the Association or

calculated to further the objects; and

- (xii) to do all such other lawful things as are incidental or conducive to the attainment of the objects or any of them.

PROVIDED THAT: -

- (a) In case the Association shall take or hold any property which may be subject to any trusts, the Association will only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
 - (b) The objects of the Association shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
4. (i) The income and property of the Association, however derived, shall be applied solely towards the promotion of the objects of the Association as set out in this Memorandum of Association.
- (ii) Subject to clauses (iv) and (v) below, no portion of the income and property of the Association shall be paid or transferred directly or

indirectly, by way of dividend, bonus, or otherwise howsoever, to the members of the Association.

(iii) No member of the Executive Committee 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 in money or money's worth (except as provided in clause (v) below) shall be given by the Association to any member of the Executive Committee or Governing Body.

(iv) 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 Executive Committee or Governing Body of the Association in return for any services actually rendered to the Association.

(v) Nothing herein shall prevent the payment, in good faith, by the Association: -

(a) to any member of its Executive Committee or Governing Body of out-of-pocket expenses;

(b) of interest on money lent by any member of the Association or

its Executive Committee or Governing Body at a rate per year not exceeding 2% above the prime rate prescribed for the time being by The Hongkong and Shanghai Banking Corporation Limited for Hong Kong dollar loans;

(c) of reasonable and proper rent for premises demised or let by any member of the Association or of its Executive Committee or Governing Body;

(d) 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 Executive Committee or Governing Body 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.

(vi) No person shall be bound to account for any benefit he may receive in respect of any payment properly paid in accordance with clauses (iv) and (v) above.

5. The liability of the members is limited.

6. 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 one year after he ceased to be a member, for payment of the debts and liabilities of the Association contracted before he ceases 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\$10.00.

7. If upon the winding-up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution and in default thereof by a Judge of the High Court of Hong Kong Special Administrative Region 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.

8. True accounts shall be kept of the sum of money received and expended by the Association and the matters 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, such accounts shall be open to 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 properly qualified Auditor or Auditors.

9. No addition, alteration or amendment shall be made to or in this Memorandum of Association or the Articles of Association for the time being in force, unless such addition, alteration or amendment has previously been submitted to and approved by the Registrar of Companies in writing or is made under a direction given under section 104(2)(b) or 105 of the Companies Ordinance (Cap. 622).

We, the several persons whose names, addresses and descriptions are hereto subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association: -

Names, Addresses and Descriptions of Subscribers

LEUNG MIN TO (梁綿滔)

[Occupation]

[Address]

PUI KWAN KAY (貝鈞奇)

[Occupation]

[Address]

CHAN SIU MAN (陳少文)

[Occupation]

[Address]

Dated the 16th day of December 2002

WITNESS to the above signatures: -

Simon S. M. Lau

Solicitor

Hong Kong Special Administrative Region

[Address]

THE COMPANIES ORDINANCE (CHAPTER 622)

Company Limited by Guarantee
and not having a Share Capital

ARTICLES OF ASSOCIATION
OF
HONG KONG CHINA BODYBUILDING AND FITNESS ASSOCIATION
(中國香港健美總會)

PRELIMINARY

1. In these Articles the words standing in the first column of the table below shall bear the meanings set opposite to them respectively in the second column if not inconsistent with the subject or context.

WORDS

MEANINGS

“Annual General
Meeting”

the Annual General Meeting of the Association
held in accordance with the requirements under

the Ordinance.

- “Articles” these Articles of Association as amended from time to time;
- “Associate Members” persons admitted as associate members in accordance with Article 7 (a)(ii);
- “Association” Hong Kong China Bodybuilding and Fitness Association (中國香港健美總會);
- “Auditors” the Auditors as appointed by the Association from time to time;
- “Chairman” the Chairperson of the Executive Committee elected from time to time;
- “Executive Committee” the Executive Committee of the Association comprised of Officers and Committee Members having the authority and obligations as set out in these Articles and every Committee Member shall be deemed to be a “director” of the Association for the purpose of the Ordinance;

“Predecessor Ordinance”	the predecessor Ordinance as defined in section 2(1) of the Ordinance including the related subsidiary legislation;
“Reporting Documents”	the reporting documents for a financial year as referred to in section 357(2) of the Ordinance;
“Extraordinary General Meeting”	a General Meeting of the Association other than the Annual General Meeting;
“General Meeting”	either an Annual General Meeting or an Extraordinary General Meeting of the Association;
“Bodybuilding”	any form of bodybuilding recognized by the international federation;
“Honorary Individual Members”	as defined in Article 7 (a) (v);
“Hong Kong”	the Hong Kong Special Administrative Region;
“Individual Members”	as defined in Article 7 (a) (i);
“Observers”	as defined in Article 7(a)(iv);

“Office”	the Registered Office of the Association;
“Officer”	each and all of the Officers referred to in Article 12 and reference to “an Officer” and “an Office” shall be construed accordingly;
“Ordinance”	the Companies Ordinance, Chapter 622, Laws of Hong Kong Special Administrative Region, including any statutory modification or re-enactment, thereof for the time being in force;
“Ordinary Resolution”	A Resolution which is passed by more than 50% of the votes cast by such Voting Members having the right to vote (whether by post or present in person or by proxy) at a General Meeting;
“President”	the President of the Association elected from time to time pursuant to Article 11;
“Register of Members”	the Register of Members kept by the Association pursuant to Article 4;
“Seal”	the Common Seal of the Association;

"Secretary" includes the Secretary General and the Deputy Secretary General of the Executive Committee elected from time to time pursuant to these Articles and the Secretary appointed under these Articles and the person holding such office shall be deemed to be a "company secretary" of the Association for the purpose of the Ordinance;

"Special Resolution" a Resolution passed by not less than 75% of the votes cast by such Voting Members having the right to vote (whether by post or present in person or by proxy) at a General Meeting;

"Sub-Committee" any properly constituted Sub-Committee appointed by the Executive Committee from time to time pursuant to Article 18;

"Treasurer" an Officer of the Executive Committee elected from time to time to perform the duties of treasurer of the Association.

"Vice-Chairman" the Vice-Chairperson or Vice-Chairpersons of the Executive Committee elected from time to time pursuant to Article 12;

“Vice-President” the Vice-President or Vice-Presidents of the Association elected from time to time pursuant to Article 11;

"Voting Member" each body incorporated or unincorporated with at least 5 Individual Members admitted as a member of the Association with voting rights pursuant to Article 7 (a)(iii).

In these Articles, except where the context otherwise requires, the singular includes the plural and the plural includes the singular and any gender includes any other, references to persons includes bodies corporate and unincorporate and reference to individuals do not include bodies corporate and unincorporated.

Expressions referring to writing shall, unless the contrary intention appears, mean written or produced by any substitute for writing in a legible form, including photocopies, printing, facsimile, instant messaging, email or other visual representations, or partly written or partly so produced.

Unless the Context otherwise requires, words or expressions contained in these Articles shall bear the same meanings as in the Ordinance or any statutory modification thereof in force at the date at which these Articles become binding on the Association.

The headings contained in these Articles are intended for ease of reference only and shall not affect the construction or interpretation of these Articles.

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

2. The Association is established for the objects expressed in the Memorandum of Association.
3. The number of members shall be fixed by the Association from time to time and the Executive Committee may, from time to time, by resolution, register an increase of members and, in accordance with Section 114(1) of the Ordinance, give notice of the increase to the Registrar of Companies within fifteen days after the increase was resolved or took place.

MEMBERS

4. The subscribers to the Memorandum of Association and of these Articles, such persons or bodies who are members of the unincorporated body known as "Hong Kong China Bodybuilding and Fitness Association (中國香港健美總

會)” and such persons or bodies as the Executive Committee shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Association and their names shall be entered in the Register of Members accordingly.

5. Every application for membership shall be made in writing, signed by the applicant in such form as the Executive Committee shall, from time to time prescribe or approve, and the Executive Committee shall have an absolute discretion to accept or reject any application and to decide in which class of membership an applicant is to be admitted without giving any explanation.
6. The privileges of the members shall not be transferable or transmissible and shall cease on death or dissolution.
7. The classes of members and the qualifications, restrictions and conditions applicable to each class shall be as follows: -

(a) There shall be the following classes of members, namely: -

(i) INDIVIDUAL MEMBERS

These shall comprise persons, who are admitted as members of any Voting Member, have demonstrated a continuous interest in Bodybuilding and a desire to promote the sport of Bodybuilding.

(ii) ASSOCIATE MEMBERS

These shall comprise persons, who are not admitted as members of any Voting Member but have demonstrated an interest in Bodybuilding.

(iii) VOTING MEMBERS

These shall comprise organizations, societies, associations or other bodies with at least five Individual Members of this Association which are interested in the sport of Bodybuilding and the promotion of such sport.

(iv) OBSERVERS

These shall comprise organizations, societies, associations or other bodies which are interested in the sport of Bodybuilding and the promotion of such sport.

(v) HONORARY INDIVIDUAL MEMBERS

These shall comprise such individual persons who have rendered distinguished service to the Association or in the promotion of the sport of Bodybuilding as the Executive Committee shall bestow such honorary title upon as the Executive Committee may deem fit.

- (b) The Executive Committee shall have absolute discretion in accepting or refusing anyone for membership and in the event of refusal shall not be required to give any reasons.

- (c) The Executive Committee shall have the power hereinafter contained by written notice to suspend the membership of any member who fails to abide by the Memorandum and Articles and his membership shall be terminated forthwith if the decision of the Executive Committee is endorsed by members in General Meeting. Notwithstanding, the member being suspended shall be entitled to be heard on the intended resolution at the General Meeting before he is being expelled from the Association.

- (d) Any member may resign from the Association at any time by written notification to the Executive Committee to that effect.

- (e) Every Associate and Individual Member, unless residing overseas, shall pay an annual subscription as determined by the Executive Committee, from time to time, which shall be subject to the endorsement by the members at General Meeting except that in the case of a new member his first subscription shall be payable upon his application for membership.

- (f) Every Observer and Voting Member shall pay an annual subscription to be prescribed by the Executive Committee, from time to time, except that in the case of a new member its first subscription shall be payable upon its

application for membership.

- (g) If an application for membership is refused, the first subscription or donation shall be returned to the applicant.
- (h) Associate Members, Individual Members and Observers shall be entitled to all the rights and privileges of membership, except that they shall not be entitled to receive notices of General Meeting or to vote at General Meetings.
- (i) Without prejudice to all the rights and privileges of membership, each Voting Member shall be entitled to receive notices of General Meetings and has the right to nominate one representative who must be an Individual Member of the Association to attend thereat and stand for the election of the member of the Executive Committee and shall (whether by post or present in person or by proxy) be entitled to one vote at General Meetings.
- (j) Honorary Individual Members shall not be deemed as members for the purposes of the Ordinance or Clause 6 of the Memorandum of Association and accordingly particulars in relation to them shall not be entered in the Register of Members but they shall (subject as aforesaid) be entitled to all the rights and privileges of membership, except that they shall not be entitled to vote at General Meetings or to take part in the election of or be qualified to be members of the Executive Committee.

- (k) Membership of any class shall entitle members of that class to such privileges, in addition to those conferred by these Articles, as the Executive Committee shall from time to time prescribe.
8. If any member liable to payment of an annual subscription shall not have paid the same within such period as determined by the Executive Committee, he shall cease on that date to be entitled to any rights and privileges of membership until the subscription shall have been paid.
9. A member shall cease to be a member of the Association and his name shall be removed from the Register of Members accordingly under the following circumstances: -
- (a) If by notice in writing to the Association he resigns his membership;
 - (b) If (in the case of a member liable to payment of an annual subscription) his annual subscription remains unpaid within such period as stipulated by the Executive Committee, the Executive Committee under its power hereinafter contained resolves that his membership be determined;
 - (c) If his membership is terminated in accordance with Article 7(c) hereof;
10. A person ceasing for any reason to be a member of the Association shall not be entitled to a refund in whole or in part of any annual subscriptions or other

money already paid by him to the Association and he shall remain liable for payment of all annual subscriptions or other money due by him to the Association at the date on which he ceased to be a member.

PRESIDENTS AND OFFICERS

11. The President and the Vice-President shall be elected once every four years at an Annual General Meeting by the Voting Members upon the nomination of the Executive Committee. Any persons of good repute and standing who are considered by the Executive Committee to be supportive of attainment of the primary objects of the Association are eligible for such nominations and shall serve for the period from the date of their election to the date of the Annual General Meeting to be held four years after the date of election at which they shall retire but be eligible for re-election. The President and the Vice-President shall be responsible for officiating all ceremonial functions of the Association. Despite their appointment, the advisory roles of the President and Vice-President shall not affect the independent powers of the Executive Committee pursuant to these Articles who shall be ultimately responsible for the management of the Association in pursuance of its objects.

12. (a) The Officers shall consist of a Chairman, two Vice-Chairpersons, a Secretary General, a Deputy Secretary General and a Treasurer, elected once every four years at the Annual General Meeting. Casual vacancies arising at other times shall be filled by co-option by the

Executive Committee. The Officers shall be elected from the Voting Members and shall serve their respective offices for the period from the date of their election or co-option to the date of the Annual General Meeting to be held four years after the date of election and shall then be eligible for re-election.

- (b) The Chairman shall chair all Executive Committee meetings and shall represent the Association in dealing with outside bodies. In the event of his absence, one of the Vice-Chairpersons shall act as a deputy to discharge the duties of the Chairman.
- (c) The Treasurer shall be responsible for managing the Association's funds and shall present a financial report at the Annual General Meeting. This report shall be audited by the Auditors of the Association elected yearly at a General Meeting.

EXECUTIVE COMMITTEE

- 13. There shall be an Executive Committee for the management of the affairs of the Association.
- 14. The Executive Committee shall consist of the Officers and at least three, but not more than nine, Executive Committee Members. They are elected once every four years at the Annual General Meeting by the Voting Members.

Casual vacancies occurring during the year shall be filled by co-option as the Executive Committee thinks fit pursuant to these Articles.

15. The Executive Committee shall be responsible for organizing and transacting all business of the Association pursuant to its objects.
16. The Executive Committee shall manage the business and affairs of the Association, exercise all the powers of the Association and do all such acts as may be exercised or done by the Association, except only such of them as under Ordinance or regulations and the Memorandum and Articles are expressly directed to be exercised or done by the Association in General Meeting, but no regulation made by the Association in General Meeting shall invalidate any prior act of the Executive Committee which would have been valid if that regulation had not been made.
17. The Executive Committee shall be responsible for organizing the scientific and social programme of the Association.
18. The Executive Committee may, from time to time, make rules and bye-laws for the conduct of the business of the Association, the conduct of General Meetings, of their own meetings, and shall be responsible for the appointment, constitution and conduct of meetings of Sub-Committees, or any other matter affecting the affairs of the Association or the rights, privileges or duties of members and may alter and rescind any rules or bye-laws so made,

PROVIDED THAT

- (a) no rule or bye-law so made shall be inconsistent with or involve an alteration or amendment of or addition to these Articles which could only properly be effected by a Special Resolution or shall deal with any matter which can only properly be dealt with by the Association in General Meeting; and
 - (b) such rules and bye-laws may be set aside by a Special Resolution at a General Meeting.
19. The Executive Committee may exercise all the powers of the Association to borrow money, to mortgage or charge its undertaking and property, or any part thereof.
20. The Executive Committee may, from time to time, appoint any member to fill a casual vacancy. Any member so appointed shall hold office only until the Annual General Meeting is to be held four years after date of election of the Executive Committee members and shall then be eligible for re-election.

PROCEEDINGS OF THE EXECUTIVE COMMITTEE

21. (a) The Executive Committee may meet together for the dispatch of business, adjourn and otherwise regulate their meetings and business as

they think fit.

(b) The Secretary on the requisition of any two or more members of the Executive Committee shall at any time summon a meeting of the Executive Committee by giving not less than seven (7) days notice in writing specifying the Agenda thereof to all the members for the time being of the Executive Committee save that it shall not be necessary to give notice of a meeting of the Executive Committee to any member thereof for the time being absent from Hong Kong and the accidental failure or omission to give notice to or the non-receipt of notice by any member shall not invalidate the proceedings of a meeting.

(c) The Chairman may at any time summon a special meeting of the Executive Committee by giving not less than three (3) days notice in writing specifying the Agenda thereof to all the members for the time being of the Executive Committee.

22. The quorum necessary for the transaction of the business of the Executive Committee shall be six members of the Executive Committee personally present.

23. The Chairman of the Executive Committee shall preside at meetings of the Executive Committee. If however at any meeting of the Executive Committee the Chairman shall not be present within five minutes after the

time appointed for holding such meeting the Vice-Chairman shall preside the meetings; failing him, the members of the Executive Committee present at such meeting may select one of the members to be the chairman of that meeting.

24. Questions arising at any meeting shall be decided by a simple majority on a show of hands and in the case of any equality of votes the chairman of the meeting shall have a second or casting vote.
25. The continuing members of the Executive Committee may act notwithstanding any vacancy in their body but if and for so long as their number is reduced below the number fixed by or pursuant to the regulations of the Association as the necessary quorum of members, the continuing members of the Executive Committee may act for the purpose of filling vacancies or of convening a General Meeting, but for no other purpose.
26. A member of the Executive Committee may not receive any salary or remuneration but he shall be indemnified out of the funds of the Association in respect of traveling and other out-of-pocket expenses properly incurred in and about the affairs of the Association.
27. The Executive Committee shall cause proper minutes to be made and books provided for the purpose: -

- (a) of all appointments of Officers and Sub-Committees made by the Executive Committee (and the co-option of members thereto).
- (b) of the names of the members present at each meeting of the Executive Committee and of any Sub-Committee thereof.
- (c) of all resolutions and proceedings at all meetings of the Association and of the Executive Committee and of Sub-Committees.

and every member present at any Executive Committee Meetings or Sub-Committee Meetings shall sign his name in a book to be kept for that purpose.

28. The office of a member of the Executive Committee shall ipso facto be vacated if :-

- (a) for any reason he ceases to be a member of the Association.
- (b) he becomes bankrupt or suspends payment or compounds with his creditors.
- (c) he is convicted of any criminal offence, other than a driving offence, involving immediate imprisonment for a period of six weeks or more.
- (d) he is found or becomes of unsound mind.

- (e) by notice in writing to the Association he resigns his office in accordance with Section 157D(3)(a) of the predecessor Ordinance or Section 464(5) of the Ordinance.
- (f) he is removed from office by an Ordinary Resolution duly passed at a General Meeting in accordance with the Ordinance.
- (g) he fails to attend Executive Committee Meetings three times consecutively without reasonable excuse.
- (h) he becomes prohibited from being a Committee Member or a director by reason of any order made under Part IVA of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) or is prohibited from being a director by law.
- (i) he is directly or indirectly interested in any transaction ,arrangement or contract with the Association and fails to declare the nature of his interest in manner required by Section 162 of the predecessor Ordinance or Section 536 of the Ordinance.

29. All acts done by any meeting of the Executive Committee or a Sub-Committee or by any person acting as a member of the Executive Committee or a Sub-Committee, shall, notwithstanding that it is afterwards discovered that

there was an irregularity in the appointment of any such member of the Executive Committee or a 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 was qualified to be member of the Executive Committee or such Sub-Committee.

SUB-COMMITTEES

30. The Executive Committee may, from time to time, appoint such Sub-Committees as it considers necessary for securing the efficient discharge of its functions and may delegate in writing to any such Sub-Committee any of its powers and duties provided that no delegation made hereunder shall preclude the Executive Committee from exercising or performing or resuming at any time any of the powers and duties so delegated. A Sub-Committee may be dissolved by the Executive Committee at any time. A Sub-Committee so appointed cannot be affiliated to any outside organization.

31. Each Sub-Committee shall be constituted and shall exercise such powers and authorities as the Executive Committee shall, from time to time appoint, provided always that each Sub-Committee shall have a chairman who is a member of the Executive Committee. No person shall be appointed as a member of the Sub-Committee unless he is an Individual Member of the Association and a member of the Sub-Committee shall vacate office if he ceases to be an Individual Member of the Association.

32. Any casual vacancy occurring in the office of chairman of a Sub-Committee shall be filled by one of the members of the Executive Committee but the person so appointed shall be subject to the same conditions as to tenure of office as his predecessor.
33. Subject to section 107 of Schedule 11, The chairman of a Sub-Committee shall take the chair at meetings thereof and the quorum for meetings of a Sub-Committee, unless otherwise fixed by it, shall be two. Subject as aforesaid and to any regulations or directions applicable to it, the meetings and proceedings of each Sub-Committee shall be governed by the provisions of these Articles relating to meetings and proceedings of the Executive Committee so far as the same may be capable of being made applicable thereto.

OTHER SERVANTS

34. The Executive Committee may, from time to time, appoint, employ and remove any managers, clerks, servants, coaches or instructors either in any honorary capacity or at any salaries and wages respectively and with such respective duties and spheres or employment for such length of service and generally upon such terms as it thinks fit.

THE SEAL

35. The Seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Executive Committee and in the presence of at least two members of the Executive Committee or such other persons as the Executive Committee may appoint for the purpose; and these two members of the Executive Committee and such other persons as aforesaid shall sign every instrument to which the Seal of the Association is so affixed in their physical presence.

GENERAL MEETINGS

36. Subject to section 107 of Schedule 11 to and section 611, 612 and 613 of the Ordinance, the Association shall in each financial year hold an Annual General Meeting in accordance with section 610 of the Ordinance in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it, and in no case shall more than fifteen months elapse between that date of one Annual General Meeting of the Association and that of the next. The Annual General Meeting shall be held at such time and place as the Executive Committee shall appoint.

37. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings. The Executive Committee may, whenever it thinks fit, convene General Meeting. Notwithstanding the foregoing provisions of this Article, if the Executive Committee Members are required to call a General Meeting under section 566 of the Ordinance, they must call it in

accordance with section 567 of the Ordinance. If the Executive Committee Members do not call a General Meeting in accordance with section 567 of the Ordinance, the Executive Committee 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.

38. (a) Subject to the provisions contained in Part 12 of the Ordinance, an Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by at least twenty-one days notice in writing, and a meeting of the Association other than an Annual General Meeting or a meeting for the passing of a Special Resolution shall be called by at least fourteen days notice in writing. The notice shall be exclusive of the day upon which it is served or deemed to be served and of the day which it is given, and shall specify the place, the day and the hour of the meeting and, in case of special business, the general nature of that business and shall be given in manner hereinafter mentioned to such persons as are under these Articles entitled to receive such notices from the Association. There shall appear on every such notice with reasonable prominence a statement that a Voting Member having the right to vote is entitled to appoint a proxy to attend and vote instead of him under section 596(1) of the Ordinance and that a proxy must be an Individual Member of the Association under

section 596(2) of the Ordinance.

(b) The Secretary shall, not less than 14 days prior to each General Meeting at which Officers and members of the Executive Committee are to be elected, cause to be sent to each Voting Member the following: -

(i) a ballot paper in such form as the Executive Committee may prescribe bearing a statement as to the Offices and the number of vacancies to be filled and containing the names of the candidates for election as such Officers and members of the Executive Committee in alphabetical order of surnames, and with provision for the Voting Member making use of the same to indicate the names of the candidates for whom he wishes to vote; and

(ii) an instrument appointing a proxy in the form as prescribed in these Articles and the number of vacancies to be filled and containing the names of the candidates for election as Officers and members of the Executive Committee in alphabetical order of surnames, and with provision for the Voting Member making use of the same to indicate the names of the candidates for whom he wishes the person appointed as his proxy to vote.

- (c) A Voting Member may vote in the election of Officers and members of the Executive Committee: -
- (i) by post or by facsimile transmission or by email in accordance with Article 38 (d);
 - (ii) by proxy in accordance with Article 38 (e); or
 - (iii) in person in accordance with Article 38 (f).
- (d) A Voting Member who wishes to vote by post or by facsimile transmission shall mark or otherwise indicate in the manner set forth in the ballot paper referred to in Article 38(b)(i) those persons nominated as Officers and Members of the Executive Committee for whom he wishes to vote and shall return the completed ballot paper to the scrutineers appointed by the Committee to be received by them not less than 72 hours before the General Meeting at which the election is to be held. No Voting Member shall indicate more names than there are vacancies for the relevant Office to be filled and in the event any Voting Member shall do so his ballot paper shall be invalid. A statement by the scrutineers to the effect that a duly completed ballot paper sent under these provisions has been received by the scrutineers in due time shall be conclusive evidence of such receipt.
- (e) A Voting Member who wishes to vote by proxy shall return a

completed instrument of proxy to the scrutineers appointed by the Executive Committee to be received by them not less than 48 hours before the General Meeting at which the election is to be held. A statement by the scrutineers to the effect that a duly completed instrument of proxy sent under these provisions has been received by the scrutineers in due time shall be conclusive evidence of such receipt.

- (f) At any General Meeting at which Officers and members of the Executive Committee are to be appointed, each Voting Member, represented by a duly authorized representative present in person shall be given a voting paper for use by him to vote in person. Each voting paper shall bear a statement as to the Offices and the number of vacancies to be filled and shall contain the names of the candidates for election as such Officers in alphabetical order of surnames. A Voting Member who wishes to vote in person or as proxy for another Voting Member shall mark or otherwise indicate in the manner set forth on the voting paper those persons nominated whom he votes for as Officers in the election. No Voting Member shall indicate more names than there are vacancies to be filled for the relevant Office or the number of nominated candidates and in the event that any Voting Member shall do so his voting paper shall be invalid.
- (g) A Voting Member, represented by a duly authorized representative present in person, may attend the General Meeting and vote in person

in the election of Officers and members of the Executive Committee notwithstanding that he has returned a completed ballot paper or instrument of proxy to the scrutineers. The vote of a Voting Member who has returned a completed ballot paper in accordance with Article 38(d) shall be countermanded if such Voting Member attends the relevant General Meeting and by a vote on behalf of that Voting Member by a proxy appointed by him. The vote of proxy of a Voting Member who has returned a completed instrument of proxy in accordance with Article 38(e) shall be countermanded if such Voting Member attends the relevant General Meeting.

- (h) At any General Meeting at which Officers are to be appointed the ballot papers submitted in accordance with Article 38(d) and the voting papers (together with all instruments of proxy relative thereto) complete in accordance with Article 38(f) shall be counted and checked by the scrutineers who shall prepare as soon as possible the result of the ballot showing the total number of votes cast for each candidate and shall hand the same to the chairman of the meeting who shall announce the names of the successful candidates being those with the highest number of votes. In the case of an equality of votes between the candidates having the maximum number of votes for the Offices then as between those candidates, the successful candidates shall be determined by lot drawn by the chairman of the meeting.

39. The accidental omission to give notice of a meeting or (where instruments of proxy are sent out with the notice) the accidental omission to send such instrument of proxy to, or the non-receipt of notice of a meeting or such instrument of proxy by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

40. All business shall be deemed special that is transacted at an Extraordinary General Meeting and also all that is transacted at an Annual General Meeting, with the exception of: -
- (a) The consideration of the accounts, balance sheets, reports of the Executive Committee and the Auditors;
 - (b) The election of the President and the Vice-President in the place of the persons retiring from such positions;
 - (c) The election of members of the Executive Committee in the place of the retiring members;
 - (d) The election of Officers of the Association in the place of the retiring Officers;

- (e) The fixing of, or the determination of the method of fixing, the remuneration of the Auditors;
 - (f) The appointment of Auditors.
41. 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. Ten Voting Members, represented by the respective duly authorized representatives present in person and entitled to vote shall be a quorum, save as is otherwise provided in these Articles.
42. If within half an hour from the time appointed for the meeting a quorum is not present at 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 or to such other time and place as the Executive Committee may by not less than two days notice to the members entitled to receive notices of General Meetings prescribe 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.
43. The President or, in his absence, one of the Vice-President shall preside as chairman at every General Meeting of the Association. If however at any General Meeting of the Association the President or Vice-President shall not

be present within half an hour after the time appointed for the holding of such meeting, the Chairman of the Executive Committee shall preside as chairman; failing him, the Vice-Chairman of the Executive Committee shall take the chair; failing him, the members of the Association present at such meeting may select one of the members to be chairman of the meeting.

44. The chairman of a General Meeting may, with the consent of such 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 for twenty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting except that seven days notice shall be sufficient. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

45. 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 by the chairman of the meeting or by at least two Voting Members, represented by duly authorized representative(s) present in person and entitled to vote or any Voting Member or members present in person or by proxy and representing at least 5% of the total voting rights of all the Voting Members having the right to vote at the meeting, and unless a poll is so demanded a declaration by the chairman of the meeting that

a resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book of the proceedings of the Association shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

46. If a poll is duly demanded, it may given personally, by proxy or by post and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
47. In the 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.
48. 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 within not more than thirty days as the chairman of the meeting directs.

VOTES OF MEMBERS

49. Every Voting Member (whether by post or by facsimile transmission or present in person or by proxy or by email) shall have one vote and, save as is otherwise provided in these Articles every question shall be decided by a show of hands unless a poll is demanded.

50. No Voting Member shall be entitled to have notice of or to be admitted to any General Meeting or to vote at such meeting or to any of the privileges of membership while any subscription is in arrears or other moneys presently payable by it to the Association remained unpaid. For the purposes of this Article subscriptions shall be deemed to be in arrears if unpaid by the First day of April next after the same became payable but the proceedings at any General Meeting shall not be invalidated because it is subsequently found that a Voting Member has voted notwithstanding its disability under this Article.

PROXIES

51. (a) A Voting Member wishing to vote by proxy may appoint only one person to act as such proxy and that person must be an Individual Member of the Association.
- (b) An instrument appointing a proxy must be in writing, executed by or on behalf of the appointer and shall be in the following form (or in a form as near thereto as circumstances allow): -

HONG KONG CHINA BODYBUILDING AND FITNESS ASSOCIATION

(中國香港健美總會)

I/We, [] of [] (Membership No. []) being a Voting Member of the above Association, hereby appoint [], of []

(Membership No. []), or failing him,

[], of [] (Membership No. []) as my/or proxy to vote in my/our name[s] and on my behalf at the annual/extraordinary general meeting of the Association to be held on [], and at any adjournment thereof.

This form of proxy is to be used in respect of the resolutions mentioned below as follows: -

Resolution No.1: *for*against

Resolution No. 2: *for*against

*Strike out whichever is not desired

Unless otherwise instructed, the proxy may vote as he thinks fit or obtain from voting.

Signed this day of , 2001

(c) The instrument appointing a proxy must be returned to the scrutineers appointed by the Executive Committee to be received by them not less than forty-eight hours before the time of holding the meeting at which the person named in such instrument proposes to vote; otherwise the person so named shall not be entitled to vote in respect thereof.

(d) An instrument appointing a proxy may be revoked by forwarding to the

Secretary not less than forty-eight hours before the time holding the meeting at which the person name in such instrument proposes to vote written notification of such revocation signed by the appoiner.

DISCIPLINE

52. The Executive Committee shall have full power either by itself or through any Sub-Committee to whom its power in that behalf may be delegated in writing to make rules and bye-laws (subject to Article 18) for the good conduct of the members of the Association and in relation to the Association's affairs and for the good conduct and discipline of all persons (whether members of the Association or not) taking part in any of the activities of the Association or in any activities with which the Association may be associated.

ACCOUNTS

53. The Executive Committee shall keep accounting records that comply with Subdivision 2 of Division 4 of Part 9 of the Ordinance with respect to: -
- (a) all sums of moneys received and expended by the Association, and the matters in respect of which the receipt of expenditure takes place;
 - (b) all sales and purchases of the Association;

(c) the assets and liabilities of the Association.

Proper accounting records shall not be deemed to be kept if there are not kept such accounting records as are necessary to give a true and fair view of the state of the Association's affairs and to explain its transactions, and to follow accounting standards issued or adopted by the Hong Kong Institute of Certified Public Accountants or its successors and to adhere to all of this recommended practices

54. Sufficient accounting records shall be kept at the Office, or, subject to the applicable statutory requirement at such other place or places as the Executive Committee may think fit, and shall be open to the inspection of the members of the Executive Committee during usual office hours of the Association.
55. The accounts of the Association maintained with any financial institutions shall be scrutinized by the Treasurer. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Association, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by the two Officers as the Executive Committee may direct from time to time.
56. The Association in General Meeting may, from time to time, make reasonable conditions and regulations as to the time and manner of the inspection by members of the Association (other than members of the Executive Committee)

of the accounts and books of the Association or any of them, and subject to such conditions and regulations the accounts and books of the Association shall be open to inspection by members of the Association at all reasonable times during normal business hours.

57. The Executive Committee shall, from time to time, in accordance with the applicable statutory requirements, cause to be prepared and laid before the Association in Annual General Meeting such Reporting Documents for each accounting reference period as required by the applicable statutory requirements.
58. A copy of the 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 Executive Committee's report and a copy of the Auditors' report shall not less than twenty-one clear days before the date of the meeting be sent to all persons entitled to receive notices of General Meetings of the Association in the manner in which notices are hereinafter directed to be served.

AUDIT

59. Auditors shall be appointed and their duties regulated in accordance with, inter alia, Sections 373, 374, 377, 394 to 399, 429 and 431 of the Ordinance.

NOTICES

60. A notice may be given by the Association to any member either personally or by sending it by post to him to his registered address where he must give the Association for the purpose of serving notices when he applies for membership. 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 deemed effective in all cases on the day following that upon which such letter is so posted.
61. Notice of every General Meeting shall be given in any manner hereinbefore authorized to: -
- (a) every Voting Member; and
 - (b) the Auditors for the time being of the Association.

No other person shall be entitled to receive notices of General Meetings.

INDEMNITY

62. Every agent, auditor, secretary and officer of the Association (other than a member of the Executive Committee) shall be indemnified out of the funds of

the Association against all liabilities incurred by him in good faith in the proper and reasonable performance of his duties in relation to the Association other than any liability which attaches to him by law in respect of any negligence, default, breach of duty, or breach of trust as such person or persons in defending any proceedings, whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with an application under Section 358 of the predecessor Ordinance (as defined in section 2(1) of the Ordinance) or Section 903 or 904 of the Ordinance in which relief is granted to him by the Court PROVIDED ALWAYS THAT such liabilities shall exclude payment of the whole or part of any fine or penalty imposed on him by sentence or order of a Court of Justice.

WINDING UP

63. (i) The Association may be dissolved by a Special Resolution of the Voting Members at a General Meeting or Extraordinary General Meeting convened for the purpose.
- (ii) The provisions of Clause 7 of the Memorandum and Articles of Association 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.

DECLARATION OF INTEREST

64. An Executive Committee Member who is in any way, whether directly or indirectly, interested in any transaction, arrangement or contract (being a transaction arrangement or contract of significance in relation to the Association's operation) with the Association shall, if his interest in the transaction, arrangement or contract is material, declare the nature and extent of his interest at an Executive Committee meeting in accordance with Section 162 of the predecessor Ordinance or Section 536 of the Ordinance and shall not vote or be counted for quorum purposes in respect of any such transaction, arrangement or contract, 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. A general notice given to the Association that an Executive Committee Member is to be regarded as having an interest of the nature and to the extent as specified in the notice, in any transaction, arrangement or contract which may, after the date of the notice be entered into or made by the Association, shall be deemed to be a disclosure that the Executive Committee Member of the Association has an interest in any transaction, arrangement or contract of the nature and to the extent so specified.

Names, Addresses and Descriptions of Subscribers

LEUNG MIN TO (梁綿滔)

[Occupation]

[Address]

PUI KWAN KAY (貝鈞奇)

[Occupation]

[Address]

CHAN SIU MAN (陳少文)

[Occupation]

[Address]

Dated the 16th day of December 2002

WITNESS to the above signatures: -

Simon S. M. Lau

Solicitor

Hong Kong Special Administrative Region

[Address]