

THE COMPANIES ORDINANCE  
Chapter 622 of Laws of Hong Kong

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

As amended by Special Resolution dated 1<sup>st</sup> August 2022  
As amended and adopted by Special Resolution dated 25<sup>th</sup> April 2024

of

Anti-Doping Organization of Hong Kong, China  
中國香港運動禁藥管制機構

This is a certified true and correct copy of the Articles of Association adopted on 25<sup>th</sup> April 2024.

  
Prof. FU Hoo Kin Frank, BBS, MH, JP  
Chairperson, Board of Directors  
Anti-Doping Organization of Hong  
Kong, China

**1. Name of the Company**

- (1) The name of the company is Anti-Doping Organization of Hong Kong, China in English and 中國香港運動禁藥管制機構 in Chinese (and in these articles, it is called the “**Organization**”).

**2. Registered office to be in Hong Kong**

- (1) The registered office of the Organization will be situated in Hong Kong.

**3. Interpretation**

- (1) In these articles:

“Board” or “Board of Directors”	has a meaning ascribed to it in Article 8(1).
“Chairperson”	has a meaning ascribed to it in Article 8(3).
“Director” or “Directors”	has a meaning ascribed to it in Article 8(1).
“ex-officio Member”	has a meaning ascribed to it in Article 29(1).
“Government”	has a meaning as defined in Interpretation and General Clauses Ordinance (Chapter 1 of the Laws of Hong Kong) and any modifications thereto.
“Hong Kong”	The Hong Kong Special Administrative Region of the PRC.
“Honorary Treasurer”	has a meaning ascribed to it in Article 8(4).
“Member”	a member of the Organization.

“mentally incapacitated person”	a person who is found under the Mental Health Ordinance (Chapter 136 of the Laws of Hong Kong) to be incapable, by reason of mental incapacity, of managing and administering his or her property and affairs.
“objects”	means the objects of the Organization as expressed in these articles.
“Ordinance”	means the Companies Ordinance, Chapter 622 of the Laws of Hong Kong including the related subsidiary legislations.
“Organization”	means Anti-Doping Organization of Hong Kong, China 中國香港運動禁藥管制機構.
“PRC”	means the People’s Republic of China.
“proxy notice”	has a meaning ascribed to it in Article 42(1).
“Testing Programme”	has a meaning ascribed to it in Article 5(1)(c).
“these articles”	means the articles of association of the Organization.
“Transitional Period”	means the period commencing from the date of incorporation of the Organization to the date of the annual general meeting in the year 2025.
“Vice-Chairperson(s)”	has a meaning ascribed to it in Article 8(4).
“WADA”	means World Anti-Doping Agency.
“WADC”	means World Anti-Doping Code.

- (2) Words importing one gender shall include all genders, and the singular includes the plural and vice versa.
- (3) Other words or expressions used in these articles have the same meaning as in the Ordinance as in force on the date these articles become binding on the Organization.
- (4) A reference to writing or written includes a fax or communications in electronic form.
- (5) The term “electronic” shall mean any retrievable form or medium whether electronic, digital, electrical, magnetic or otherwise and whether having physical substance or not which is capable of storing and retrieving information in invisible form;
- (6) References to “Paragraph” are to paragraphs of these articles.
- (7) For the purposes of these articles, a document is authenticated if it is authenticated in any way in which Section 828(5) or Section 829(3) of the Ordinance provides for documents or information to be authenticated for the purposes of the Ordinance.
- (8) The regulations in Schedule 3 to the Companies (Model Articles) Notice, Chapter.622H of the Laws of Hong Kong, shall not apply to the Organization.

#### **4. Liability of Members**

- (1) The liability of the Members is limited.

- (2) Each person who is a Member of the Organization undertakes that if the Organization is wound up while the person is a Member of the Organization, or within one year after the person ceases to be such a Member, the person will contribute an amount required of the person, not exceeding HK\$10 to the Organization's assets:
- (a) for the payment of the Organization's debts and liabilities contracted before the person ceases to be such a Member;
  - (b) for the payment of the costs, charges and expenses of winding up the Organization; and
  - (c) for the adjustment, among the contributories, of their rights.

## 5. Object

- (1) The objects for which the Organization is established ("objects") are specifically expressed below:
- (a) To act as Hong Kong's National Anti-Doping Organization (as defined in the World Anti-Doping Code ("**WADC**") promulgated and revised from time to time by the World Anti-Doping Agency ("**WADA**").
  - (b) To respect and discharge the roles and responsibilities of a National Anti-Doping Organization under the WADC.
  - (c) To establish, implement and administer a world-class testing programme in Hong Kong ("**Testing Programme**"), whether in-competition or out-of-competition, and includes the setting up of testing pools, planning of the tests, collection of test samples from athletes, the arrangement for WADA accredited laboratories to analyse such samples, management and follow-up on the test results.
  - (d) To establish and administer appeal mechanisms for the Testing Programme.
  - (e) To promote doping-free sports and provide advice and assistance to local sports organizations in relation to anti-doping in sports.
  - (f) To develop, adopt, monitor, revise and maintain anti-doping rules, policies, plans, procedures and guidance so as to implement the WADC and to ensure such rules, policies, plans, procedures and guidance conform with WADC.
  - (g) To promote, arrange, organise and conduct education and research into and about anti-doping in sports.
  - (h) To promote, arrange, organise and conduct advisory services, conferences, lectures, seminars, meetings, discussions, exhibitions, workshops and training, whether online or offline, whether in Hong Kong or elsewhere, about anti-doping in sports.
  - (i) To develop, adopt, monitor, revise and maintain agreements, policies, plans and procedures for sharing of information about doping in sports with and by sports governing bodies at all levels, law enforcement and other public agencies, athletes and athlete support personnel (as defined in the WADC).
  - (j) To cooperate with WADA, sports governing bodies at all levels (whether in Hong Kong, PRC or elsewhere), other National Anti-Doping Organizations, international sports governing bodies, public agencies levels (whether in Hong Kong, PRC or elsewhere), athletes and athlete support personnel (as defined in the WADC) in relation to anti-doping in sports.
  - (k) To act as an advocate at the international level of doping-free sports, contributing to the development and adoption of anti-doping standards in Hong Kong and worldwide.
  - (l) To do all such other lawful things as are incidental or conducive to the attainment of the above objects.

Provided that: -

- (i) in case the Organization shall take or hold any property which may be subject to any trusts, the Organization will only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) the objects of the Organization shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

## **6. Powers of the Organization**

- (1) The Organization has the power to do anything which is calculated to further its objects but not otherwise, or is conducive or incidental to doing so. In particular, the Organization has powers:
- (a) to conduct studies, surveys, assessments, verifications, investigations, data analytical services and research (the research findings shall be disseminated to the public, subject to obligations of confidentiality or other contractual obligations (if any)) in relation to anti-doping in sports, and analyse and/or advise on the results, data, observations of such studies and research;
  - (b) to engage any person or persons whether on a full time or part-time basis or secondment, whether as a sub-contractor, a consultant or an employee and whether on a paid or unpaid basis, to supervise, organise or carry on the work to advise on the Organization's roles, services and programmes;
  - (c) to establish and maintain platforms in any form of media now known or hereafter invented, or in other appropriate ways to facilitate the exchange and connection of intelligence, information and other resources in relation to anti-doping;
  - (d) to charge such fees as the Organization sees fit for providing any service (including, the Testing Programme) to any person, companies, sports governing bodies, schools or whosoever;
  - (e) to commission, procure, produce, print, publish and distribute all kinds of periodicals, books, articles, leaflets, films, videos, computer programmes, software, visual and audio aids or other forms of media now known or hereafter invented in relation to or conducive to the promotion of the objects;
  - (f) to carry out such operations and deal with such goods and to purchase or otherwise acquire, take options over, construct, lease, hold, manage, maintain, alter, develop, exchange or deal with such property, rights or privileges (including the whole or part of the business, property or liabilities of any other person or company) in relation to or conducive to the promotion of the objects;
  - (g) to enter into such commercial or other transactions in connection with any business of the Organization which may seem to the Board necessary or conducive to advance the objects;
  - (h) to apply for, purchase, or otherwise acquire, protect, maintain, renew, defend and enforce any patents, patent rights, trade marks, designs, licences, and other intellectual property rights of all kinds or any trade secret or other proprietary information and to use, exercise, develop or grant licenses in respect of, or otherwise turn to account the property, rights or information so acquired and to experiment with any such rights which the Organization may propose to acquire in connection with the objects;
  - (i) to apply solely the income of the Organization wheresoever derived towards the promotion of the objects of the Organization;

- (j) to make all necessary or appropriate arrangements for carrying out the work of the Organization and for this purpose to engage and provide for the salaries, honoraria and maintenance of its employees and consultants;
- (k) to subscribe to and promote the aims and objects of any society or association having similar objects to all or any of the objects of the Organization provided that such society or association shall prohibit the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Organization under or by these articles;
- (l) to enter into any arrangements with the Government or any authority that are for furthering the Organization's objects or any of them;
- (m) to establish liaison, co-operation, or collaboration with local, international or overseas organizations so long as the collaboration is for furtherance of the objects of the Organization;
- (n) (this article is intentionally left blank)
- (o) to acquire, sell, manage, lease, mortgage, dispose of, or otherwise deal with all or any part of the property of the Organization, proceeds from which shall be applied and used in furtherance of the objects of the Organization;
- (p) to invest the monies of the Organization not immediately required in a proper and prudent manner with a view to generating income for use in furtherance of the objects of the Organization in or upon such investments, securities or property as thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as are for the time being imposed or required by laws and by these articles;
- (q) to grant scholarships to and/or sponsor courses, curriculums, and/or educational activities in furtherance of the Organization's objects;
- (r) to purchase and maintain, for the benefit of any Director (including alternate Director) or officer of the Organization, insurance against liability of such Director (including an alternate Director) or officer under the Ordinance and any other liability which may attach to him or her or loss or expenditure which he or she may incur in relation to anything done or alleged to have done or omitted to be done as a Director (including an alternate Director) or officer and, subject to the provisions of the Ordinance, to indemnify any such person out of the assets of the Organization against all losses or liabilities which he or she may sustain or incur in or about the execution of the duties of his or her office or otherwise in relation thereto and, without prejudice to the foregoing, to grant any such indemnity after the occurrence of the event giving rise to such liability;
- (s) to arrange for risks of all kinds likely to affect the Organization to be covered by insurance; and
- (t) to do all or any of the things stated in this Article 6 in any part of the world whether as principal, agent or trustee.

## **7. Application of income and property**

- (1) The income and property of the Organization shall be applied solely towards the promotion of the objects as set out in these articles.
- (2) Subject to paragraph (3) of this Article, none of the income or property of the Organization may be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever to any Member of the Organization.
- (3) The requirement under paragraph (2) above does not prevent the payment by the Organization:

- (a) of reasonable and proper remuneration to a Member of the Organization for any goods or services supplied by him or her to the Organization;
- (b) of reimbursement to a Member of the Organization for out-of-pocket expenses properly incurred by him or her for the Organization;
- (c) of interest on money lent by a Member of the Organization to the Organization at a reasonable and proper rate which must not exceed 2% per annum above the prime rate prescribed for the time being by The Hongkong and Shanghai Banking Corporation Limited for Hong Kong dollar loans;
- (d) of rent to a Member of the Organization for premises let by him or her to the Organization provided that the amount of the rent and the other terms of the lease must be reasonable and proper and such Member must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion; and
- (e) of remuneration or other benefit in money or money's worth to a body corporate in which a Member of the Organization 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.

## 8. Directors

- (1) Unless otherwise determined by ordinary resolution of the Members, a Director should be a Member of the Organization.
- (2) Unless otherwise determined by ordinary resolution of the Members, the board of directors ("**Board**" or "**Board of Directors**") shall comprise a minimum of seven (7) and a maximum of twenty (20) persons (collectively the "**Directors**" and each a "**Director**"), to include two (2) representatives from the Sports Federation & Olympic Committee of Hong Kong, China and up to eighteen (18) persons elected from amongst the Members of the Organization. For the avoidance of doubt, the ex-officio Member may not be elected as a Director.
- (3) The Secretary for Culture, Sports and Tourism has the right to appoint the chairperson of the Board ("**Chairperson**") among the Directors of the Board and if the Secretary for Culture, Sports and Tourism elects not to exercise its right under this Article when being asked to do so, then the Chairperson of the Board shall be elected by the Board of Directors from among themselves.
- (4) The Board of Directors shall elect among themselves:
  - (a) up to two vice-chairpersons ("**Vice-Chairperson(s)**"); and
  - (b) an honorary treasurer ("**Honorary Treasurer**");
 of the Board.
- (5) In the absence of or in case of the disability of the Chairperson, one of the Vice-Chairpersons as elected by the Board, shall serve as an acting Chairperson of the Board; and in the rare situation where all of the Chairperson and Vice-Chairpersons are unavailable to perform their duties, the Board shall elect one of its Directors to be acting Chairperson of the Board. The Board shall provide for successions and acting designations between the Chairperson and the Vice-Chairpersons to cover contingencies and absence of any of them which may arise.
- (6) The Chairperson shall preside over meetings of the Board ("**Board meeting**").
- (7) Subject to Article 52(3), the age and the period of service of a Director shall be governed by the following rules:
  - (a) a person must be between the age of eighteen (18) years old and below seventy (70) years old at the time of the election in which he is appointed or elected (as the case may be) as a Director and shall retire at the age of seventy (70) in accordance with sub-paragraph (b) below; and

- (b) a Director shall retire from the Board immediately upon attaining the age of seventy (70).

#### **9. Powers of the Board of Directors**

- (1) Subject to the provisions of the Ordinance and these articles, the Board shall be responsible for:
  - (a) the formulation of policies relating to the operation of the Organization;
  - (b) overseeing the implementation of its policies; and
  - (c) the supervision of the finances of the Organization.
- (2) A Board meeting at which a quorum is present may exercise all powers exercisable by the Directors.

#### **10. Members' reserved power**

- (1) The Members may, by special resolution, direct the Directors to take, or refrain from taking, specific actions. The special resolution does not invalidate anything that the Directors have done before passing the resolution.

#### **11. Directors may delegate**

- (1) Subject to these articles, the Directors of the Board may, if they think fit, delegate any of the powers that are conferred on them under these articles to any person or committee by any means (including by power of attorney), to any extent and without territorial limit in relation to any matter and on any terms and conditions as the Board may approve.
- (2) If the Directors of the Board so specify, the delegation may authorise further delegation of the Directors' power by any person to whom they are delegated on such terms and conditions as the Board may approve.
- (3) The Directors of the Board may revoke the delegation wholly or in part or revoke or alter its terms and conditions.

#### **12. Panels or Committees**

- (1) The Directors may, from time to time, delegate any of their powers to panels or committees consisting of at least one (1) Director of the Board as it considers necessary for the efficient discharge of their functions, and may delegate to any such panels or committees any of its powers and duties. Notwithstanding anything to the contrary in these articles, the Directors may, for the purpose of maintaining independency, establish or approve the establishment of one or more Disciplinary Panel and/or Appeal Panel or other similar panels in which no Director shall be members of such panels.
- (2) Any panel or committee so appointed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on it by the Board.
- (3) The meetings and proceedings of any such panels or committees shall be governed *mutatis mutandis* by the provisions of these articles for regulating the meetings and proceedings of the Board so far as applicable and so far as the same are not superseded by any regulations made by the Board hereunder.

#### **13. Validity of acts of Directors**

- (1) The acts of a person acting as a director are valid despite the fact that it is afterwards discovered, that there was a defect in the appointment of the person as a director; that the person was not qualified to hold office as a director or was disqualified from holding office as

a director; that the person had ceased to hold office as a director; or that the person was not entitled to vote on the matter in question.

#### **14. Decision-taking by the Board**

- (1) A decision of the Directors may only be taken by:
  - (a) a majority of the Directors at a meeting by a show of hands; or
  - (b) in accordance with Article 15.

#### **15. Unanimous Decisions**

- (1) A decision of the Directors is taken in accordance with this Article when all eligible Directors indicate to each other (either directly or indirectly) by any means that they share a common view on a matter.
- (2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible Director or to which each eligible Director has otherwise indicated agreement in writing. The Directors of the Board may, if they think fit, transact any of their business by circulation of papers (including in electronic forms) and such resolution in writing. An electronic, telephone or other facsimile documentary transmission of, or confirmation of, such resolution in writing and sent by an eligible Director shall be deemed to be his signature to such resolution in writing for the purposes of this Article. A resolution in writing so signed (in such manner as to indicate, expressly or impliedly, unconditional approval) by all eligible Directors shall be effective as a resolution duly passed at a meeting of the Directors of the Board for all purposes and may consist of several documents in the like form each signed by one or more Directors.
- (3) A reference in this Article to eligible Directors is a reference to Directors who would have been entitled to vote on the matter if it had been proposed as a resolution at a Board meeting.
- (4) A decision may not be taken in accordance with this Article if the eligible Directors would not have formed a quorum at a Board meeting.

#### **16. Calling Board Meetings**

- (1) Subject to the provisions of these articles, the Directors of the Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings and business as they think fit.
- (2) A Director of the Board may, and the Secretary on the requisition of a Director of the Board may, at any time summon a meeting of the Board by providing a written notice of the Board meeting specifying the date, time and place or a meeting access link (if a virtual meeting is to be held) to all the Directors of the Board at least seven (7) calendar days prior to the scheduled meeting.
- (3) The Board meeting shall be held no less frequently than once every six (6) calendar months.

#### **17. Participation in Board Meetings**

- (1) A meeting of the Directors of the Board may be held by means of such electronic or other communication facilities (including, without limiting the generality of the foregoing, by telephone or video conferencing) which permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting. Such a meeting shall be deemed to take place where the largest group of those Directors participating in the meeting is physically assembled, or, if there is no such group, where the Chairperson of the meeting then is.



- (2) The Directors shall cause minutes to be made in books provided for the purpose:
  - (a) of all appointments of officers (including the Chairperson, Vice-Chairpersons, Honorary Treasurer, Directors and Secretary) made by the Board;
  - (b) of the names of the Directors of the Board present at each Board meeting and any panel or committee of the Board;
  - (c) of all resolutions and proceedings at all meetings of the Organization, and the Board, and of panel or committees of the Board,and every Director of the Board present at any meeting of the Board, panel or committee of the Board shall sign his name in a book to be kept for that purpose.
- (3) The Directors must ensure that the Organization keeps such written record of every decision taken under Article 14 and those required under paragraph (2) above by the Directors for at least ten (10) years from the date of the decision.

#### **18. Quorum for Board Meeting**

- (1) At a Board meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- (2) The quorum for a Board meeting shall be five (5), and the quorum must continue to be present until the conclusion of the meeting.
- (3) A Board meeting for the time being at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Organization for the time being vested in the Directors generally, provided that all Directors have been given reasonable prior notice of such meeting.
- (4) The continuing Directors of the Board may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to these articles as the necessary quorum of Directors of the Board, the continuing Directors of the Board may act for the purpose of appointing further Director or of summoning a general meeting of the Organization so as to enable the Members to appoint further Directors, but for no other purposes.

#### **19. Chairing of Board Meeting**

- (1) Subject to Article 8(5), if the Chairperson is absent at a Board Meeting and more than one of the Vice-Chairpersons are present, the longest serving Vice-Chairperson shall preside as the Chairperson at the meeting. If there is no Chairperson nor any of the Vice-Chairpersons or if neither the Chairperson nor any of the Vice-Chairpersons is present within 15 minutes of the time appointed for the holding of a meeting of the Board, the Directors of the Board present shall choose one of their Directors present at the meeting to be Chairperson of the meeting.
- (2) In the case of an equality of votes at any Board meeting, the Chairperson or another Director chairing the Board meeting shall have a second or casting vote. The foregoing sentence does not apply if, in accordance with these articles, the Chairperson or another Director chairing the Board meeting is not to be counted as participating in the decision-making process for quorum or voting purposes.

#### **20. Alternate Director**

- (1) A Director may at any time by notice in writing delivered to the registered office of the Organization or at a meeting of the Board appoint another Director to act as alternate Director in his place subject to the approval of the Board and may in like manner terminate that appointment.

- (2) An alternate Director shall be entitled to exercise and discharge all the functions, powers and duties of the Director for whom he acts as alternate except the power to appoint an alternate. An alternate Director of the Board, at any meeting of the Board or any meeting of a panel or committee of the Board, shall have one vote in respect of each Director for whom he acts as alternate in addition to his own vote. The signature of an alternate Director to any resolution in writing of the Board or of a panel or committee of the Board shall be as effective as the signature of the Director for whom he acts as alternate.
- (3) An alternate Director shall vacate his office as such alternate Director of the Board if and when the Director (for whom he acts as alternate) vacates his office as a Director. An alternate Director of the Board shall alone be responsible for his own acts and defaults and he shall not be deemed to be the Director appointing him.

## **21. Declaration of Directors' Interests**

- (1) This Article applies if:
  - (a) a Director is in any way (directly or indirectly) interested in a transaction, arrangement or contract with the Organization that is significant in relation to the Organization's operations; and
  - (b) the Director's interest is material.
- (2) The Director must declare the nature and extent of the Director's interest to the other Directors in accordance with Section 536 of the Ordinance.
- (3) The Director and the Director's alternate must not vote in respect of the transaction, arrangement or contract in which the Director is so interested.
- (4) Article 21(3) does not preclude the Director's alternate from voting in respect of the transaction, arrangement or contract on behalf of another appointor who does not have such an interest.
- (5) If the Director or the Director's alternate contravenes Article 21(3), the vote must not be counted.
- (6) A reference in this Article to a transaction, arrangement or contract includes a proposed transaction, arrangement or contract.

## **22. Supplementary Provisions as to Conflicts of Interest**

- (1) Subject to Article 7 hereof, a Director may hold any other office under the Organization (other than the office of auditor) in conjunction with the office of Director for a period and on terms that the Directors determine.
- (2) A Director or intending Director is not disqualified by the office of Director from contracting with the Organization:
  - (a) with regard to the tenure of the other office mentioned in Article 22(1); or
  - (b) as vendor, purchaser or otherwise.
- (3) The contract mentioned in Article 22(2) or any transaction, arrangement or contract entered into by or on behalf of the Organization in which any Director is in any way interested is not liable to be avoided.
- (4) A Director who has entered into a contract mentioned in Article 22(2) or is interested in a transaction, arrangement or contract mentioned in Article 22(3) is not liable to account to the Organization for any profit realized by the transaction, arrangement or contract by reason of:
  - (a) the Director holding the office; or
  - (b) the fiduciary relation established by the office.

- (5) Paragraphs (1), (2), (3), (4) of Article 22 only apply if the Director has declared the nature and extent of the Director's interest to the other Directors in accordance with Section 536 of the Ordinance.
- (6) A Director of the Organization may be a Director or other officer of, or be otherwise interested in:
  - (a) any company promoted by the Organization; or
  - (b) any company in which the Organization may be interested as a shareholder or otherwise (if any).
  - (c) Subject to the Ordinance, the Director is not accountable to the Organization for any remuneration or other benefits received by the Director as a Director or officer of, or from the Director's interest in, the other company unless the Organization otherwise directs.

### **23. Appointment of Directors**

- (1) The Directors shall be elected by ordinary resolution of the Members at every alternate annual general meeting in accordance with Article 24. However, this provision shall not be construed as prohibiting the Members from calling a general meeting at any time in accordance with these articles for the purposes of appointing or removing a Director from the Board in accordance with these articles.

### **24. Retirement of Directors**

- (1) At the annual general meeting held in the year 2025 and at every alternate annual general meeting thereafter, all the Directors of the Board shall retire from office. Subject to Article 8(7), the retiring Directors of the Board shall be eligible for re-election, no elected Director of the Board shall serve for more than three (3) consecutive two-year terms.
- (2) The Board shall have power at any time from time to time to appoint any Member to be a Director of the Board to fill a casual vacancy arising from the death, resignation, removal or retirement of a Director, the person so appointed shall serve during such time only as the Director in whose place he is appointed would have served if he had not died, resigned, been removed or retired.

### **25. Termination of Directors' Appointment**

- (1) A person ceases to be a Director if a person:
  - (a) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - (b) ceases to be a Director under the Ordinance or under the Companies (Winding Up and Miscellaneous Provisions) Ordinance, Chapter 32 of the Laws of Hong Kong, or is prohibited from being a director by law; or
  - (c) becomes a mentally incapacitated person, or is found lunatic or becomes of unsounded mind; or
  - (d) resigns his office by notice in writing to the Organization given in accordance with Section 464(5) of the Ordinance; or
  - (e) shall for more than 12 months have been absent without permission of the Board from meetings of the Board held during that period; or
  - (f) is directly or indirectly interested in a transaction, arrangement or contract (being a transaction, arrangement or contract of significance in relation to the Organization's affairs or operation) with the Organization and, if his interest in such transaction,

arrangement or contract is material, fails to declare the nature and extent of his interest in the manner required by Section 536 of the Ordinance.

- (2) The Organization may by ordinary resolution of the Members passed at a general meeting to remove any Director of the Board before the expiration of his period of office.
- (3) If at any time the Secretary for Culture, Sports and Tourism advises that the appointment of any Director shall be revoked by the Board, the Members and the Board shall act according to the advice of the Secretary for Culture, Sports and Tourism without delay.

## **26. Remunerations and benefits to the Directors**

- (1) The Organization may pay any travelling, accommodation and other expenses properly incurred by the Directors in connection with:
  - (a) their attendance at:
    - (i) Board meeting or panels or committees of the Board; or
    - (ii) general meetings; or
  - (b) the exercise of their powers and the discharge of their responsibilities in relation to the Organization.

## **27. Director's Indemnity and Insurance**

- (1) To the extent permitted by the Ordinance, a Director or a former Director of the Organization may be indemnified out of the Organization's assets against any liability incurred by the Director to a person other than the Organization in connection with any negligence, default, breach of duty or breach of trust in relation to the Organization.
- (2) Article 27 only applies if the indemnity does not cover:
  - (a) any liability of the Director 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 Director:
    - (i) in defending criminal proceedings in which the Director is convicted;
    - (ii) in defending civil proceedings brought by the Organization, in which judgement is given against the Organization;
    - (iii) in defending civil proceedings brought on behalf of the Organization by a Member of the Organization, in which judgment is given against the Director;
    - (iv) in connection with an application for relief under Section 903 or 903 of the Ordinance in which the Court refuses to grant the Director relief.
  - (c) A reference in Paragraph (2)(b)(ii) above to a conviction, judgement or refusal of relief is a reference to the final decision in the proceedings.
  - (d) For the purposes of Paragraph (2)(c) above, a conviction, judgement or refusal of relief:
    - (i) if not appealed against, becomes final at the end of the period for bringing an appeal; or
    - (ii) if appealed against, becomes final when the appeal, or any further appeal, is disposed of.
  - (e) For the purposes of Paragraph (2)(d)(ii) above, an appeal is disposed of if:
    - (i) it is determined, and the period for bringing any further appeal has ended; or

(ii) it is abandoned or otherwise ceases to have effect.

## **28. Secretary**

- (1) Subject to Article 7, the Secretary shall be appointed by the Board for a term, at such remuneration and upon such conditions as it thinks fit and any Secretary so appointed may be removed by the Board.

## **29. Members**

- (1) A person may become a member of the Organization ("**Member**") only if that person has been appointed (including re-appointment) by the Secretary for Culture, Sports and Tourism and his membership shall become effective on the date as specified by the Secretary for Culture, Sports and Tourism. In any event, the Organization shall, at all times, have one (1) Member appointed by the Secretary for Culture, Sports and Tourism ("**ex-officio Member**") and two (2) Members shall be persons nominated by the Sports Federation & Olympic Committee of Hong Kong, China in writing made to the Secretary for Culture, Sports and Tourism.
- (2) Subject to Article 52(3), a Member must be between the age of eighteen (18) and seventy (70) years old at the time when he is appointed as a Member.
- (3) The number of Members shall not be more than twenty (20). The Board may from time to time increase the maximum number of Members with approval from the Secretary for Culture, Sports and Tourism.
- (4) Subject to the provisions of these articles, all Members shall be voting members and each Member shall hold the membership for two years from the date of appointment and shall thereafter be eligible for re-appointment as Member for further terms. Notwithstanding anything to the contrary in these articles, no Member shall hold membership for more than three (3) consecutive two-year terms.
- (5) A Member must be an individual natural person.

## **30. Rights of Members**

- (1) The rights of Member shall be personal to himself and shall not be transferable by his own act and shall cease upon his death or upon his ceasing from being a Member for any cause under the provisions of these articles.
- (2) Any person who shall for any cause cease to be a Member shall nevertheless remain liable for and shall pay to the Organization all moneys which, at the time of his ceasing to be a Member, may be owed by him to the Organization.
- (3) Member shall, as soon as practicable, communicate any change of address to the Organization.
- (4) Without prejudice to provisions relating to general meetings, every Member on joining the Organization impliedly undertakes to comply with these articles, and any refusal or neglect to do so, or any performance of conduct unworthy of a Member, shall render a Member liable to termination by a resolution passed at a general meeting under Article 31(2)(a) provided that at least three weeks before such meeting he or she shall have had written notice of the meeting and the allegations made against him or her and of the intended resolution, and that he or she shall at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation or defence he or she may think fit. The rights of membership of any Member terminated under this rule shall be forfeited.

## **31. Termination of Membership**

- (1) A Member may withdraw from membership of the Organization by giving not less than one month's notice to the Secretary for Culture, Sports and Tourism and the Board in writing.
- (2) Upon the advice of the Secretary for Culture, Sports and Tourism, the Board shall have the power to terminate the membership of any Member:
  - (a) on being requested in writing to do so by a majority of the Members having right to vote and present at any Board meeting resolving such course; or
  - (b) upon receipt of a notice under Paragraph (1);
  - (c) in the case of incapacity of such Member;
  - (d) in the case of absence from Hong Kong for more than twelve (12) consecutive months of such Member; or
  - (e) on being convicted of any indictable offence and sentenced to more than one year.
- (3) A person's membership terminates when that person reaches the age of seventy (70) years old, dies or upon his ceasing from being a Member for any cause under the provision of these articles.

### **32. First Members**

- (1) The subscribers to these articles at its incorporation automatically became the first Members of the Organization.

### **33. General Meeting**

- (1) Unless otherwise exempted or required under the Ordinance and these articles, the Organization must, in respect of each financial year of the Organization, hold a general meeting as its annual general meeting within 9 months after the end of the accounting reference period by reference to which the Organization's financial year is determined and at such place as may be determined by the Board.
- (2) All other meetings of the Organization shall be called general meetings. For this purpose, the first accounting reference period begins on the day of the incorporation of the Organization and ends on the 31 March of the same year or if such date has passed, the following year, and every subsequent accounting reference period is the period of twelve months beginning immediately after the end of the previous accounting reference period and ending on its accounting reference date unless such period is shortened or extended pursuant to a resolution passed by the Board pursuant to the Ordinance.
- (3) The Board may, if it thinks fit, call a general meeting.
- (4) If the Board are required to call a general meeting under Section 566 of the Ordinance, they must call it in accordance with Section 567 of the Ordinance.
- (5) If the Directors do not call a general meeting in accordance with Section 567 of the Ordinance, the Members who requested the meeting, or any of them representing more than one-half of the total voting rights of all of them, may themselves call a general meeting in accordance with Section 568 of the Ordinance.
- (6) The annual general meeting shall be held at such time and place as the Chairperson shall appoint from time to time and as specified in the notice of the meeting.

### **34. Notice of general meetings**

- (1) An annual general meeting must be called by notice of at least twenty-one (21) days in writing.
- (2) A general meeting other than an annual general meeting must be called by notice of at least fourteen (14) days in writing.

- (3) The notice is exclusive of:
  - (a) the day on which it is served or deemed to be served; and
  - (b) the day for which it is given.
- (4) The notice must:
  - (a) specify the date and time of the meeting;
  - (b) specify the place of the meeting (and if the meeting is to be held in two or more places, the principal place of the meeting and the other place or places of the meeting);
  - (c) state the general nature of the business to be dealt with at the meeting;
  - (d) for a notice calling an annual general meeting, state that the meeting is an annual general meeting;
  - (e) if a resolution (whether or not a special resolution) is intended to be moved at the meeting:
    - (i) include notice of the resolution; and
    - (ii) include or be accompanied by a statement containing any information or explanation that is reasonably necessary to indicate the purpose of the resolution;
  - (f) if a special resolution is intended to be moved at the meeting, specify the intention and include the text of the special resolution; and
  - (g) contain a statement specifying a Member's right to appoint a proxy under Section 596(1) of the Ordinance.
- (5) Article 34(4)(e) does not apply in relation to a resolution of which:
  - (a) notice has been included in the notice of the meeting under Section 567(3) or 568(2) of the Ordinance; or
  - (b) notice has been given under Section 615 of the Ordinance.
- (6) Despite the fact that a general meeting is called by a shorter notice than that specified in this Article, it is regarded as having been duly called if it is so agreed:
  - (a) for an annual general meeting, by all the Members entitled to attend and vote at the meeting; and
  - (b) in any other case, by a majority in number of the Members entitled to attend and vote at the meeting, being a majority together representing at least 95% of the total voting rights at the meeting of all the Members.

### **35. Persons Entitled to Receive Notice of General Meetings**

- (1) Notice of a general meeting must be given to every Member and every Director.
- (2) If notice of a general meeting or any other document relating to the meeting is required to be given to a Member, the Organization must give a copy of it to its auditor at the same time as the notice or other document is given to the Member.
- (3) Any accidental omission to give notice of a general meeting to, or any non-receipt of notice of a general meeting by, any person entitled to receive notice does not invalidate the proceedings at the meeting.

### **36. Attendance and speaking at general meetings**

- (1) A person is able to exercise the right to speak at a general meeting when the person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions that the person has on the business of the meeting.

- (2) A person is able to exercise the right to vote at a general meeting when:
  - (a) the person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
  - (b) the person's vote can be taken into account in determining whether or not those resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- (3) The Directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- (4) In determining attendance at a general meeting, it is immaterial whether any two or more Members attending it are in the same place as each other.
- (5) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have rights to speak and vote at the meeting, they are able to exercise them.

### **37. Quorum for general meetings**

- (1) Five (5) Members present in person or by proxy constitutes a quorum at a general meeting.
- (2) 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.

### **38. Chairing General Meetings**

- (1) The Chairperson shall preside over every general meeting of the Organization. If the Chairperson is not present within fifteen (15) minutes after the time appointed for holding the meeting, or if he shall have previously notified the Organization of his intention of not being present, any one of the Vice-Chairpersons as elected by the majority of the Members (including such a proxy) presence at such general meeting shall serve as acting chairperson.
- (2) The Directors present at a general meeting must elect one of themselves to be the chairperson if:
  - (a) the Chairperson and at least one Vice-Chairpersons are not present within fifteen (15) minutes after the time appointed for holding the meeting; or
  - (b) the Chairperson and at least one Vice-Chairpersons have given notice to the Organization of the intention not to attend the meeting.
- (3) The Members present at a general meeting must elect one of themselves to be the chairperson if:
  - (a) no Director is willing to act as chairperson; or
  - (b) no Director is present within fifteen (15) minutes after the time appointed for holding the meeting.

### **39. Attendance and speaking by non-members**

- (1) The chairperson of a general meeting may permit other persons to attend and speak at a general meeting even though they are not:
  - (a) a Member; or
  - (b) otherwise entitled to exercise the rights of Members in relation to general meetings.

### **40. Adjournment of general meeting**



- (1) If a quorum is not present within half an hour from the time appointed for holding a general meeting, the meeting must:
  - (a) if called on the request of Members, be dissolved; or
  - (b) in any other case, be adjourned to the same day in the next week, at the same time and place, or to another day and at another time and place that the Directors determine.
- (2) If at the adjourned meeting, a quorum is not present within half an hour from the time appointed for holding the meeting, the Member or Members present in person or by proxy constitute a quorum.
- (3) The chairperson may adjourn a general meeting at which a quorum is present if:
  - (a) the meeting consents to an adjournment; or
  - (b) it appears to the chairperson that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- (4) The chairperson must adjourn a general meeting if directed to do so by the meeting.
- (5) When adjourning a general meeting, the chairperson must specify the date, time and place to which it is adjourned.
- (6) Only the business left unfinished at the general meeting may be transacted at the adjourned meeting.
- (7) If a general meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting must be given as for an original meeting.
- (8) If a general meeting is adjourned for less than thirty (30) days, it is not necessary to give any notice of the adjourned meeting.

#### **41. General rules on voting at a general meeting**

- (1) A resolution put to the vote of a general meeting must be decided on a show of hands.
- (2) If there is an equality of votes, the chairperson of the meeting at which the show of hands takes place, is entitled to a second or casting vote.
- (3) On a vote on a resolution on a show of hands at a general meeting, a declaration by the chairperson that the resolution:
  - (a) has or has not been passed; or
  - (b) has passed by a particular majority, is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (4) An entry in respect of the declaration in the minutes of the meeting is also conclusive evidence of that fact without the proof.
- (5) Any objection to the qualification of any person voting at a general meeting may only be raised at the meeting or adjourned meeting at which the vote objected to is tendered, and a vote not disallowed at the meeting is valid.
- (6) Any objection must be referred to the chairperson of the meeting whose decision is final.
- (7) On a vote on a resolution taken at a general meeting, every Member (or its proxy) present in person has one vote.

#### **42. Appointment of a proxy**

- (1) A proxy may only validly be appointed by a notice in writing ("**proxy notice**") that:
  - (a) is in a form as the Directors may from time to time determine;

- (b) is authenticated and signed underhand of the Member appointing the proxy or of his attorney duly authorized in writing (if being an individual); and
  - (c) is delivered to the Organization in accordance with these articles and any instructions contained in the notice of the general meeting in relation to which the proxy is appointed.
- (2) The proxy notice shall (except to the extent to which the proxy is specially directed to vote for or against any proposal) include the power to act generally at the meeting for the person giving the proxy.
- (3) If the Organization requires or allows a proxy notice to be delivered to it in electronic form, it may require the delivery to be properly protected by a security arrangement it specifies.
- (4) A proxy notice may specify how the proxy appointed under it is to vote (or that the proxy is to abstain from voting) on one or more resolutions dealing with any business to be transacted at a general meeting.
- (5) Unless a proxy notice indicates otherwise, it must be regarded as:
  - (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the general meeting; and
  - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.
- (6) No proxy shall be valid except for the meeting mentioned therein and any adjournment thereof.
- (7) If a proxy notice is not authenticated, it must be accompanied by written evidence of the authority of the person who executed the appointment to execute it on behalf of the Member appointing the proxy.
- (8) A proxy notice does not take effect unless it is received by the Organization, for a general meeting or adjourned general meeting, at least forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting.
- (9) An appointment under a proxy notice may be revoked by delivering to the Organization a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- (10) A notice revoking the appointment only takes effect if it is received by the Organization, for a general meeting or adjourned general meeting, at least forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting.
- (11) A proxy's authority in relation to a resolution is to be regarded as revoked if the Member who has appointed the proxy attends in person the general meeting at which the resolution is to be decided; and exercises, in relation to the resolution, the voting right that the Member is entitled to exercise.
- (12) A Member who is entitled to attend, speak or vote at a general meeting remains so entitled in respect of the meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Organization by or on behalf of the Member.
- (13) A vote given in accordance with the terms of a proxy notice is valid despite:
  - (a) the previous death or mental incapacity of the Member appointing the proxy; or
  - (b) the revocation of the appointment of the proxy or the authority under which the appointment of the proxy is executed.
- (14) Article 42(13) does not apply if notice in writing of the death, mental incapacity or revocation is received by the Organization for a general meeting or adjourned general meeting, at least forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting.

#### **43. Amendments to proposed resolutions**

- (1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
  - (a) notice of the proposed amendment is given to the Secretary in writing; and
  - (b) the proposed amendment does not, in the reasonable opinion of the chairperson of the meeting, materially alter the scope of the resolution.
- (2) The notice must be given by a person entitled to vote at the general meeting at which it is to be proposed at least forty-eight (48) hours before the meeting is to take place (or a later time the chairperson of the meeting determines).
- (3) A special resolution to be proposed at a general meeting may be amended by ordinary resolution if:
  - (a) the chairperson of the meeting proposes the amendment at the meeting at which the special resolution is to be proposed; and
  - (b) the amendment merely corrects a grammatical or other non-substantive error in the special resolution.
- (4) If the chairperson of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the vote on that resolution remains valid unless the Court orders otherwise.

#### **44. Written resolutions**

- (1) Subject to the provisions of the Ordinance, a resolution in writing signed (in such manner as to indicate, expressly or impliedly, unconditional approval) by or on behalf of all persons for the time being entitled to receive notice of and to attend and vote at general meetings of the Organization shall, for the purposes of these articles, be treated as a resolution duly passed at a general meeting of the Organization and, where relevant, as a special resolution so passed. Any such resolution shall be deemed to have been passed at a meeting held on the date on which it was signed by the last Member to sign, and where the resolution states a date as being the date of his signature thereof by any Member the statement shall be *prima facie* evidence that it was signed by him on that date. Such a resolution may consist of several documents in the like form, each signed by one or more relevant Members.

#### **45. Communications**

- (1) Subject to these articles, anything sent or supplied by or to the Organization under these articles may be sent or supplied in any way in which Part 18 of the Ordinance provides for documents or information to be sent or supplied by or to the Organization for the purposes of the Ordinance.
- (2) Subject to these articles, any notice or document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such a notice or document for the time being.
- (3) A Director may agree with the Organization that notices or documents sent to that Director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than forty-eight (48) hours.
- (4) A notice may be served by the Organization upon any Member either personally or by sending it through the post in a prepaid letter addressed to such Member at his registered address appearing in the Register of Members.

- (5) A notice may be given by delivery, prepaid letter, facsimile message or electronic means. A notice delivered to the registered address shall be deemed served at the time of delivery. A notice sent by prepaid letter to an address in Hong Kong shall be deemed served on the day following its posting. A notice sent by facsimile or electronic means shall be deemed served at the time of sending provided that the outgoing facsimile means shows receipt of the notice through the automatic response of the addressee's facsimile machine and in the case of electronic means no notice of non-delivery has been received.

#### **46. Company Seal**

- (1) The Directors may provide for the safe custody of the Seal, the Seal may be used only with the authority of the Directors or of a committee or panel authorised by the Directors in that behalf, and every instrument to which the Seal shall be affixed shall be signed autographically by the Chairperson and countersigned by any one Vice Chairperson or by the Secretary or such other Director authorised for the purpose by the Directors, and where any instrument to which the Seal is affixed is so signed, the Seal shall, as regards all persons dealing in good faith with the Organization, be deemed to have affixed to that instrument with the authority of the Director.

#### **47. Finance and Property**

- (1) (This article is intentionally left blank.)
- (2) Subject to the Ordinance and these articles, the Board may exercise all the powers of the Organization to control all moneys and other properties belonging to the Organization, including but not limited to borrow money, to mortgage or charge its undertaking and property, or any part thereof.
- (3) Any moneys not required for immediate use may be invested as the Directors in their discretion think fit.
- (4) The Directors shall have absolute discretion to appoint such staff members as it may decide to receive and give receipt for all moneys coming into the Organization and to pay the same into the bank account of the Organization. The Directors may from time to time select the appropriate bank for depositing its money.
- (5) The Board shall have powers to rent offices for the use of the Organization and to appoint such staff, salaried or otherwise, as may be found necessary for the proper conduct of the affairs of the Organization, to engage professional assistance and to remunerate all persons employed.

#### **48. Accounts**

- (1) The Directors must prepare annual financial statements for each accounting reference period as required by the Ordinance. The financial statements must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Hong Kong Institute of Certified Public Accountants or its successors and adhere to all of its recommended practices.
- (2) The Directors must keep accounting records as required by the Ordinance.
- (3) Proper books shall not be deemed to be kept if such books of account are not kept in the required way as are able to give a true and fair view of the Organization's affairs or its transactions conducted.
- (4) The books of account shall be kept at the Registered Office, or, subject to the Ordinance, at such other place or places as the Directors thinks fit, and shall always be open to the inspection of the Directors.

- (5) A person is not entitled to inspect any of the Organization's accounting or other records or documents merely because of being a Member (who is not a Director), unless the person is authorized to do so by:
- (a) an enactment;
  - (b) an order under Section 740 of the Ordinance;
  - (c) the Board; or
  - (d) an ordinary resolution of the Organization.

The Directors may from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records of the Organization or any of them shall be open to the inspection of Members not being Directors.

- (6) The Directors shall from time to time in accordance with the provisions of the Ordinance cause to be prepared the reporting documents (including the financial statements, the directors' report and the auditor's report) for the financial year (including every document required by law to be comprised therein or attached or annexed thereto), or a summary financial report instead as permitted under the Ordinance, and cause a copy of such reporting documents or summary financial report (as the case may be) be sent to every Member of the Organization and to every other person who is entitled to receive notices of meetings from the Organization under the provisions of the Ordinance or of these articles not less than twenty-one days before the date of the meeting at which the reporting documents are to be laid before the Organization (or if the Organization is not required to hold an annual general meeting in respect of a financial year, within the time period prescribed under the Ordinance).

#### **49. Audit**

- (1) Subject to Article 7, a firm of certified public accountants shall be appointed to the office of auditors and their duties regulated in accordance with the provisions of the Ordinance.

#### **50. Net Assets on Winding up and Dissolution**

- (1) If upon the winding up or dissolution of the Organization there remains, after the satisfaction of all its debts and liabilities, any property whatsoever ("the net assets"), the net assets shall not be paid to or distributed among the members of the Organization but shall be given or transferred to some other institution or institutions, having objects similar to the Objects, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Organization under or by virtue of article 7 above and this article, such institution or institutions to be determined by a resolution of the members of the Organization at or before the time of dissolution and in default thereof by a Judge of the High Court of the Hong Kong Special Administrative Region having jurisdiction in the matter. If and so far as effect cannot be given to the aforesaid provisions, the net assets shall be applied for charitable purposes as directed by a Judge of the High Court of the Hong Kong Special Administrative Region having jurisdiction in the matter.

#### **51. Pre-incorporation Contracts and Expenses**

- (1) The Organization shall ratify all contracts and reimburse all expenses made by the agents of the Organization before incorporation that are solely and necessarily required to be made for the purposes and objects, the incorporation, and the efficient management of the Organization.

#### **52. Transitional Period**

- (1) Notwithstanding anything to the contrary in these articles, paragraphs (1) to (3) in this Article shall apply during the Transitional Period. For the avoidance of doubt, these articles shall apply save insofar as they are modified or are inconsistent with this Article during the Transitional Period.
- (2) The committee members of The Hong Kong Anti-Doping Committee (HKADC) under the Sports Federation & Olympic Committee of Hong Kong, China as of 31 March 2023 shall be appointed to be the Members and Directors of the Organization and they shall serve the Organization commencing on 1 April 2023 in accordance with these articles, with the exception that the representative of the Government of the said committee may not be appointed as a Director.
- (3) Article 8(7) and Article 29(2) shall not apply during the Transitional Period.

**53. Amendments to Articles of Association**

No addition, alteration or amendment shall be made to or in the articles of association of the Association, unless such addition, alteration or amendment has previously been submitted to and approved by the Registrar of Companies in writing or is made under a direction given under section 104(2)(b) or 105 of the Ordinance.

**54. Restriction on formation of subsidiary**

The Organization shall not form a subsidiary or hold a controlling interest in another body corporate, unless the formation of such a subsidiary or the holding of such a controlling interest has previously been approved by the Registrar of Companies in writing.

We, the undersigned, wish to form a company and wish to adopt the above articles of the Organization:

(sd.) Fu Hoo Kin, Frank

Prof. FU Hoo Kin, Frank BBS, MH, JP