

THE COMPANIES ORDINANCE (CHAPTER 32)

Company Limited by Guarantee
and not having a Share Capital

MEMORANDUM OF FEDERATION

OF

THE KARATEDO FEDERATION OF HONG KONG, CHINA LIMITED
(中國香港空手道總會有限公司)

1. The name of the company is “THE KARATEDO FEDERATION OF HONG KONG, CHINA LIMITED (中國香港空手道總會有限公司)” (“the Federation”).
2. The registered office of the Federation will be situated in Hong Kong Special Administrative Region (“Hong Kong”).
3. The objects for which the Federation is established are: -
 - (a) to promote and develop the true art and spirit of karatedo for self-defence in Hong Kong;
 - (b) to regulate and govern the sport of karatedo in Hong Kong;
 - (c) to establish and promote good standards of practice, to repress malpractice, to settle disputed points of practice and to decide all manner of questions of usage or courtesy between or among the participant(s) of karatedo;

- (d) to ensure compliance by participant(s) of karatedo with relevant by-laws, codes, regulations and practice directions;
- (e) to promote youth and family participation in the sport of karatedo;
- (f) to provide services to the participant(s) of the sport of karatedo;
- (g) to engage in any activities in conjunction with other bodies or Federations within the limits of the Federation's objects and to arrange reciprocal concessions and co-operation with other such bodies or Federations;

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

- (aa) to take initiative, to give directives, to define programmes, to promulgate rules and regulations, to distribute information and technical data, in order to develop karatedo in Hong Kong with the best spirit of collaboration;
- (bb) to promote, arrange, organise and conduct conferences, meetings, discussions, seminars, lectures, and any other type of karatedo activities thought appropriate by the General Committee to deal with all aspects of karatedo;
- (cc) 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;
- (dd) to seek and maintain membership with local or international organizations of like nature to that of the Federation;
- (ee) subject to S.17 of the Companies Ordinance (Cap. 32), to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Federation

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 Federation;

- (ff) to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Federation as the Federation may think expedient with a view to promoting the objects;
- (gg) to undertake and execute any trusts which may lawfully be undertaken by the Federation and may be conducive to the objects;
- (hh) 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 Federation with the intent that the funds of the Federation, 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 Federation;
- (ii) to borrow money for the purpose of the Federation on such terms and on such security as the Federation may think fit;
- (jj) to invest the moneys of the Federation, not immediately required for its purposes, in or upon such investments, securities of property as the Federation may think fit;
- (kk) to establish and support or aid in the establishment and support of any karatedo federations or institutions with similar objects of the Federation and to subscribe or guarantee money for any charitable purpose in any way connected with the purposes of the Federation or calculated to further the objects; and
- (ll) 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 Federation shall take or hold any property which may be subject to any trusts, the Federation will only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
 - (b) The objects of the Federation shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
 - (c) The powers set forth in the Seventh Schedule of the Companies Ordinance (Cap. 32) are hereby excluded.
- 4.
- (a) The income and property of the Federation, however derived, shall be applied solely towards the promotion of the objects of the Federation as set out in this Memorandum of Federation.
 - (b) Subject to clauses (d) and (e) below, no portion of the income and property of the Federation shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever, to the members of the Federation.
 - (c) No member of the General Committee of the Federation shall be appointed to any salaried office of the Federation, or any office of the Federation paid by fees and no remuneration or other benefit in money or money's worth (except as provided in clause (e) below) shall be given by the Federation to any member of the General Committee.
 - (d) Nothing herein shall prevent the payment, in good faith, by the Federation of reasonable and proper remuneration to any officer or servant of the Federation, or to any member of the Federation not being a member of the General Committee of the Federation in return for any services actually rendered to the Federation.
 - (e) Nothing herein shall prevent the payment, in good faith, by the Federation: -

- (aa) to any member of its General Committee of out-of-pocket expenses;
 - (bb) of interest on money lent by any member of the Federation or its General Committee 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;
 - (cc) of reasonable and proper rent for premises demised or let by any member of the Federation or of its General Committee; and
 - (dd) of remuneration or other benefit in money or money's worth to a body corporate in which a member of the Federation or of its General Committee 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.
- (f) No person shall be bound to account for any benefit he may receive in respect of any payment properly paid in accordance with clauses (d) and (e) above.

5. The liability of the members is limited.
6. Every member of the Federation undertakes to contribute to the assets of the Federation, in the event of its being wound up while he is a member, or within one year after he ceased to be a member, for payment of the debts and liabilities of the Federation 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\$100.00.
7. If upon the winding-up or dissolution of the Federation 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 Federation but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Federation, and which shall prohibit the

distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Federation under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Federation 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 Federation and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Federation, 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 Federation 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 Federation shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.

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 Federation: -

Names, Addresses and Descriptions of Subscribers

THE COMPANIES ORDINANCE (CHAPTER 32)

Company Limited by Guarantee
and not having a Share Capital

ARTICLES OF ASSOCIATION

OF

THE KARATEDO FEDERATION OF HONG KONG, CHINA LIMITED
(中國香港空手道總會有限公司)

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 Federation;

“Articles”

these Articles of Association as amended from time to time;

“Associate Members”	bodies incorporated or unincorporated admitted as associate members in accordance with Article 7(a)(v);
“Auditors”	the Auditors as appointed by the Federation from time to time;
“Chairman”	the Chairman of the Federation elected from time to time pursuant to Article 11;
“Extraordinary General Meeting”	a General Meeting of the Federation other than the Annual General Meeting;
“Federation”	The Karatedo Federation of Hong Kong, China Limited (中國香港空手道總會有限公司);
“Full Members”	persons admitted as full members in accordance with Article 7(a)(iii);
“General Committee”	the General Committee of the Federation comprised of Officers and Committee Members having the authority and obligations as set out in these Articles and any reference to the Committee in these Articles shall be construed (where applicable) as including a reference to any properly constituted Sub-Committee appointed by the General Committee;

“General Meeting”	either an Annual General Meeting or an Extraordinary General Meeting of the Federation;
“Honorary Members”	persons admitted as honorary members in accordance with Article 7(a)(i);
“Honorary Secretary”	the Honorary Secretary elected from time to time pursuant to these Articles;
“Honorary Treasurer”	an Officer of the General Committee elected from time to time to perform the duties of treasurer of the Federation.
“Hong Kong”	the Hong Kong Special Administrative Region;
“Junior Members”	persons admitted as junior members in accordance with Article 7(a)(iv);
“Karatedo”	including but not limited to, any form of karatedo recognized by the General Committee from time to time;
“Office”	the Registered Office of the Federation;
“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 32, 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;
"Register of Members"	the Register of Members kept by the Federation pursuant to Article 4;
"Seal"	the Common Seal of the Federation;
"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 General Committee from time to time pursuant to Article 34;
"Vice-Chairperson(s)"	Vice-Chairperson(s) of the Federation elected from time to time pursuant to Article 12;
"Voting Members"	bodies incorporated or unincorporated with at least 11 Full Members admitted as a member of the

Federation with voting rights pursuant to Article 7
(a)(ii).

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 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 Federation.

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

2. The Federation is established for the purpose expressed in the Memorandum of Federation.

3. For the purposes of registration, the number of members of the Federation is declared to be 1,000 but the General Committee may, from time to time, by resolution, register an increase of members and, in accordance with Section 10(3) 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 Federation and of these Articles and such persons or bodies as the General Committee shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Federation 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 General Committee shall, from time to time prescribe or approve, and the General 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.
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) HONORARY MEMBERS

Any persons who have rendered distinguished services to the Federation or in the promotion of the sport of karatedo as the General Committee shall bestow such honorary title upon as the General Committee may deem fit.

(ii) VOTING MEMBERS

These shall comprise organizations, societies or other bodies which are interested in the sport of karatedo and have a dojo and a supervising karateka who possesses a qualification of not less than 2nd Dan.

(iii) FULL MEMBERS

Any persons who have reached their majority and admitted as members of any Voting Member of the Federation demonstrate a continuous interest in karatedo and a desire to promote the sport of karatedo.

(iv) JUNIOR MEMBERS

Any persons who have not reached their majority but demonstrate an interest in karatedo.

(v) ASSOCIATE MEMBERS

These shall comprise organizations, societies or other bodies which are interested in the sport of karatedo and the promotion of such a sport and admitted as members with no voting rights.

- (b) The General 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 General 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 General 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 Federation.
- (d) Any member may resign from the Federation at any time by written notification to the General Committee to that effect.
- (e) All members, except Honorary Members, shall pay annual subscriptions when shall be determined by the General Committee from time to time, but shall be subject to the endorsement by the members of General Meeting.

- (f) If an application for membership is refused, the first subscription or donation shall be refunded to the applicant.
 - (g) Honorary Members shall not be deemed as members for the purposes of the Ordinance or Clause 6 of the Memorandum of Federation 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 General Committee.
 - (h) Membership of any class shall entitle members of that class to such privileges, in addition to those conferred by these Articles, as the General Committee shall from time to time prescribe.
8. If any member who is liable to payment of an annual subscription shall not have paid the same within such period as determined by the General 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 Federation and his name shall be removed from the Register of Members accordingly under the following circumstances: -
- (a) If by notice in writing to the Federation 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 General Committee, the General 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 Federation 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 Federation and he shall remain liable for payment of all annual subscriptions or other money due by him to the Federation at the date on which he ceased to be a member.

PRESIDENT AND VICE-PRESIDENT(S)

11. The President and the Vice-President(s) shall be appointed once every two years at an Annual General Meeting by the Voting Members upon the nomination of the General Committee. Any persons of good repute and standing who are considered by the General Committee to be supportive of attainment of the objects of the Federation are eligible for such nominations and shall serve for the period from the date of their appointment to the date of the Annual General Meeting to be held two years after the date of appointment at which they shall retire but be eligible for re-appointment. The President and the Vice-President(s) shall be responsible for officiating all ceremonial functions of the Federation. Despite their appointment, the advisory roles of the President and the Vice-President(s) shall not affect the independent powers

of the General Committee pursuant to these Articles who shall be ultimately responsible for the management of the Federation in pursuance of its objects.

OFFICERS

12. The Officers shall consist of a Chairman, three Vice-Chairpersons, a Honorary Secretary, three Deputy Honorary Secretaries, a Honorary Treasurer, three Deputy Honorary Treasurers who are elected once every two years at the Annual General Meeting by the Voting Members. Casual vacancies arising at other times shall be filled by co-option by the General Committee. 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 two years after the date of election and shall then be eligible for re-election.

13. ELIGIBILITY OF CANDIDATURE OF THE OFFICERS

- (a) Candidate for election of the Officers shall be nominated by Voting Members in accordance with these Articles and the directions as published by the General Committee.
- (b) Without prejudice to other requirements as laid down in these Articles, candidates for the post of Officers must have once served at least one 2-year term as General Committee member.

14. The Chairman shall:-
- (a) preside at all meetings of General Committee and the general meetings of the Federation, unless otherwise provided by these Articles;
 - (b) ensure the implementation of the resolutions passed at the General Committee; and
 - (c) exercise the powers of the General Committee as the General Committee shall delegate.
15. The Honorary Secretary shall:-
- (a) draw up the minutes of meetings of the General Committee and the general meetings of the Federation as the General Committee shall direct;
 - (b) maintain the register of members for the members properly; and
 - (c) deal with correspondence for and on behalf of the General Committee as the General Committee shall direct;
16. The Honorary Treasurer shall:-
- (a) keep proper books of account of the Federation :-
 - (b) prepare monthly and yearly income and expenditure accounts together with a balance sheet as the General Committee shall direct; and

- (c) ensure the implementation of the fiscal policies of the Federation.

GENERAL COMMITTEE

17. There shall be a General Committee for the management of the affairs of the Federation.
18. The General Committee shall consist of the Officers and at least three, but not more than five, General Committee members. They are elected once every two years at the Annual General Meeting by the Voting Members. Casual vacancies occurring during the year shall be filled by co-option as the General Committee thinks fit pursuant to these Articles.
19. The General Committee shall be responsible for organizing and transacting all business of the Federation pursuant to its objects.
20. The General Committee shall manage the business and affairs of the Federation, exercise all the powers of the Federation and do all such acts as may be exercised or done by the Federation, 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 Federation in General Meeting, but no regulation made by the Federation in General Meeting shall invalidate any prior act of the General Committee which would have been valid if that regulation had not been made.

21. The General Committee shall be responsible for organizing the scientific and social programme of the Federation.
22. The General Committee may, from time to time, make rules and bye-laws for the conduct of the business of the Federation, the conduct of General Meetings, of their own meetings, and the appointment, constitution and conduct of meetings of Sub-Committees, or any other matter affecting the affairs of the Federation 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 Federation in General Meeting; and
 - (b) such rules and bye-laws may be set aside by a Special Resolution at a General Meeting.
23. The General Committee may exercise all the powers of the Federation to borrow money, to mortgage or charge its undertaking and property, or any part thereof.
24. The General Committee may, from time to time, appoint any member to fill a vacancy (whether casual or arising from a failure to elect sufficient General Committee members at an Annual General Meeting or as an addition to the

existing members of the General Committee) but so that the total number of members of the General Committee shall not at any time exceed the maximum number fixed in accordance with these Articles. Any member so appointed shall hold office only until the Annual General Meeting is to be held two years after date of election of the General Committee members and shall then be eligible for re-election.

PROCEEDINGS OF THE GENERAL COMMITTEE

25. (a) The General Committee may meet together for the dispatch of business, adjourn and otherwise regulate their meetings and business as they think fit.
- (b) The Honorary Secretary on the requisition of any two or more members of the General Committee shall at any time summon a meeting of the General 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 General Committee save that it shall not be necessary to give notice of a meeting of the General 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 General 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 General Committee.

26. The quorum necessary for the transaction of the business of the General Committee shall be six members of the General Committee personally present.
27. The Chairman of the General Committee shall preside at meetings of the General Committee. If however at any meeting of the General Committee the Chairman shall not be present within five minutes after the time appointed for holding such meeting one of the Vice-Chairpersons shall preside the meetings; failing him, the members of the General Committee present at such meeting may select one of the members to be the chairman of that meeting.
28. 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.
29. The continuing members of the General 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 Federation as the necessary quorum of members, the continuing members of the General Committee may act for the purpose of filling vacancies or of convening a General Meeting, but for no other purpose.
30. A member of the General Committee may not receive any salary or remuneration but he shall be indemnified out of the funds of the Federation in

respect of traveling and other out-of-pocket expenses properly incurred in and about the affairs of the Federation.

31. The General Committee shall cause proper minutes to be made and books provided for the purpose: -

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

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

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

- (d) he is found or becomes of unsound mind; or
- (e) by notice in writing to the Federation he resigns his office; or
- (f) he is removed from office by a Special Resolution duly passed at a General Meeting in accordance with the Ordinance; or
- (g) he fails to attend General Committee Meetings three times consecutively without reasonable excuse.

33. All acts done by any meeting of the General Committee or a Sub-Committee or by any person acting as a member of the General 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 General 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 General Committee or such Sub-Committee.

SUB-COMMITTEES

34. The General 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 General 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 General Committee at any time. A Sub-Committee so appointed cannot be affiliated to any outside organisation.

35. Each Sub-Committee shall be constituted and shall exercise such powers and authorities as the General Committee shall, from time to time appoint, provided always that each Sub-Committee shall have a chairman who is a member of the General Committee. No person shall be appointed as a member of the Sub-Committee unless he is a Full Member of the Federation and a member of the Sub-Committee shall vacate office if he ceases to be a Full Member of the Federation.
36. Any casual vacancy occurring in the office of chairman of a Sub-Committee shall be filled by one of the members of the General Committee but the person so appointed shall be subject to the same conditions as to tenure of office as his predecessor.
37. 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 General Committee so far as the same may be capable of being made applicable thereto.

OTHER SERVANTS

38. The General 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

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

GENERAL MEETINGS

40. The Federation shall in each year hold an Annual General Meeting 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 Federation and that of the next. The Annual General Meeting shall be held at such time and place as the General Committee shall appoint.

41. The General Committee may, whenever it thinks fit, convene an Extraordinary General Meeting and shall convene an Extraordinary General Meeting on a requisition of it in accordance with the Ordinance.

NOTICE OF GENERAL MEETINGS

42. (a) 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 Federation 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 Federation. 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 and that a proxy must be a Full Member of the Federation.
- (b) The Honorary Secretary shall, not less than 14 days prior to each General Meeting at which Officers and members of the General Committee are to be elected, cause to be sent to each Voting Member the following: -

- (i) a ballot paper in such form as the General 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 General 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 General 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 General Committee: -
- (i) by post or by facsimile transmission in accordance with Article 42(d);
 - (ii) by proxy in accordance with Article 42(e); or
 - (iii) in person in accordance with Article 42(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 42(b)(i) those persons nominated as Officers and members of the General 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 General 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 General 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 General 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 42(d) and the voting

papers (together with all instruments of proxy relative thereto) complete in accordance with Article 42(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.

43. 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

44. 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 General Committee and the Auditors;

- (b) The appointment of the President and/or Vice-President(s) in the place of the persons retiring from such positions;
- (c) The election of Officers of the General Committee in the place of the retiring Officers;
- (d) The election of members of the General Committee in the place of the retiring members;
- (e) The fixing of, or the determination of the method of fixing, the remuneration of the Auditors;
- (f) The appointment of Auditors.

45. 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.

46. If within one 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 and to such other time and place as the General 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 fifteen minutes from the time appointed for the meeting the members present shall be a quorum.

47. The Chairman or, in his absence, one of the Vice-Chairperson(s), shall preside as chairman at every General Meeting of the Federation. If however at any General Meeting of the Federation the Chairman or all the Vice-Chairperson(s) shall not be present within fifteen minutes after the time appointed for the holding of such meeting, the Honorary Secretary shall preside as chairman; failing him, the members of the Federation present at such meeting may select one of the members to be chairman of the meeting.

48. 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.

49. 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, 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 Federation 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.

50. 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.
51. 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.
52. 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

53. Every Voting Member (whether by post or by facsimile transmission or present in person or by proxy) 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.

54. 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 Federation 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

55. (a) A Voting Member wishing to vote by proxy may appoint only one person to act as such proxy and that person must be a Full Member of the Federation.

THE KARATEDO FEDERATION OF HONG KONG, CHINA LIMITED

(中國香港空手道總會有限公司)

(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):

I/We, [] of [] (Membership No. []) being a Voting Member of the above Federation, 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 Federation 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 [dd/mm/yr]

- (c) The instrument appointing a proxy must be returned to the scrutineers appointed by the General 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 Honorary 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 appointer.

DISCIPLINE

56. The General 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 22) for the good conduct of the members of the Federation and in relation to the Federation's affairs and for the good conduct and discipline of all persons (whether members of the Federation or not) taking part in any of the activities of the Federation or in any activities with which the Federation may be associated.

ACCOUNTS

57. The General Committee shall cause proper books of accounts to be kept with respect to: -
- (a) all sums of moneys received and expended by the Federation, and the matters in respect of which the receipt of expenditure takes place;
 - (b) all sales and purchases of the Federation;
 - (c) the assets and liabilities of the Federation.

Proper books shall not be deemed to be kept if there are not kept such books of accounts as are necessary to give a true and fair view of the state of the Federation's affairs and to explain its transactions.

58. The books of accounts shall be kept at the Office, or, subject to Section 121(3) of the Ordinance, at such other place or places as the General Committee may think fit, and shall be open to the inspection of the members of the General Committee during usual office hours of the Federation.
59. The accounts of the Federation maintained with any financial institutions shall be scrutinized by the Honorary Treasurer. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Federation, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by the two Officers as the General Committee may direct from time to time.
60. The Federation 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 Federation (other than members of the General Committee) of the accounts and books of the Federation or any of them, and subject to such conditions and regulations the accounts and books of the Federation shall be open to inspection by members of the Federation at all reasonable times during normal business hours.
61. The General Committee shall, from time to time, in accordance with Section 122 and 129D of the Ordinance, cause to be prepared and laid before the Federation in General Meeting such income and expenditure account, balance sheet, group accounts (if any) and reports as referred to in those sections.

62. A copy of the balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Federation in General Meeting, together with 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 Federation in the manner in which notices are hereinafter directed to be served.

AUDIT

63. Auditors shall be appointed and their duties regulated in accordance with Sections 131, 140 and 141 of the Ordinance.

NOTICES

64. A notice may be given by the Federation to any member either personally or by sending it by post to him to his registered address where he must give the Federation 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.

65. 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 Federation.

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

INDEMNITY

66. Every Officer and member of the General Committee, officer or other servant of the Federation shall be indemnified out of the funds of the Federation against all liabilities incurred by him 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 Ordinance in which relief is granted to him by the Court.

WINDING UP

67. (i) The Federation 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 Federation shall have effect and be observed as if the same were repeated in these Articles.