

ARTICLES OF ASSOCIATION

OF

**Chinese Martial Arts Dragon and Lion Dance Association
of Hong Kong, China Limited**

中國香港中國國術龍獅總會有限公司

(As adopted by a special resolution passed on 28 March, 2024)

Incorporated on the 8th day of August, 1969

HONG KONG

No.18048
編號

(COPY)
COMPANIES ORDINANCE
(CHAPTER 32)
香港法例第32章
公司條例

CERTIFICATE OF CHANGE OF NAME
公司更改名稱證書

I hereby certify that
本人謹此證明

THE HONG KONG CHINESE MARTIAL ARTS ASSOCIATION LIMITED
(香港中國國術總會有限公司)

having by special resolution changed its name, is now
incorporated under
經通過特別決議，已將其名稱更改，該
公司的註冊名
the name of
稱現為

HONG KONG CHINESE MARTIAL ARTS DRAGON AND LION DANCE
ASSOCIATION LIMITED
香港中國國術龍獅總會有限公司

Issued by the undersigned on 26 April 2006.

本證書於二〇〇六年四月二十六日簽
發。

(Sd.) Miss Nancy O. S. YAU

.....
for Registrar of Companies Hong Kong

香港公司註冊處處長

(公司註冊主任邱愛琛代行)

Company Number: 18048

THE COMPANIES ORDINANCE (CHAPTER 32)

SPECIAL RESOLUTION

OF

**HONG KONG CHINESE MARTIAL ARTS DRAGON AND LION
DANCE ASSOCIATION LIMITED**

香港中國國術龍獅總會有限公司

Passed on 8th day of April,2006

At an Extraordinary General Meeting of the Association held at 9/F., 687A Nathan Road, Kowloon on 8th April, 2006 the following resolution has been duly passed as a special resolution:-

AS A SPECIAL RESOLUTION

"THAT the 3rd(a) of Memorandum of Association should be amended as follows:-

(a) To foster manifest Chinese Martial Arts and National Pugilism; To promote Chinese traditional Dragon and Lion Dance Arts activities."

Date: 8th April,2006

(Sd.) Kong Pui Wai

Chairman

**THE HONG KONG CHINESE MARTIAL ARTS ASSOCIATION
LIMITED**

SPECIAL RESOLUTION

PASSED ON THE 15TH DAY OF MAY, 1999

At an Extraordinary General Meeting of the Association held at No. 4, Meeting Room, 1F., Sport House, 1 Stadium Path, Causeway Bay, Hong Kong on 15th May, 1999 the following resolution has been duly passed as a special resolution:-

"That the Article 53 of the Articles of Association should be amended as follows:-

53. The Government of the Association shall be by a Council composed of the Officers, Council Members and Reserve Council Members. The total number of members of the Council shall not be more than 65 inclusive of 13 Group Members who are representative of schools of martial arts, Hong Kong.

The Council members shall elect from amongst themselves a Chairman, two to seven Vice-Chairmen, a Secretary and "an Assistant Secretary and the Council shall elect amongst themselves the formation of an Amateur Members Committee to assist the promotion of the affairs of the Association."

The Chairman and Vice-Chairmen shall then elect a President and two to seven Vice-Presidents from amongst the members of the Association

The term of office shall be 4 years."

Dated this 15th May, 1999

.....

(Sd.) Kong Pui Wai

Chairman

[COPY]

CERTIFICATE OF INCORPORATION

I HEREBY CERTIFY that

**THE HONG KONG CHINESE MARTIAL ARTS
ASSOCIATION LIMITED**

(香港中國國術總會有限公司)

is this day incorporated in Hong Kong under the Companies Ordinance, and that
this Company is limited.

Given under my hand · this Eighth day of August
One Thousand Nine Hundred and Sixty-nine.

(Signed) R. Kwan
for Registrar of Companies,
Hong Kong.

THE COMPANIES ORDINANCE (CHAPTER 622)

**A Company Limited by Guarantee
And Not Having a Share Capital**

ARTICLES OF ASSOCIATION

OF

**Chinese Martial Arts Dragon and Lion Dance
Association of Hong Kong, China Limited**
中國香港中國國術龍獅總會有限公司

(As adopted by a special resolution passed on 28 March, 2024)

PART A: MANDATORY ARTICLES

These Articles shall be construed by reference to the provisions of the Ordinance, and the terms used in these presents shall be taken as having the same respective meanings as they have when used in that Ordinance. In these Articles, unless there be something in the subject or context inconsistent herewith, the following terms have the following respective meanings-

“Annual General Meeting” means an annual general meeting of the Members.

“associated company” means any one the following of the Association:

- (a) a subsidiary;
- (b) a holding company; or
- (c) a subsidiary of such a company.

“Association” means the association presently registered as "Chinese Martial Arts Dragon and Lion Dance Association of Hong Kong, China Limited 中國香港中國國術龍獅總會有限公司".

“body corporate” has the meaning ascribed thereto under the Ordinance.

“Business Registration Ordinance” means the Business Registration Ordinance, Chapter 310 of the Laws of Hong Kong as amended, supplemented or modified from time to time.

“Bye-Laws” means the bye-laws of the Association as amended, supplemented or modified from time to time.

“Chairman” means the chairman of the Association for the time being.

“Committee” means a committee set up from time to time by the Council for dealing with the business of the Association.

“company secretary” means the company secretary of the Association for the time being.

“Council” means the council of the Association for the time being.

“Council Member(s)” means the member(s) of the Council for the time being.

“General Meeting” means a meeting of the Members specifically summoned, not being an Annual General Meeting or its adjournment or postponement.

“HK\$” means Hong Kong dollars, the legal currency of Hong Kong.

“HKICPA” means The Hong Kong Institute of Certified Public Accountants.

“Hong Kong” means the Hong Kong Special Administrative Region of the Peoples’ Republic of China.

“in writing” means handwritten, lithographed, typewritten, stenciled or printed or partly in one way or in another.

“Member” means a member of the Association.

“Members’ Meeting” means an Annual General Meeting or a General Meeting, as the case may be.

“month” means a calendar month.

“Officer(s)” means the officers of the Council elected amongst the Council Members for the time being, namely the Chairman, the Vice-Chairman /Vice-Chairmen, the Secretary and the Treasurer.

“Ordinance” means the Companies Ordinance, Chapter 622 of the Laws of Hong Kong, including the related subsidiary legislation as amended, supplemented and modified from time to time.

“ordinary resolution” has the meaning ascribed thereto under the Ordinance.

“President” means the president of the Association for the time being.

“Register” means the register of members of the Association for the time being.

“Registered Office” means the registered office of the Association for the time being.

“Seal” means the common seal of the Association for the time being.

“Secretary” means the honorary secretary of the Association for the time being.

“Society Ordinance” means the Society Ordinance, Chapter 151 of the Laws of Hong Kong as amended, supplemented or modified from time to time.

“special resolution” has the meaning ascribed thereto under the Ordinance.

“subsidiary(ies)” has the meaning ascribed thereto under the Ordinance.

“these Articles” means the articles of association of the Association as amended, supplemented or modified from time to time.

“these presents” means and includes these Articles and the Bye-Laws as well as the rules, regulations and codes of the Association as amended, supplemented or modified from time to time.

“Treasurer” means the honorary treasurer of the Association for the time being.

“Vice-Chairman” means the vice-chairman of the Association for the time being.

“Vice-President” means the vice-president of the Association for the time being.

% means per cent.

An organisation shall include an association or institution, a firm, company, body corporate, union, society, club or body of persons.

Words importing the singular number only shall include the plural and vice versa.

Words denoting the neuter gender shall include the masculine or feminine gender and vice versa.

1st: -- The name of the Association is "Chinese Martial Arts Dragon and Lion Dance Association of Hong Kong, China Limited 中國香港中國國術龍獅總會有限公司".

2nd: -- The Registered Office will be situated in Hong Kong.

3rd: -- The objects for which the Association is formed are: —

- (a) To foster and manifest Chinese martial arts and national pugilism and promote Chinese traditional dragon and lion dance arts activities;
- (b) To promote the morality of sports, friendship, co-operation and welfare amongst the Members;
- (c) To establish closer relationship and provide facilities for social intercourse amongst the Members;
- (d) To establish, undertake, superintend, administer and contribute to any charitable or benevolent fund from where donations or advances may be made to deserving persons and to contribute to or otherwise assist any charitable or benevolent institutions or undertakings;
- (e) Subject to the provision of section 115 of the Ordinance, to purchase, take, lease, exchange, hire or otherwise acquire any lands or buildings and any rights or privileges necessary, expedient or convenient for the objects of the Association;
- (f) To borrow any money required for the objects of the Association upon such terms and on such securities or otherwise as may be determined;
- (g) To invest and deal with the moneys of the Association not immediately required upon such securities or otherwise in such a prudent and proper manner; and
- (h) To do all such other things, acts and deeds as are incidental and conducive to the attainment of the above objects.

4th: -- The liability of the Members is limited

5th: -- The income and properties of the Association, however derived, shall be applied solely towards the promotion of the objects of the Association as set forth in these Articles, and no portion thereof shall be paid or transferred, directly or indirectly by way of dividend or bonus, or otherwise howsoever by way of profits, to the Members.

Provided that nothing herein contained shall prevent the payment, in good faith, of:

- i. reasonable and proper remuneration to any officer, employee or servant of the Association or to any Member, in return for any service actually rendered to the Association;
- ii. interest at a rate not exceeding 2% above the best lending rate quoted by The Hongkong and Shanghai Banking Corporation Limited per annum for HK\$ loans, whichever is lower, on money lent; or
- iii. reasonable and proper rent for the premises demised or let by any Member to the Association; or

- iv. remuneration or other benefit in money or money's worth to a body corporate in which a Member is interested solely by virtue of being a member of that body corporate by holding not more than one-hundredth part of its registered capital / issued shares or controlling not more than a hundredth part of its voting rights; and such member shall not be bound to account for any share of profits he may receive in respect of such payment

but so that no Council Member shall be appointed to any salaried office of the Association and so that no remuneration or other benefit in money or money's worth shall be given by the Association to any Council Member except repayment of out-of-pocket expenses reasonably and properly incurred for the Association and payment of interest at the rate aforesaid on money lent or rent for premises demised or let to the Association provided that the amount of the rent and the other terms of the lease must be reasonable and proper; and such Council Member must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

For the avoidance of doubt, any coaching fee, helper fee, organiser fee, examiner fee, referee fee or any other fee, which has been reasonably and properly approved by an independent committee of the Council, comprising at least two-thirds of non-Council Members and all members having no interest in such fee and chaired by a non-Council Member, can be paid to any Council Members.

6th-- Every Member undertakes to contribute to the assets of the Association, in the event of the same being wound up or dissolved during the time that 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 the time at which he ceases to be a Member and of the costs, charges and expenses of winding up or dissolving the same and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding HK\$100.00.

7th-- 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, but shall be given or transferred to some other organisation or organisations having objects similar to those of the Association, which shall prohibit the distribution of its or their income and properties amongst its or their members to an extent at least as great as is imposed on the Association under or by virtue of the 5th Article above, such organization or organisations to be determined by the Council before the time of winding-up or dissolution, and in default thereof, by a Judge of the High Court of Hong Kong having jurisdiction in matters relating to charitable funds (the "**Judge**"); and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object as directed by the Judge.

The several persons, whose names and descriptions are stated below (“**Founder Members**”), were desirous of being formed into a company in August 1969 in pursuance of the then memorandum of association:

Names and Descriptions of Founder Members	
<p>(Sd.) 陳漢宗 CHAN HON CHUNG (Deceased) Osteologist</p> <p>(Sd.) 關德興 KWAN TAK HING (Deceased) Osteologist</p> <p>(Sd.) 陸智夫 LUK CHI FU (Deceased) Osteologist</p> <p>(Sd.) 李英昂 LEE YING ARNG (Deceased) Osteologist</p>	

Names and Descriptions of Founder Members	
<p>(Sd.) 謝榮斌 CHEH WING PUN (Deceased)</p> <p style="text-align: right;">Osteologist</p> <p>(Sd.) 廖子強 LIU TSE KEUNG (Deceased)</p> <p style="text-align: right;">Osteologist</p> <p>(Sd.) 龍啟明 LUNG KAI MING</p> <p style="text-align: right;">Osteologist</p> <p>(Sd.) 林逸岐 (煥光) LAM YAT KEE (Deceased)</p> <p style="text-align: right;">Osteologist</p>	

PART B: OTHER ARTICLES

Preliminary

1. For the purpose of registration as a company limited by guarantee in August 1969, the Association was declared to consist of an unlimited number of Members.
2. The Association is committed to the fostering and implementation of good corporate governance practices and a sound ethical culture in strict compliance with the policies and procedures established or developed in the conduct of the business and activities of the Association and in the best interests of the Association and the Members as a whole so as to (i) suit the organisational structure, resource capability and operational needs of the Association; and (ii) enhance the accountability of the Council, as well as the committees and sub-committees of the Council.
3. The Association is established for the objects expressed in Part A of these Articles.

Qualifications and Elections of Members

4. Members shall consist of:
 - (a) "Group Members" (i.e. those organizations duly registered under the Society Ordinance or companies incorporated under the Ordinance or its predecessors); and
 - (b) "Individual Members" (those above 18 years old holding valid Hong Kong identity documents).
5. An organization shall be eligible for admission as and to be a "Group Member" of the Association, or for transfer to that class, if and so long as it has been carrying on the business of coaching and training of Chinese martial arts and national pugilism or dragon and lion dance and duly registered under the Business Registration Ordinance.
6. This article regarding the eligibility of a Prospective Member is deleted in its entirety.
7. The appropriate forms of application for admission to, or of nomination for membership as a "Group Member" or an "Individual Member" of the Association shall be such as shall from time to time be prescribed or approved at any duly constituted meeting of the Council by a resolution passed by a simple majority of all the Council Members present or participating; and it shall be competent for the Council at any such meeting by a like resolution to alter or add to any of the forms.
8. The applicant must complete the application form approved by the Council, pay the prescribed fees and duly sign the membership registration form before he could be admitted as a Member.
9. Application for any membership of the Association shall be subject to the objection not exceeding one-fourth of those members present at or participating in the Council meeting. The Association shall have absolute discretion to refuse to accept or defer considering the application of any organisation or person to be a Member without giving any reason therefor unless upon request in writing.

10. Each organisation and every individual person admitted to membership of the Association shall within seven days after its and his admission pay the entrance fee and the annual subscription fee (if any) payable to the Association under these presents, and shall sign the Register at the Registered Office or transmit thereto its and his signature for insertion in such Register. The admission shall not be deemed to be completed unless and until this Article is complied with.
11. Every Member shall be entitled to a certificate of membership appropriate to the class to which he is admitted or transferred. Such certificate shall remain the property of the Association and shall be surrendered upon termination of the membership.
12. The Council may at its absolute discretion publish in such Chinese daily newspaper(s) circulating in Hong Kong as the Council may decide the admission of a Member.
13. Once admitted as a Member, any organisation or individual person (as the case may be) should express the willingness to observe and consent to these presents.
14. Every Member of any class shall from time to time notify to the Secretary a place of business or residence to be registered as his place of address, and the place so from time to time registered shall for the purposes of the Ordinance and these presents be deemed his registered address.
15. If a Member of any class shall fail to give a place of address in Hong Kong, he shall not be entitled to receive notice in advance of any of the Members' Meetings or other proceedings of the Association and no meeting or other proceeding shall be invalidated by reason of his not having received such notice as aforesaid.
16. If a Group Member shall change its officer in charge (e.g. its proprietor, managing partner, chairman of the board of directors or president etc.), it shall notify in writing the Association of such change within fourteen days of such change.
17. A notice may be served by the Association upon any Member of any class personally, by sending it through the post in a prepaid envelope or wrapper containing the notice properly addressed and posted, or by fax or email.
18. The Association in Members' Meeting may from time to time impose reasonable restrictions as regards the time and manner at and in which the accounts and books of the Association, or any of them, shall be open to inspection by the Members, subject as regards the Register, annual returns, statement of financial position and the minute books of proceedings of Members' Meetings, to the provisions of the Ordinance. Subject to any such restrictions and with the Council's consent, the accounts and books shall be open to their inspection during normal business hours.
- 18A Individual Members and Group Members are entitled to have voting rights, and for those Members whose period of membership exceeds two years also have electing rights.

Fees, Subscriptions and Calls

19. The Council may from time to time determine what entrance fees (if any) shall be paid upon admission to membership or upon transfer from one class of membership to another, and with the sanction of a Members' Meeting, what annual subscriptions (if any) shall be payable in respect of each class of membership.
20. Admission fee, subject to the revision of the Council from time to time, of a/an:-
 - (a) Individual Member shall be a lump sum of not less than HK\$1,000.00; and
 - (b) Group Member shall be a lump sum of not less than HK\$2,000.00

The President or any Vice-President may each donate a lump sum to the Council upon being elected.
21. Until otherwise determined by the Council, the admission fee of each of the Group Members and the Individual Members payable to the Association shall be compounded by one payment as stated in article 20 just above.
22. This article regarding the payment by a Prospective Member is deleted.
23. On the admission of a Member, the fact shall be notified to it/him by the Secretary.
24. The Council may, with the sanction of a Members' Meeting, from time to time call upon the Members of two classes to contribute funds in proportion to their lump sum fee paid at their admission for the purposes of financing the Association and every Member shall pay every call so made as prescribed by the Council.
25. A call shall be deemed to have been made at the time when the resolution of the Council making the same was passed. Fourteen days' notice of any and every call shall be given specifying the amount, time and place of payment, and to whom such call shall be paid.

Termination of Membership

26. Any Member may resign his membership by two months' notice in writing to the Secretary, and upon expiration of the notice, unless it has been withdrawn, his membership shall cease
27. The rights and privileges of membership shall not be transferable.
28. If any Member of any class shall fail or neglect for three months to pay any money due from him to the Association, the Council may forthwith suspend his rights and privileges of membership and may serve upon him a notice in writing appointing a day and place for payment and a copy of this Article shall be subjoined thereto. If he continues in default for one month after service of such notice, his membership shall cease.

29. If any Member violates these Articles or the Bye-Laws or if his conduct shall, in the opinion of the Council, be injurious to the character or interests of the Association or be derogatory to such Member's status in society, a Council meeting shall be specially summoned to consider the case. If the Member complained of shall not explain his conduct to the reasonable satisfaction of the Council, the Council shall call upon such Member to resign, and should he not do so within a week, his name shall be erased from the Register and he shall, ipso facto, cease to be a Member, provided always that the decision calling upon him to resign shall be supported by a simple majority of the Council Members present at or participating in such meeting.
30. If a Member of any class (a) is adjudged bankrupt or suspends or compound payment with his creditors generally; (b) is insolvent or c o m m e n c e s winding up; (c) is found lunatic or becomes of unsound mind; or (d) passed away, his membership shall cease automatically.
31. Any Member of any class who may be convicted of any indicatable offence shall, ipso facto, cease to be a Member. If for any cause other than default in payment of money due to the Association, it shall be considered by two or more Members that any Member ought to be reprimanded, suspended or removed from membership of the Association, a requisition to that effect setting forth the ground(s) for the requisition and signed by them, shall be forwarded to the Secretary, to be laid by him before the Council for consideration. The Council may also, if it thinks fit, initiate such requisition and statement of grounds. Such requisition shall be read by the Chairman at the next Council Meeting. Should the Council resolve then or later not to proceed with the matter, such requisition shall have no effect and in such case, the name of the Member in question shall not be entered in the minutes. Should the Council resolve to investigate further, it may at its absolute discretion remit the matter to not less than three of their own body for enquiry and report.

Should the Council find prima facie ground(s) for further proceedings either upon this report or upon its first consideration of the requisition and statement of grounds and resolve to proceed, it shall be the duty of the Secretary to notify the Member concerned that a special Council meeting is about to be held by reference to the said requisition, particulars of which shall accompany such notification, and that he has the option of either resigning within fourteen days from the date of the notice or appearing in person before the said special Council meeting to answer the allegation or allegations contained in the said requisition. And if within that period the Member concerned sends in his resignation in writing, he shall cease to be a Member, but otherwise at the expiration of such period, a special Council meeting shall be convened for the purpose of considering the requisition, and reprimanding, suspending, expelling, exonerating or otherwise dealing with the Member as the special Council meeting shall decide by resolution, passed by a simple majority of those Council Members present or participating

32. The decision of the Council shall be communicated by the Secretary to such Member by registered letter and may be published in such Chinese daily newspaper(s) circulating in Hong Kong as the Council may decide and the Member concerned shall be deemed to have consented to such publication provided always that should any facts be subsequently brought to the knowledge of the Council which in its opinion shall justify it in rescinding its previous decision, it shall have power to do so by resolution of a special Council meeting passed by a simple majority of those Council Members present or participating, and it shall communicate and may publish such decision as hereinbefore provided.

33. Any person or group whose membership ceases for any reason(s) shall nevertheless remain liable to pay to the Association all moneys which remain due at the time when his or its membership ceased.

Members' Meetings

34. Subject to sections 611, 612 and 613 of the Ordinance, the Association shall, in respect of each financial year of the Association, hold a general meeting as the Annual General meeting in accordance with section 610 of the Ordinance and shall specify the meeting as such in the notice calling it.
35. Upon induction to the office, the President elected for the ensuing year shall deliver an address at the Annual General Meeting.
36. Any Member of any class wishing to bring before the Annual General Meeting any motion not relating to the ordinary businesses thereof, shall give notice of such motion to the Council through the Secretary four clear weeks before the date fixed for the Annual General Meeting, and no such motion shall come before the meeting unless such notice has been given, or unless the Council shall see fit to dispense with this Article in any particular case.
37. General Meetings shall be held at such time and place as the Council shall from time to time appoint.
38. Twenty-one clear days' notice at the least of every Annual General Meeting and fourteen clear days' notice at the least of every General Meeting, specifying the place, the day and the hour of the Meeting, and in the case of special business of the general nature of such business, shall be given to the Members entitled to receive it, in the manner hereinafter mentioned, or in such other manner (if any) as may be prescribed by a Members' Meeting, but the accidental omission to give such notice to or the non-receipt of such notice by any Member entitled thereto shall not invalidate the proceedings at any Members' Meeting.
- 38A A members' Meeting shall, notwithstanding that it is called by shorter notice than that specified in Article 38 just above, be deemed to have been duly called if it is so agreed:-
- (a) in the case of the Annual General Meeting, by all the Members entitled to attend and vote thereat; and
 - (b) in the case of any General Meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than 95% of the total voting rights of all the Members entitled to attend and vote at that meeting
39. At any Members' Meeting, thirty Members present in person or by proxy shall form a quorum. If a quorum is not present at the commencement of the meeting or maintained until the conclusion thereof, the meeting shall stand adjourned to the same day in the next week and notice thereof shall be given to the Members. At the adjourned meeting, a number of not less than five Members present in person or by proxy shall be a quorum.
40. The Council may, whenever it thinks fit, convene a General Meeting, and General Meetings shall also be convened on such requisition by the Member or Members representing at least 5% of the total voting rights of all the Members having the rights to vote at the meeting or in default may be convened by such requisitionists as provided in Section 568 of the Ordinance.
- 40A The Council may, if considered reasonable and proper, postpone any Members' Meeting convened but not yet held or change the form thereof.

- 40B A Members' Meeting may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting should constitute presence of such meeting.
41. All businesses transacted at a General Meeting, and at an Annual General Meeting with the exception of the consideration of the financial statements, including the statement of financial position, and the reports of the Council and the auditors, the election of Council Members in the place of those retiring as well as the appointment and fixing the remuneration of auditors pursuant to the regulations herein contained, shall be deemed special.

Proceedings at Members Meetings

42. The President, or in his absence any one of the Vice-Presidents or the Chairman, shall preside as chairman at every Members' Meeting. If (a) neither the President nor any one of the Vice-Presidents or the Chairman is present within ten minutes after the time appointed for the meeting; (b) neither of them present is willing to chair the meeting; or (c) all of them have given notice to the Association of their intention not to attend the meeting, the Council Members present or participating shall choose one of them to be chairman of such meeting.
- 42A. The Members present shall choose one of them to be the chairman of the meeting if no Council Members is present or participating or willing to chair the meeting.
43. The chairman may, with the consent of any Members' Meeting, adjourn the same 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.
44. Questions arising at any Members' Meeting shall be decided on a show of hands of the Members present in person or by authorized representative or proxy, unless a poll is demanded by (a) the chairman of the meeting; or (b) at least 3 Members present in person or by proxy and entitled to vote or the Member or Members present in person or by proxy representing at least 5% of the total voting rights of all the Members having the rights to vote at the meeting, whichever is less and unless a poll is so demanded, a declaration by the chairman, in the absence of manifest errors or fraud that a resolution has been carried, carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book of proceedings 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.
45. If a poll is duly demanded, it shall be taken at such time and place and either immediately (e.g. for the election of chairman or the adjournment of the meeting) or after an adjournment or interval, and either by open voting or by ballot, as the chairman of the meeting directs, and the result of the poll shall be deemed the resolution of the meeting at which the poll was demanded.
46. The chairman of a Members' Meeting shall, in case of an equality of votes whether on a show of hands or on a poll which is properly demanded, be entitled to a casting vote in addition to the vote to which his membership entitles him.
47. Every Group Member and every Individual Member shall be entitled to receive notice of, and attend, every Members' Meeting. The officer-in-charge of every Group Member and every Individual Member shall be entitled to one vote on a show of hands or a poll. The duly appointed proxy of each of the Group Member or the Individual Member is also entitled to one vote. A proxy must be either an Individual Member or the officer-in-charge of a Group Member.

48. The instrument appointing a proxy shall be in writing under the hand of the appointer.

The instrument appointing a proxy shall be deposited at the Registered Office not less than forty-eight hours before the time for holding the meeting at which the person named in such instrument proposes to vote; but no instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

49. Every instrument of proxy shall be in the form or to the effect following:

I/We, _____ of _____
in Hong Kong, being an Individual/a Group Member of Chinese Martial Arts Dragon and
Lion Dance Association of Hong Kong, China Limited, hereby appoint _____ of
_____, or failing him/her the chairman of the meeting as my/our
proxy for me/us and on my/our behalf at the annual general or general meeting of the Association
to be held on the _____ Day _____ of, 202[] and at any adjournment thereof.

Signed this _____ day of _____, 202[] .

Signature: _____

50. No person or organization shall be entitled to be present or participating or to vote on any resolution either personally or by authorized representative or proxy or as proxy for another at any Members' Meeting, or upon a poll, or be counted in a quorum, whilst any money is due from him or it to the Association.
51. At every Annual General Meeting at which a Council Member retires from office, his retirement shall not take effect until the conclusion of the meeting.

Office

52. The Registered Office where the management and superintendence of the Association's business is conducted shall be in Hong Kong and the Council may at its absolute discretion open or close subsidiary district and local offices elsewhere.

Officers and Council

53. The Association shall be governed by a Council composed of the Officers and other Council Members. The total number of Council Members shall not be more than 65 inclusive of 13 Group Members which are representatives of schools of martial arts or dragon and lion dance in Hong Kong.

The Council Members shall elect from amongst themselves a Chairman, two to seven Vice-Chairmen, a Treasurer and a Secretary (the "Officers"), a President, two to seven Vice-Presidents and the Council shall elect amongst themselves the members of an Amateur Members Committee formed to assist the promotion of the affairs of the Association.

The Chairman and the Vice-Chairman/Vice-Chairmen may, having regard to diversity of the Council, co-opt a President and a Vice-President(s) from amongst the Members to fill any casual vacancy.

Each term of office of every Officer and other Council Member as well as the President and every Vice-President shall be 4 years. Except for the President who must retire from office after having served the Council for 3 consecutive terms, each of them may continue to serve the Council if duly elected.

54. At every other Annual General Meeting, the Council Members shall retire but shall be eligible for re-election, and the vacancies so created shall be filled. Retiring Council Members shall be notified by the Secretary of their retirement at least 28 days before the date of the Annual General Meeting. Promptly after being notified, the retiring Council Members shall in turn indicate whether they will offer themselves for re-election.
55. Any Officer or other Council Member whose membership of the Association ceases shall, ipso facto, vacate his office.
56. If at any Annual General Meeting an election of Officers or other Council Members ought to take place but the places of the vacating Officers or members are not filled, then subject to any resolution reducing the number of elected Council Members, the retiring Officers or other Council Members, or such of them as have not had their places filled up, shall continue in office until the Annual General Meeting in the next year, and so on from year to year until their places are filled up. The Council shall choose from their own body a President for the current term, who shall be eligible and the Vice- Presidents, a Treasurer and a Secretary.
57. If any vacancies shall occur in the Council, the Reserve Council Members shall fill up the vacancies from time to time according to their seniority stated in the Reserve List (i.e. the length of being Members of the Association) but any person so appointed to the Council shall retire at the next Annual General Meeting but shall be eligible for re-election, if duly nominated.

Qualification of Officers and Other Council Members

58. President: Any Individual Member of the Association or the officer-in-charge of any Group Member of the Association shall be entitled to be elected President if duly nominated, but he shall not hold office for more than 3 consecutive terms.
59. Vice-President: Any Individual Member of the Association or the officer-in-charge of any Group Member of the Association shall be entitled to be elected Vice-President if duly nominated.
60. Treasurer: Any Individual Member of the Association or the officer-in-charge of any Group Member of the Association, who has been holding office as a Council Member for at least one term shall be entitled to be elected Treasurer if duly nominated.
61. Secretary: Any Individual Member of the Association or the officer-in-charge of any Group Member of the Association, who has been holding office as a Council Member for at least one term shall be entitled to be elected Secretary if duly nominated.
62. Council Members: Any Individual Member of the Association or the officer-in-charge of any Group Member of the Association, who/which has been a Member for two years or more shall be entitled to be elected. Any President or Chairman who held four years of office would be entitled to be nominated and approved by the Council as a Permanent President or Permanent Chairman, who will become an ex-officio member of the Council as they have good experience in promoting the affairs of the Association. Such ex-official member of the Council has the right to receive notice of each Council meetings and attend such meeting but has no voting right in the Council meeting.

Council Meetings

63. The Council shall meet as required. Ordinarily, it shall meet at least six times a year.
- 63A. A Council Meeting may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting should constitute presence at such meeting.
- 63B. Except as otherwise provided, a resolution in writing (which may consist of several documents in the like form) which has been circulated to all Council Members and which is signed by all of them indicating that they are in favour of the resolution shall be as valid and effectual unless and until it has been passed at a Council Meeting duly convened and held.
- 63C(a). Not less than three days' notice shall be given to all the Council Members for the time being. Notice of such a meeting need not be in writing. The accidental failure or omission to give notice to, or the non-receipt of notice by, any Council Member, shall not invalidate the proceedings at the meeting. The agenda and meeting papers should be sent to all the Council Members at least two days before the meeting.
- 63C(b). An ad hoc or urgent meeting of the Council can be summoned. The relevant notice can be given to each Council Member less than the number of days set out just above and the agenda and meeting papers can be dispensed with if circumstances require.
64. The Council may make such regulations as it thinks proper as to the summoning and holding of its meetings, and for the transaction of business thereat, and it may postpone or adjourn any meeting and may from time to time fix the quorum necessary for the transaction of business but until it shall otherwise determine, 10 Council Members shall form a quorum, such quorum to be present or participating at the commencement of the meeting and maintained until the conclusion of the meeting; otherwise, the meeting shall be adjourned.
65. The Council may at its absolute discretion delegate to an Administrative Committee, composed of such of the Officers and other Council Members as it may appoint and the senior official of the Association, the duty of dealing with urgent matters of administration and urgent questions within precedent, policy and financial commitment that may be put to the Committee by the senior official of the Association but such Administrative Committee shall not be competent to act under Articles 8, 9, 19, 20, 21, 32 and 37 in Part B of these Articles and this Article.
66. The President, any one of the Vice-Presidents or any 3 other Council Members may at any time summon a special meeting of the Council.
67. The President, or in his absence any one of the Vice-Presidents, shall take the chair at all Council meetings; and if at any meeting none of them is present within ten minutes after the time appointed, those Council Members present or participating shall choose one of them to be chairman of the meeting.
68. Questions arising at any Council meeting shall be decided by a simple majority of votes and in case of an equality of votes, the chairman shall have a second or casting vote.
69. The continuing Council Members may act, notwithstanding any vacancy in the Council, provided that the number of Council Members is not reduced to below 5. If their number is reduced to below 5, the continuing Council Members may act for the purpose of filling vacancies in the Council or convening a General Meeting, but for no other purpose.

Cessation of Council Membership

70. A Council Member may at any time resign by giving notice in writing to the Secretary in accordance with section 464(5) of the Ordinance, but shall not thereby be disqualified from being at any time thereafter re-elected.
- 70A The office of a Council Member shall, ipso facto, be vacated if he:-
- (a) becomes bankrupt, suspends or compounds payment with his creditors generally;
 - (b) is found lunatic or becomes of unsound mind;
 - (c) ceases to be a Member or the officer-in-charge of a Group Member;
 - (d) is removed by a resolution passed by a simple majority of the Council Members present at or participating in a meeting;
 - (e) passed away;
 - (f) is convicted of a criminal offence;
 - (g) has acted or behaved, in the reasonable opinion of the Council, injurious to the reputation or interests of or repugnant to the Association or its Members; or
 - (h) becomes prohibited from being a Council Member by reason of any disqualification order made under Part IVA of the Companies (Winding Up and Miscellaneous Provisions) Ordinance, Chapter 32 of the Laws of Hong Kong.
71. If a Council Member shall, without applying for permission from the Council, be absent from the meetings thereof for a period of four consecutive months, the Council may declare his office vacant, and he shall thereupon cease to be a Council Member, and his office would then be taken up by others.
72. Minutes of the proceedings (including the resolutions and the relevant members' dissenting views) of every meeting of the Council or its committee or sub-committee and of attendance thereat respectively shall be recorded by the Secretary in a book kept for that purpose, and after approval be signed by the relevant chairman of the meeting.
- Every such minutes, when so recorded and signed shall, in the absence of proof of manifest error or fraud therein, be considered as a correct record and an original proceeding.
73. The Association may by an ordinary resolution passed at any Members' Meeting, of which due notice specifying the purpose has been given, remove a Council Member from his office, but fourteen clear days' prior notice of intention to hold such Members' Meeting shall be given to such Council Member. Upon such resolution being duly passed, he shall cease to be a Council Member.

Nomination, etc

74. An Individual Member or the officer-in-charge of a Group Member may be nominated for election as a Council Member by any two Members, being Individual Members and/or Group Members at such election; the nomination to be sent to the Secretary in writing at least twenty-eight days before the holding of the Annual General Meeting at which the election will take place, together with a notification in writing from such nominee of his willingness to serve upon the Council if elected. The Council may in its absolute discretion establish a Selection Committee to set up the rules and procedures for the nomination and election of Council Members (including the eligibility of the candidates) at least three months before the Annual General Meeting and if so, such rules and procedures shall be notified to the Members at least two months before the Annual General Meeting.
75. All acts, deeds and things done by the Council and of its appointed committees, sub-committees and agents in their respective capacities shall be valid, notwithstanding that some defect shall afterwards be discovered to have existed or to have arisen in the appointment of or by the Council in the appointment of any member of the Council or any such committee, sub-committee or agent.

Powers of the Council

76. In the management of the Association, the Council shall, in addition to the powers and authorities by these Articles expressly conferred upon them, be entitled to exercise all such powers and do all such acts, deeds and things as may be exercised or done by the Association and are not hereby or by statute or the Ordinance expressly directed or required to be exercised or done by the Association in Members' Meeting.
77. In furtherance and not in limitation of the general powers conferred by Article 76 just above, the Council may:-
 - (a) from time to time appoint or terminate the appointment of any person as an official, employee or servant of the Association and of any persons of any class of membership of the Association to be the local correspondents, agents or representatives or committee of the Council but anything specified under this Article shall not include the delegation of the Council's authority under Articles 8, 9, 19, 20, 21, 32 and 37 of Part B of these Articles;
 - (b) from time to time make such Bye-Laws, rules, regulations or codes for ensuring and carrying into effect the objects of the Association, including a benevolent fund (the "**Benevolent Fund**") as it may think fit, not involving any such alteration of or addition or amendment to these Articles as could only legally be made by a special resolution of the Association and not being contrary to Part A of these Articles, and may from time to time alter, add to and amend the same;
 - (c) without prejudice to the provisions of Article 24 of Part B of these Articles, raise any loan or loans in any manner and on any terms as reasonably determined by the Council; and
 - (d) in the temporary absence of the Secretary or the Treasurer, or his inability to act, appoint any person to act in his stead; and the person so appointed may temporarily exercise all the powers and duties of the Secretary or the Treasurer.

78. The Council shall provide for the safe custody of the Seal and make regulations as to the use thereof, but the Seal shall not be affixed to any instrument except by the authority of a resolution of the Council and in the presence of the President or a Vice-President and the Secretary; and the President or a Vice-President and the Secretary shall sign every instrument to which the Seal is so affixed in their presence.
- 78A. The Council may appoint experienced Individual Members, officers-in-charge of the Group Members or people dedicated to promote the Chinese martial arts, national pugilism and dragon and lion dance as advisors or consultants of the Association, whose role is to render assistance and advice in managing the Association.

Accounts and Audit

79. The Council shall cause proper and sufficient accounts to be kept of the moneys received and expended by the Association, and the matters in respect of which such receipts and expenditure take place, of the assets, credits and liabilities of the Association and of all sales and purchases of goods and services by the Association. The financial statements shall be closed on the 31st day of March in each year and a statement of financial position containing a summary of the assets and liabilities of the Association on that day shall be prepared, together with an income and expenditure account / statement of profit or loss and other comprehensive income for the year ending on that day.
- 79A. The books of account of the Association shall be kept at the Registered Office, or subject to sections 374(1) and (2) of the Ordinance, at such other place or places as the Council Members think fit, and shall always be open to the inspection of the Council Members.
- 79B. The financial statements prepared by the Association must follow the accounting or financial reporting standards issued or adopted by the HKICPA or its successors and adhere to all the recommended practices of the HKICPA or its successors.
- 79C. The financial statements of the Association must show a true and fair view of the state of affairs of the Association and explain its transactions.
- 79D. Auditors will be appointed to audit the annual financial statements of the Association according to the applicable statutory and regulatory requirements.
80. At an ordinary Council meeting, the duly audited financial statements for the last financial year ended 31st day of March with all vouchers and receipts, and also the statement of financial position, shall be presented and reported upon by the Treasurer, and at this meeting the auditors to the Association shall be represented.
81. A copy of the income and expenditure account / statement of profit or loss and other comprehensive income for the last financial year ended 31st March and the statement of financial position as at that date shall, not less than twenty-one days prior to each Annual General Meeting, be sent to the Members and displayed on the notice board of the Association for the Members' reference and the same and other reports as referred to in sections 388 to 391 of the Ordinance be laid before the Annual General Meeting.
82. All entrance/admission fees or subscriptions and other moneys (if any) payable to the Association shall be received by the Treasurer, or by such person as the Council may from time to time appoint to act temporarily in his place under Article 77(d) of Part B of these Articles above.

83. (a) The Council may, from time to time, make grants to the Benevolent Fund.
(b) The Council may, from time to time, reserve or set apart out of the moneys of the Association such sums (the "**Reserve Fund**") as, in its judgment are necessary or expedient, to be at the absolute discretion of the Council applied in providing against losses on leasehold or other property subject to depreciation, or to be used as a sinking fund to pay off debentures or incumbrances of the Association, or for any other purposes of the Association; but no part of the Reserve Fund shall be employed in carrying on the current business of the Association, except in pursuance of a unanimous resolution of a meeting of the Council unless and until the claims, liabilities debentures, and incumbrances or other purpose for which such Reserve Fund was set apart shall have been fully discharged, satisfied or ended.
84. All moneys received shall be kept in the accounts of the Association maintained with the designated licensed banks in Hong Kong, and all cheques shall be signed by any two of the four kinds of Officers (i.e. the Chairman, the Vice-Chairmen, the Treasurer and the Secretary) duly appointed for that purpose of the Council. The amount of cash to meet petty cash payments shall be determined by the Council. The receipt of the Treasurer for all moneys paid to the Association shall be a sufficient discharge.

Committees

85. Without prejudice to the extent of the general powers which the Council is authorised to confer on any Committee or Committees:
- (a) Every Committee appointed shall remain in office until it is discharged by the Council. The Council shall at its first meeting after the Annual General Meeting review its Committees and recognise them.
 - (b) The minutes, decisions or proposals of all Committees shall be reported from time to time to the Council for consideration and approval.
 - (c) The President shall be an ex-officio member of each of the Committees.
 - (d) The Committee shall not do any act in its own name.
 - (e) When it is necessary or expedient to do so, the Council may appoint a Committee for the purposes of promoting the affairs of the Association. Any resolution of the Committee should be approved or ratified by the Council.
 - (f) The Council may dismiss any Committee formed by the Officers without assigning any reasons therefor.
86. Notwithstanding any vacancy or vacancies in any Committee, the remaining members of such Committee may continue to act so long as their number does not fall below three.
87. The quorum for a meeting of any Committee shall be three members present or participating, unless otherwise determined by the Council.

Notices

88. Every Member of any class shall from time to time notify the Secretary of a place of business or residence to be registered as the place of address, and the place so from time to time registered shall for the purposes of the statutes and the Ordinance as well as of these presents be deemed his registered address.
89. If a Member of any class shall fail to notify the Secretary of a place of address in Hong Kong, he shall not be entitled to receive notice of any of the Members' Meetings or other proceedings of the Association and no meetings or other proceedings shall be invalidated by reason of his not having received such notice as aforesaid.
90. A notice may be served by the Association upon any Member of any class either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such Member at his registered address or, if the Member has notified the Association of his fax number or email address, by fax or email.
91. Any notice sent by post shall be deemed to have been served 24 hours after the envelope or wrapper containing the same is put into the post; and in proving such service, it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and posted as a prepaid letter. Any notice sent by fax or email shall be deemed to have been served at the time when the notice is sent.

Winding Up

92. The provisions of the Fifth Article of Part A of these Article relating to the winding-up and dissolution of the Association shall have effect as if the same were repeated in these presents.

Council Members' Indemnity

93. (1) Only in furtherance of the objects of the Association but not otherwise, a Council Member or former Council Member may be indemnified out of the Association's assets against any liability incurred by the Council Member to a person other than the Association or an associated company of the Association in connection with any negligence, default, breach of duty or breach of trust in relation to the Association or associated company (as the case may be).
- (2) Paragraph (1) only applies if the indemnity does not cover—
 - (a) any liability of the Council Member to pay—
 - (i) a fine imposed in criminal proceedings; or
 - (ii) a sum payable by way of a penalty in respect of non-compliance with any requirement of a regulatory nature; or
 - (b) any liability incurred by the Council Member—
 - (i) in defending criminal proceedings in which the Council Member is convicted;
 - (ii) in defending civil proceedings brought by the Association, or an associated company of the Association in which judgment is given against the Council Member;
 - (iii) in defending civil proceedings brought on behalf of the Association by a Member or of an associated company of the Association, in which judgment is given against the Council Member;
 - (iv) in defending civil proceedings brought on behalf of an associated company of the Association by a member of the associated company or by a member of an associated company of the associated company, in which judgment is given against the Council Member; or
 - (v) in connection with an application for relief under section 903 or 904 of the Ordinance in which the Court refuses to grant the Council Member relief.

- (3) A reference in paragraph (2)(b) to a conviction, judgment or refusal of relief is a reference to the final decision in the proceedings.
- (4) For the purposes of paragraph (3), a conviction, judgment or refusal of relief—
 - (a) if not appealed against, becomes final at the end of the period for bringing an appeal; or
 - (b) if appealed against, becomes final when the appeal, or any further appeal, is disposed of.
- (5) For the purposes of paragraph (4)(b), an appeal is disposed of if—
 - (a) it is determined, and the period for bringing any further appeal has ended; or
 - (b) it is abandoned or otherwise ceases to have effect.

Auditor's Insurance

94. (1) Only in the furtherance of the objects of the Association but not otherwise, the Council Members may decide to purchase and maintain insurance, at the expense of the Association, for an auditor of the Association, or an auditor of an associated company, against:
 - i. any liability to any person attaching to the auditor in connection with any negligence, default, breach of duty or breach of trust (except for fraud) occurring in the course of performance of the duties of auditor in relation to the Association or associated company (as the case may be); or
 - ii. any liability incurred by the auditor in defending any proceedings (whether civil or criminal) taken against the auditor for any negligence, default, breach of duty or breach of trust (including fraud) occurring in the course of performance of the duties of auditor in relation to the Association or associated company (as the case may be).
- (2) In this Article, a reference to the performance of the duties of auditor includes the performance of the duties specified in sections 415(6)(a) and (b) of the Ordinance.

Miscellaneous

95. All matters not specially provided by these Articles shall be left to the decision of the Council whose ruling shall be final and conclusive.

Interpretation

96. Any question as to the interpretation of these Articles shall be left to the Council whose decision on any point shall be final and binding on all the persons or organisations affected.

Anti-Doping

97. The Anti-Doping Rules promulgated by The Sports Federation & Olympic Committee of Hong Kong, China and/or Hong Kong Anti-Doping Committee (as the case may be) from time to time shall be incorporated into these Articles and any person(s) (whether Members or not) taking part in any of the activities of the Association or in any activities with which the Association may be associated or affiliated, who act(s) in breach thereof, shall be subject to discipline as imposed by the Council as it deems fit and proper.

Anti-Corruption

98. Each of the Council Members and members of the Council's committees and sub-committees, as well as the officers, servants and employees of the Association should enhance his integrity awareness and make himself familiarise with the spirit, code and legislation of the Prevention of Bribery Ordinance, Chapter 201 of the Laws of Hong Kong in relation to (i) anti-corruption; and (ii) non-acceptance from, and prohibition from offer to, persons with whom they have official dealings of advantage (other than token gifts) and entertainment. They should also safeguard their core functions against the risks of nepotism and other malpractices.

The Council should from time to time make reference to and consider for adoption by the Association appropriate recommended principles, standards and practices set out in, amongst others, the following of the "Best Practice Reference for Governance of National Sports Associations ('NSAs')" issued by the Independent Commission Against Corruption of Hong Kong, namely (i) Sample: Code of Conduct for NSA Board Members; and (ii) Sample: Code of Conduct for Employees of NSA.