

ARTICLES OF ASSOCIATION

OF

THE UNIVERSITY SPORTS FEDERATION OF HONG KONG, CHINA LIMITED
中國香港大專體育協會有限公司

Incorporated the 23rd day of March, 2016.

HONG KONG

編號 2352310
No.

公司註冊處
COMPANIES REGISTRY

公司註冊證明書
CERTIFICATE OF INCORPORATION

本人謹此證明
I hereby certify that

THE UNIVERSITY SPORTS FEDERATION OF HONG KONG, CHINA LIMITED
中國香港大專體育協會有限公司

於本日根據香港法例第622章《公司條例》
is this day incorporated in Hong Kong under the Companies Ordinance

在香港成立為法團，此公司是一間
(Chapter 622 of the Laws of Hong Kong) , and that this company is

有限公司。
a limited company.

本證明書於二〇一六年三月二十三日發出。
Issued on 23 March 2016.

(Sd.) Ms Ada L L CHUNG

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香港特別行政區公司註冊處處長鍾麗玲
Ms Ada L L CHUNG
Registrar of Companies
Hong Kong Special Administrative Region

註 Note :

公司名稱獲公司註冊處註冊，並不表示獲授予該公司名稱或其任何部分的商標權或任何其他知識產權。
Registration of a company name with the Companies Registry does not confer any trade mark rights or any other intellectual property rights in respect of the company name or any part thereof.

THE COMPANIES ORDINANCE (Chapter 622)

Company Limited by Guarantee

ARTICLES OF ASSOCIATION

OF

THE UNIVERSITY SPORTS FEDERATION OF HONG KONG, CHINA LIMITED

中國香港大專體育協會有限公司

Part A Mandatory Articles

1. Company Name

The name of the Company is

"THE UNIVERSITY SPORTS FEDERATION OF HONG KONG, CHINA LIMITED
中國香港大專體育協會有限公司".

2. Members' Liabilities

The liability of the members is limited.

3. Liabilities or Contributions of Members

Every member of the Federation undertakes to contribute to the assets of the Federation in the event of its being wound up while he is a member, or within 1 year afterwards, for the payment of the debts and liabilities of the Federation contracted before it ceases to be a member, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding the amount specified below:

Class of Members

All
HKD10

Amount to be contributed by each of the members in this class

We, the undersigned, wish to form a company and wish to adopt the articles of association as attached

Name(s) of Founder Members

Chu Hai College of Higher Education Limited 珠海學院有限公司
Riviera Gardens, Yi Lok Street, Tsuen Wan, N.T.
Hong Kong

City University of Hong Kong 香港城市大學
Tat Chee Avenue, Kowloon
Hong Kong

Hong Kong Baptist University 香港浸會大學
Kowloon Tong, Kowloon
Hong Kong

Hong Kong Shue Yan University Limited 香港樹仁大學有限公司
10 Wai Tsui Crescent, Braemar Hill Road, North Point
Hong Kong

Lingnan University 嶺南大學
8 Castle Peak Road, Tuen Mun, N.T.
Hong Kong

The Chinese University of Hong Kong 香港中文大學
Shatin, N.T.
Hong Kong

The Hong Kong Institute of Education 香港教育學院
10 Lo Ping Road, Tai Po, N.T.
Hong Kong

The Hong Kong Polytechnic University 香港理工大學
11 Yuk Choi Road, Hung Hom, Kowloon
Hong Kong

The Hong Kong University of Science and Technology 香港科技大學
Clear Water Bay, Kowloon
Hong Kong

The University of Hong Kong 香港大學
Pokfulam
Hong Kong

Vocational Training Council 職業訓練局
VTC Tower, 27 Wood Road, Wan Chai
Hong Kong

Part B Other Articles

PRELIMINARY

1. The regulations in Schedule 3 to the Companies (Model Articles) Notice (Cap.622H) shall apply to the Federation save in so far as they are hereby specifically excluded or are inconsistent with the Articles herein contained. In particular, but without in any way limiting the generality of the foregoing, Articles 20, 32, 33 and 47 shall not apply or are modified as hereinafter appearing.
2. Interpretation
 - (a) In these Articles–
 - “The Federation” means “THE UNIVERSITY SPORTS FEDERATION OF HONG KONG, CHINA LIMITED 中國香港大專體育協會有限公司”.
 - “The Ordinance” means the Companies Ordinance (Cap.622).
 - “The Council” means the Council of the Federation and the board of directors within the meaning of the Ordinance.
 - “The council member” means the director within the meaning of the Ordinance.
 - “The alternate council member” means the alternate director within the meaning of the Ordinance.
 - (b) 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 Federation.
 - (c) For the purposes of these articles, a document is authenticated if it is authenticated in any way in which section 828(5) or 829(3) of the Ordinance provides for documents or information to be authenticated for the purposes of the Ordinance.

MEMBERSHIP

3. Classes and criteria of membership

A member must be a tertiary institution offering full-time post-secondary education programs in Hong Kong. There are two classes of members:

Full member –

 - (a) All founder members are full members.
 - (b) Non-founder members to be qualified as a full member shall have standard venues for sports competitions as approved by the Council.
 - (c) All full members must nominate their highest ranking physical education staff to serve the Federation as a council member.

Associate member –

Tertiary institutions not fulfilling the criteria of full membership may be accepted as associate members.
4. Admission as a full or associate member is subject to approval of the Council.
5. Right of membership

Full members are entitled to vote in General Meetings and their highest ranking physical education staff shall ipso facto be members of the Council. Associate members do not have voting right but shall enjoy benefits as defined by the Council.
6. Termination of membership

A member may withdraw from membership of the Federation by giving 14 days' notice to the Federation in writing.

COUNCIL AND COUNCIL MEMBERS

7. The Council
Subject to the Ordinance and these articles, the Council may exercise all the powers and manage the business and affairs of the Federation.
8. Members reserve power
 - (a) The members of the Federation may, by special resolution, direct the Council to take, or refrain from taking, specified action.
 - (b) The special resolution does not invalidate anything that the Council has done before the passing of the resolution.
9. Council may delegate
 - (a) Subject to these articles, the Council may, if they think fit, delegate any of the powers that are conferred on them under these articles -
 - (i) to any person or committee;
 - (ii) to any extent and without territorial limit;
 - (iii) in relation to any matter; and
 - (iv) on any terms and conditions.
 - (b) If the Council so specify, the delegation may authorize further delegation of the Council's powers by any person to whom they are delegated.
 - (c) The Council may—
 - (i) revoke the delegation wholly or in part; or
 - (ii) revoke or alter its terms and conditions.
10. Committees
 - (a) The Council may make rules providing for the conduct of business of the committees to which they have delegated any of their powers.
 - (b) The committees must comply with the rules.
11. Appointment and retirement of council members
 - (a) Each full member shall nominate its highest ranking physical education staff to serve as a Council member of the Federation.
 - (b) Termination of council member's appointment
A person ceases to be a council member if the person—
 - (i) ceases to be a council member under the Ordinance or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap.32) or is prohibited from being a director by law;
 - (ii) ceases his appointment as the highest ranking education staff of a full member;
 - (iii) becomes bankrupt or makes any arrangement or composition with the person's creditors generally;
 - (iv) becomes a mentally incapacitated person;
 - (v) resigns the office of council member by notice in writing of the resignation in accordance with section 464(5) of the Ordinance;
 - (vi) for more than 6 months has been absent without the Council's permission from Council members' meetings held during that period; or
 - (vii) is removed from the office of council member by an ordinary resolution of the Federation.
 - (c) A council member's vacancy shall be filled up by the succeeding highest ranking physical education staff of the member from whom the retired council member was nominated.

ALTERNATE COUNCIL MEMBERS

12. A council member may appoint as an alternate any other person approved by resolution of the council members.

COUNCIL'S MEETINGS

13. Council meetings

- (a) Any council member may call a council's meeting by giving notice of the meeting to the council members or by authorizing the company secretary to give such notice.
- (b) Notice of council meetings must indicate
 - (i) the proposed date and time of the meeting; and
 - (ii) where the meeting is to take place.
- (c) Notice of council meetings must be given to each council member, but need not be in writing.

14. Quorum for Council meetings

- (a) At a council's meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- (b) The quorum for council's meetings shall be not less than half of the total numbers of the council members in office.

GENERAL MEETINGS

15. General Meetings

- (a) Subject to sections 611, 612 and 613 of the Ordinance, the Federation must, in respect of each financial year of the Federation, hold a general meeting as its annual general meeting in accordance with section 610 of the Ordinance.
- (b) The council members may, if they think fit, call a general meeting.
- (c) If the council members are required to call a general meeting under section 566 of the Ordinance, they must call it in accordance with section 567 of the Ordinance.
- (d) If the council members 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.

16. Quorum for General Meeting

- (a) The presence of more than half of the total full members constitutes a quorum.
- (b) No business other than the appointment of the chairperson of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

COMMUNICATION TO AND BY FEDERATION

17. Means of Communication to be used

- (a) Subject to these articles, anything sent or supplied by or to the Federation 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 Federation for the purposes of the Ordinance.
- (b) Subject to these articles, any notice or document to be sent or supplied to a council member in connection with the taking of decisions by council members may also be sent or supplied by the means by which that council member has asked to be sent or supplied with such a notice or document for the time being.
- (c) A council member may agree with the Federation that notices or documents sent to that council member 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 48 hours.